
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 22, 2011

HILLENBRAND, INC.

(Exact name of registrant as specified in its charter)

Indiana

(State or other jurisdiction
of incorporation)

1-33794

(Commission File Number)

36-1342272

(IRS Employer Identification No.)

**One Batesville Boulevard
Batesville, Indiana**

(Address of principal executive offices)

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 1.01 Entry into a Material Definitive Agreement.

On February 22, 2011, Hillenbrand, Inc. (the “Company”) announced the appointment of Joe A. Raver as President of its subsidiary K-Tron International, Inc., and the appointment of Kimberly K. Dennis, age 44, as Senior Vice President of the Company and President of its subsidiary Batesville Services, Inc. These appointments are expected to become effective April 4, 2011. Mr. Raver will continue as Senior Vice President of the Company. This announcement is more fully described in the press release furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The Company expects to amend its employment agreement with Mr. Raver to reflect his new position, on terms substantially the same as his current employment agreement. A copy of Mr. Raver’s current employment agreement has been filed as Exhibit 10.1 to the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2008, filed with the Securities and Exchange Commission (SEC) August 12, 2008. The contents of such Exhibit are incorporated herein by reference.

The Company has entered into an employment agreement and a change in control agreement with Ms. Dennis. The terms and conditions of Ms. Dennis’ employment agreement and change in control agreement are both substantially similar (except for compensation and related award amounts) to those with the Company’s other non-CEO executive officers.

Ms. Dennis’ compensation package includes an annual base salary of \$400,000, and an annual short-term incentive compensation target at 75% of base salary. In addition, she received sign on incentives consisting of (i) \$400,000 in time-vested non-qualified stock options; (ii) performance-based restricted stock with a targeted vesting amount of \$650,000 at the end of the performance period in 2013; (iii) \$275,000 in time-vested restricted stock vesting at the first anniversary of the date of grant; and (iv) additional time-vested restricted stock valued at \$600,000. The stock options are scheduled to vest at a rate of one-third each year beginning at the first anniversary of the date of grant. The vesting schedule for the time-vested restricted stock valued at \$600,000 is: 15%, 15%, 20%, 30% and 30%, at the first, second, third, fourth and fifth anniversaries of the date of grant, respectively.

In addition, Ms. Dennis will be eligible to participate in the Company’s annual equity-based awards under the Company’s long-term incentive compensation plan. Ms. Dennis will also be eligible to participate in the benefit plans provided to the Company’s executive officers generally, as well as other benefits that are commonly found in executive employment agreements.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 22, 2011, the Company announced that Joe A. Raver had agreed to resign from his position as President of Batesville Services, Inc. and its key subsidiaries, including Batesville Casket Company, in order to assume his new role as President of K-Tron International, Inc., effective on or about April 4, 2011. This announcement is more fully described in the press release furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 7.01 Regulation FD Disclosure.

On February 22, 2011, the Company issued a press release announcing that Joe A. Raver had agreed to resign from his position as President of Batesville Services, Inc. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

This information furnished pursuant to this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release dated February 22, 2011 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.

HILLENBRAND, INC.

DATE: February 22, 2011

BY: /S/ Cynthia L. Lucchese
Cynthia L. Lucchese
Senior Vice President and Chief Financial Officer

DATE: February 22, 2011

BY: /S/ John R. Zerkle
John R. Zerkle
Senior Vice President, General Counsel &
Secretary

HILLENBRAND, INC.

Hillenbrand Appoints New Presidents for K-Tron International, Batesville

BATESVILLE, Indiana, February 22, 2011 — Hillenbrand, Inc. (NYSE: HI) has named Joe A. Raver president of K-Tron International, Inc., and Kimberly K. Dennis as president of Batesville Services, Inc. Both appointments are expected to become effective April 4, 2011.

Raver Named President of K-Tron International

As president of K-Tron International, Joe Raver will be responsible for accelerating the organic growth of the K-Tron brands on a global scale. He will lead the development and implementation of the K-Tron growth strategy and will be a key figure in business development and acquisition integration. The president of the K-Tron Process Group, Kevin Bowen, and the president of the Size Reduction Group, Lukas Guenthardt, will report directly to Raver. To be closer to the fastest-growing K-Tron markets, Raver and his family will relocate to the Zurich, Switzerland area, the site of one of the company's largest administration and manufacturing facilities.

Raver has been senior vice president of Hillenbrand and president of Batesville Services, Inc., and its subsidiaries, including Batesville Casket Company, since June 2008.

"During Joe's 14 years with the company, he has excelled in a variety of senior executive assignments, most recently leading Batesville Casket Company into new business arenas," said Kenneth A. Camp, Hillenbrand president and chief executive officer. "Joe's exceptional leadership capabilities and his experience in strategy development will be of great value as K-Tron expands its presence in growing the global markets."

Dennis Named President of Batesville Casket

As the new president of Batesville Services, Inc., and its subsidiaries, including Batesville Casket Company, Kim Dennis will, in many ways, be "returning home" to lead the industry's premier funeral service products company as it creates new products and services for its funeral home customers.

Dennis began her career with Batesville in 1989, holding positions of increasing leadership responsibility in finance, planning, operations, logistics and information technology. This broad experience base prepared her to become vice president of shared services and information technology at Hillenbrand Industries. Most recently, Kim was senior vice president of Hill-Rom Holdings and general manager of Hill-Rom's post-acute care division.

“Kim’s varied executive assignments at Batesville and her outstanding success in leading a fast- growing segment of Hill-Rom’s business have helped prepare her for this very significant opportunity,” Camp said. “The Batesville organization knows her well and we are all very pleased to welcome her back into the Hillenbrand and Batesville family.”

Both Raver and Dennis will report directly to Camp.

About Hillenbrand, Inc.

Hillenbrand (www.HillenbrandInc.com) is a diversified enterprise with multiple subsidiaries focused around two separate operating businesses. Batesville Casket (www.batesville.com) is a leader in the North American death care industry through the sale of funeral services products, including burial caskets, cremation caskets, containers and urns, selection room display fixturing, and other personalization and memorialization products. K-Tron International (www.ktroninternational.com) is a recognized leader in the design, production, marketing and servicing of bulk solids material handling equipment and systems. The company serves many different industrial markets through two product lines. The Process Group focuses primarily on feeding and pneumatic conveying equipment, doing business under two main brands: K-Tron Feeders and K-Tron Premier. The Size Reduction Group concentrates on size reduction equipment, conveying systems and screening equipment, operating under three brands: Pennsylvania Crusher, Gundlach and Jeffrey Rader. HI-INC-E

Disclosure Regarding Forward-Looking Statements

Throughout this release, we make a number of forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. As the words imply, forward-looking statements are statements about the future, as contrasted with historical information. Our forward-looking statements are based on assumptions and current expectations of future events that we believe are reasonable, but by their very nature they are subject to a wide range of risks. If our assumptions prove inaccurate or unknown risks and uncertainties materialize, actual results could vary materially from Hillenbrand’s expectations and projections.

Words that could indicate we’re making forward-looking statements include the following:

intend	believe	plan	expect	may	goal	would
become	pursue	estimate	will	forecast	continue	could
targeted	encourage	promise	improve	progress	potential	should

This isn’t an exhaustive list, but is simply intended to give you an idea of how we try to identify forward-looking statements. The absence of any of these words, however, does not mean that the statement is not forward-looking.

Here's the key point: *Forward-looking statements are not guarantees of future performance, and our actual results could differ materially from those set forth in any forward-looking statements.* Any number of factors — many of which are beyond our control — could cause our performance to differ significantly from those described in the forward-looking statements. These factors include, but are not limited to: recent global market and economic conditions, including those related to the credit markets; volatility of our investment portfolio; adverse foreign currency fluctuations; ongoing involvement in claims, lawsuits and governmental proceedings related to operations; labor disruptions; our ability to continue the successful integration of K-Tron International; the dependence of our business units on relationships with several large national providers; increased costs or unavailability of raw materials; continued fluctuations in mortality rates and increased cremations; competition from nontraditional sources in the funeral services business; our ongoing antitrust litigation; cyclical demand for industrial capital goods; and certain tax-related matters. For a more in-depth discussion of these and other factors that could cause actual results to differ from those contained in forward-looking statements, see the discussions under the heading “Risk Factors” in item 1A of Hillenbrand’s Annual Report on Form 10-K for the year ended September 30, 2010, filed with the Securities and Exchange Commission (SEC) November 23, 2010. The company assumes no obligation to update or revise any forward-looking information.

CONTACT

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