

HILLENBRAND, INC.

FORM 8-K (Current report filing)

Filed 02/27/13 for the Period Ending 02/27/13

Address	ONE BATESVILLE BOULEVARD BATESVILLE, IN 47006
Telephone	(812)931-2304
CIK	0001417398
Symbol	HI
SIC Code	3990 - Miscellaneous Manufacturing Industries
Industry	Furniture & Fixtures
Sector	Consumer Cyclical
Fiscal Year	09/30

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) : **February 27, 2013**

HILLENBRAND, INC.

(Exact Name of Registrant as Specified in Charter)

Indiana

(State or Other Jurisdiction of
Incorporation)

1-33794

(Commission File Number)

26-1342272

(IRS Employer Identification No.)

**One Batesville Boulevard
Batesville, Indiana**

(Address of Principal Executive Office)

47006

(Zip Code)

Registrant's telephone number, including area code: **(812) 934-7500**

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

Hillenbrand, Inc. (the “Company”) held its annual meeting of shareholders on February 27, 2013. Matters voted upon at the meeting were as follows:

- (1) the election of two members to the Company’s Board of Directors;
- (2) the approval, by a non-binding advisory vote, of the compensation paid by the Company to its named executive officers;
- (3) the ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for 2013.

The final results of the votes taken at the meeting were as follows:

Proposal 1: Election of Two Members to the Company’s Board of Directors for terms expiring in 2016:

<u>Director’s Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>	<u>Percentage of Votes Cast In Favor</u>
Mark C. DeLuzio	47,163,336	1,994,658	6,288,206	95.94%
F. Joseph Loughrey	47,148,614	2,009,380	6,288,206	95.91%

Proposal 2: Approval, by a Non-Binding Advisory Vote, of the Compensation Paid by the Company to its Named Executive Officers:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>	<u>Broker Non-Votes</u>	<u>Percentage of Votes Cast In Favor</u>
38,524,288	9,535,297	1,098,409	6,288,206	80.16%

Proposal 3: Ratification of the Appointment of PricewaterhouseCoopers LLP as the Company’s Independent Registered Public Accounting Firm for 2013:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>	<u>Broker Non-Votes</u>	<u>Percentage of Votes Cast In Favor</u>
53,894,661	802,720	748,819	0	98.53%

Item 8.01 Other Events.

As previously reported in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 22, 2012, F. Joseph Loughrey became the second Chairman of the Company's Board of Directors, upon the retirement of former Chairman Ray J. Hillenbrand at the close of the Company's annual meeting of shareholders held February 27, 2013. As also previously reported, director James A. Henderson also retired from the Board. Neither Mr. Hillenbrand nor Mr. Henderson has expressed any disagreement with the Company on any matter relating to the Company's operations, policies, or practices.

The Company's press release announcing these changes to the Board is attached as Exhibit 99.1 to this Current Report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release dated February 27, 2013 issued by the Company.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DATE: February 27, 2013

HILLENBRAND, INC.

BY: /S/ Cynthia L. Lucchese

Cynthia L. Lucchese
Senior Vice President and
Chief Financial Officer

DATE: February 27, 2013

BY: /S/ John R. Zerkle

John R. Zerkle
Senior Vice President,
General Counsel and Secretary

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release dated February 27, 2013 issued by the Company.

HILLENBRAND, INC.

Investor Relations for Hillenbrand

Contact: Chris Gordon, Director, Investor Relations

Phone: 812-931-5001

E-mail: chris.gordon@hillenbrand.com

Joe Loughrey Assumes Chairman of the Board Role at Hillenbrand

BATESVILLE, Ind., February 27, 2013 — /PR NewsWire/ — At the close of the annual shareholders meeting today, F. Joseph (Joe) Loughrey became Hillenbrand, Inc.'s (NYSE:HI) second chairman of the board, with the retirement of former chairman Ray J. Hillenbrand. Also retiring from Hillenbrand's board was James A. Henderson. Loughrey is the retired president and chief operating officer of Cummins, Inc., has been a Hillenbrand board member since 2009 and is also the chairman of the Nominating /Corporate Governance Committee for Hillenbrand's board of directors.

"This is an exciting time at Hillenbrand and Joe Loughrey is going to be an outstanding successor," said Mr. Hillenbrand. "Joe's deep industrial expertise and international experience, as well as his familiarity with Hillenbrand, positions him well to guide the board and the company. I'm leaving it in very capable hands."

Loughrey currently has additional board positions with AB SKF, Vanguard Group, Lumina Foundation for Education, the V Foundation for Cancer Research, and Oxfam America. He has previously served on the Boards of Directors of Cummins (2005-2009) and Sauer-Danfoss, Inc. (2000-2010). "Ray and Jim have both been instrumental in guiding Hillenbrand's transformation and I am proud to have this opportunity as chairman going forward," said Loughrey.

About Hillenbrand, Inc.

Hillenbrand (www.Hillenbrand.com) is a global diversified industrial company that makes and sells premium business-to-business products and services for a wide variety of industries. We pursue profitable growth and meaningful dividends for our shareholders by leveraging our leading brands, robust cash generation capabilities and strong core competencies. HI-INC-F