

**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): **August 8, 2011**

HILLENBRAND, INC.

(Exact Name of Registrant as Specified in Charter)

Indiana
(State or Other Jurisdiction
of Incorporation)

001-33794
(Commission
File Number)

26-1342272
(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))

Item 2.02. Results of Operations and Financial Condition

On August 8, 2011, Hillenbrand, Inc. (the "Company") announced its earnings for the third quarter ended June 30, 2011. This announcement is more fully described in the press release filed as Exhibit 99.1 to this Current Report on Form 8-K. The Company will sponsor a conference call and webcast at 8:00 a.m. EDT Tuesday, August 9, 2011 and the webcast will be accessible on the Company's website at <http://www.HillenbrandInc.com>.

Item 7.01. Regulation FD Disclosure

A copy of presentation slides to be used by the Company for its third-quarter 2011 earnings call is attached as Exhibit 99.2 to this Current Report on Form 8-K. These presentation slides are also available on the Company's website under "Investor Relations" at www.HillenbrandInc.com.

The information in this Report, including the Exhibits, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that section, and shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Non-GAAP Financial Measures

While the Company reports financial results in accordance with accounting principles generally accepted in the United States (GAAP), the attached third-quarter 2011 earnings call slides include non-GAAP measures. These non-GAAP measures are not in accordance with, nor are they a substitute for, GAAP measures. The Company uses the non-GAAP measures to evaluate and manage its operations and provides the information to investors so they can see the results "through the eyes" of management. The Company further believes that providing this information enables investors better to understand the ongoing operating performance of the Company. Investors should consider non-GAAP measures in addition to, not as a substitute for, or as superior to, measures of financial performance prepared in accordance with GAAP.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release dated August 8, 2011 issued by the Company.
99.2	Presentation Slides

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: August 8, 2011

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

DATE: August 8, 2011

BY: /S/ Elizabeth E. Dreyer
Elizabeth E. Dreyer
Vice President, Controller and
Chief Accounting Officer

2

EXHIBIT INDEX

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3

HILLENBRAND, INC.

Hillenbrand Reports Earnings for Third Quarter of 2011

- Consolidated revenue grows 3% to \$211 million
- K-Tron third-quarter revenue grows 19% over prior year, 10% on a constant currency basis
- K-Tron order backlog increases 19% sequentially

BATESVILLE, Indiana, August 8, 2011, Hillenbrand, Inc. (NYSE: HI)

CEO Comments

“We’re pleased with our third-quarter results, which were in line with our expectations,” said Kenneth A. Camp, Hillenbrand’s president and chief executive officer. “Once again, K-Tron has demonstrated strong growth in revenue, backlog, and EBITDA. At the same time, Batesville continues to generate strong and consistent cash flow, while minimizing the impact of increasing commodity costs.”

Quarterly Summary

Hillenbrand reported revenue of \$211.2 million for the third quarter of fiscal 2011, a \$5.4 million (3%) increase over the prior year. K-Tron’s revenue contribution was \$60.6 million for the quarter, an increase of \$9.7 million (19%), or \$4.8 million (10%) on a constant currency basis. Its order backlog of \$94.4 million represented a 19% sequential increase compared to the second quarter of fiscal 2011. At \$150.6 million, revenue for the Batesville business decreased by \$4.3 million (3%), largely due to burial unit volume.

Higher commodity costs for Batesville, primarily for fuel and steel, drove a decrease in consolidated gross profit margin from 42.5% (adjusted in 2010) to 40.8% in the third quarter of 2011.

Net income increased \$9.2 million (69%) to \$22.5 million, with EPS growing 64% over the prior year to \$0.36. In the same period, EBITDA increased \$12.6 million (41%) to \$43.5 million. Cash flow from operations was \$102.1 million, an increase of \$74.1 million over the prior year, including \$60 million of interest from the early collection of the Forethought note.

On an adjusted basis, net income of \$23.7 million decreased \$4.4 million (16%) and EPS decreased 16% over the prior year to \$0.38. At \$45.3 million, adjusted EBITDA decreased \$4.8 million (10%), primarily due to the decline in adjusted gross profit.

Year-to-Date Summary

For the nine months ended June 30, 2011, Hillenbrand’s revenue was \$652.2 million, a \$115 million (21%) increase over the prior year. Gross profit margin decreased to 42.8% from 44.0% on an adjusted basis in 2010. Net income of \$82.6 million (\$1.33 per share) increased 14% compared to the prior year, although on an adjusted basis, net income decreased 3% to \$84.6 million (\$1.36 per share). At \$152.9 million, EBITDA increased \$28.3 million (23%) over the prior year and \$11.9 million (8%) on an adjusted basis. Cash flow from operations was \$155.3 million compared to \$117 million in the prior year.

Conference Call and Webcast

The company will host a conference call and simultaneous webcast on Tuesday, August 9, at 8 a.m. ET to discuss the results for the third quarter of fiscal 2011. The webcast will be available at <http://ir.hillenbrandinc.com> and will be archived on the company’s website through August 9, 2012.

To access the conference call, listeners in the United States and Canada may dial 1-877-856-1965, and international callers may dial 1-719-325-4853. A replay of the call will be available until midnight ET, Thursday, August 23, 2011, by dialing 1-888-203-1112 in the United States and Canada or 1-719-457-0820 internationally, and using the passcode 7914711.

Consolidated Statements of Income (Unaudited)

(in millions, except per share data)

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2011	2010	2011	2010
Net revenue	\$ 211.2	\$ 205.8	\$ 652.2	\$ 537.2
Cost of goods sold	125.1	130.2	373.0	312.6
Gross profit	86.1	75.6	279.2	224.6
Operating expenses	51.2	55.8	154.4	121.5
Operating profit	34.9	19.8	124.8	103.1
Interest expense	(2.6)	(1.0)	(8.3)	(1.5)
Investment income and other	0.7	3.8	9.3	11.9
Income before income taxes	33.0	22.6	125.8	113.5
Income tax expense	10.5	9.3	43.2	41.3
Net income	\$ 22.5	\$ 13.3	\$ 82.6	\$ 72.2
EPS — basic and diluted	\$ 0.36	\$ 0.22	\$ 1.33	\$ 1.17
Weighted average shares outstanding — basic and diluted	62.1	62.0	62.0	61.9
Cash dividends per share	0.1900	0.1875	0.5700	0.5625

Condensed Consolidated Statements of Cash Flows (Unaudited)
(in millions)

	Nine Months Ended June 30,	
	2011	2010
Net cash provided by operating activities	\$ 155.3	\$ 117.0
Net cash used in investing activities	98.7	(356.8)
Net cash provided by financing activities	(165.5)	287.9
Effect of exchange rate changes on cash and cash equivalents	11.4	(1.1)
Net cash flows	99.9	47.0
Cash and cash equivalents:		
At beginning of period	98.4	35.2
At end of period	\$ 198.3	\$ 82.2

Hillenbrand's financial statements on Form 10-Q were filed jointly with this release and are available on the Company's website (www.HillenbrandInc.com).

Reconciliation of Non-GAAP Measures (Unaudited)
(in millions)

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2011	2010	2011	2010
GAAP net income	\$ 22.5	\$ 13.3	\$ 82.6	\$ 72.2
Antitrust litigation	0.7	1.4	1.3	1.9
Inventory & backlog step-up	—	13.3	—	13.3
Business acquisition	0.4	6.2	1.7	10.0
Sales tax adjustment	—	—	(0.7)	(4.1)
Restructuring	0.7	—	0.7	—
Income tax on adjustments	(0.6)	(6.1)	(1.0)	(6.3)
Net income — adjusted	\$ 23.7	\$ 28.1	\$ 84.6	\$ 87.0
EPS — adjusted	\$ 0.38	\$ 0.45	\$ 1.36	\$ 1.40

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2011	2010	2011	2010
GAAP net income	\$ 22.5	\$ 13.3	\$ 82.6	\$ 72.2
Interest income	(0.8)	(3.2)	(7.2)	(9.9)
Interest expense	2.6	1.0	8.3	1.5
Income tax expense	10.5	9.3	43.2	41.3
Depreciation and amortization	8.7	10.5	26.0	19.5
EBITDA	43.5	30.9	152.9	124.6
Antitrust litigation	0.7	1.4	1.3	1.9
Inventory step-up	—	11.6	—	11.6
Business acquisition	0.4	6.2	1.7	10.0
Sales tax adjustment	—	—	(0.7)	(4.1)
Restructuring	0.7	—	0.7	—
EBITDA — adjusted	\$ 45.3	\$ 50.1	\$ 155.9	\$ 144.0

While Hillenbrand, Inc. reports financial results in accordance with accounting principles generally accepted in the United States (GAAP), this press release includes non-GAAP measures. These non-GAAP measures are not in accordance with, nor are they a substitute for, GAAP measures. Hillenbrand uses the non-GAAP measures to evaluate and manage its operations and provides the information to investors so they can see the results "through the eyes" of management. Hillenbrand further believes that providing this information better enables investors to understand the ongoing operating performance of the company. Investors should consider non-GAAP measures in addition to, not as a substitute for, or as superior to, measures of financial performance prepared in accordance with GAAP.

Guidance for Fiscal Year 2011 (Unaudited)

This guidance does not include the effects of the pending acquisition of Rotex Global, LLC or any of Hillenbrand's related business acquisition and transition costs.

(in millions, except per share data)	Fiscal Year Ending September 30, 2011	
	Low	High
Net revenue (constant currency)	\$ 855	\$ 875
Tax rate	34.5 %	33.5 %
Average diluted shares outstanding	62	62
EPS	\$ 1.69	\$ 1.75
EPS — Adjusted (excluding antitrust litigation expenses, business acquisition costs, and sales tax recoveries)	\$ 1.72	\$ 1.78
Capital expenditures	\$ 22	\$ 26

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 what is 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; the impact - positive or negative - of the company's ability to execute its planned acquisition and successful integration of Rotex Global, LLC; volatility of our investment portfolio; 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.

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, burial vaults, selection room display fixturing, and other personalization and memorialization products. K-Tron International is a recognized leader in the design, production, marketing, and servicing of 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-F

CONTACT

Investor Relations for Hillenbrand, Inc.

Chris Gordon, Director, Investor Relations

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E-mail: chris.gordon@hillenbrand.com

HILLENBRAND, INC.

Third-Quarter 2011 Earnings

Call/Webcast ■ August 9, 2011

Disclosure regarding forward-looking statements

Throughout this presentation, 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.

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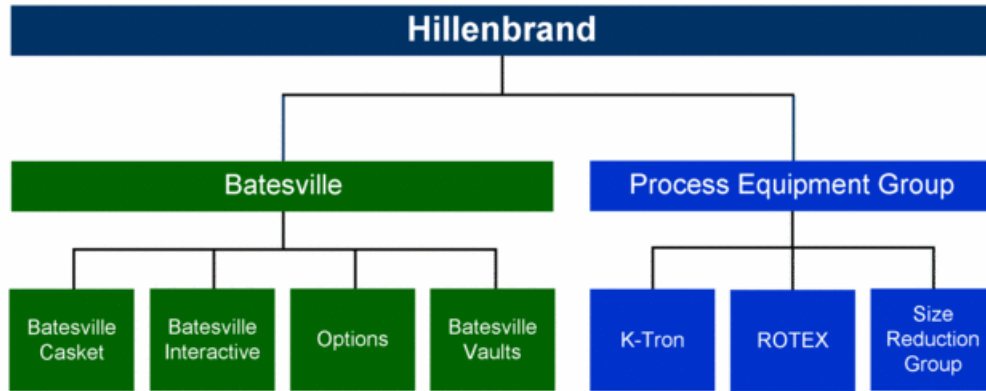
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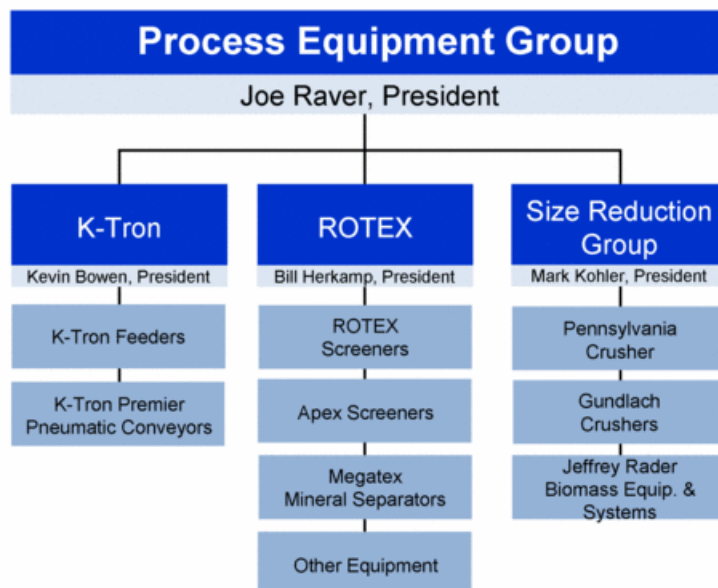
Additional risk factors include, but are not limited to: the occurrence of any event, change or other circumstance that could result in the termination of the purchase agreement with Rotex Global, LLC and Rotex Holdings, LLC; the outcome of any legal proceedings that may be instituted against Hillenbrand, Rotex or others following announcement of the acquisition; the inability to satisfy the conditions to complete the acquisition (or to complete the acquisition on a timely basis), including the expiration or termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act; risks that the proposed acquisition disrupts current operations or poses potential difficulties in employee retention or otherwise affects financial or operating results; the inability to recognize the benefits of the acquisition, including potential synergies and cost savings or the failure of the acquired company to achieve its plans and objectives generally; and legislative, regulatory and economic developments.

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. Hillenbrand assumes no obligation to update or revise any forward-looking information as a result of new information or future events or developments.

*Hillenbrand will continue to have two platforms:
Batesville and Process Equipment Group*



Structure of the Process Equipment Group



HILLENBRAND, INC.

Third-Quarter 2011 Earnings

Call/Webcast ■ August 9, 2011

Why ROTEX?

Strategic

- Ideal fit with Hillenbrand's stringent acquisition criteria
- Products complement the Process Equipment Group's existing products and industries, while giving us additional reach into new high-growth applications and industries
- Global expansion plans at ROTEX align with plans for the Process Equipment Group

Operational and Cultural

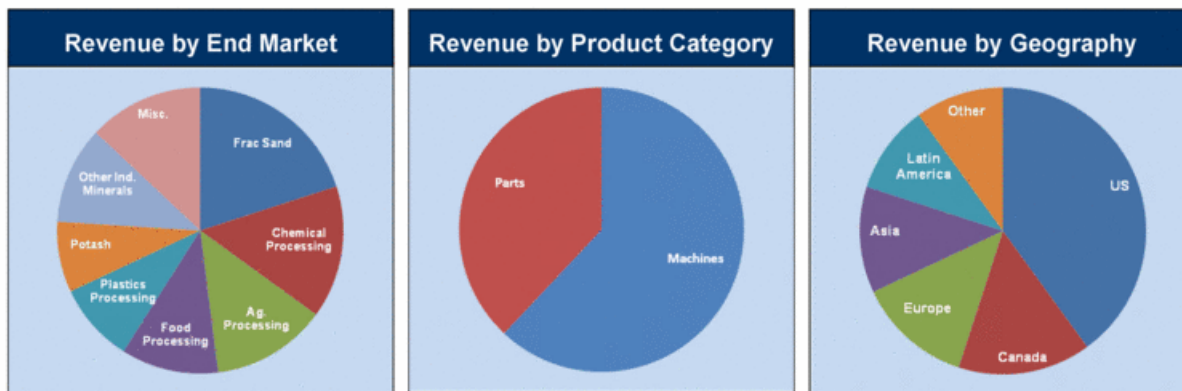
- Leading brand and market position in multiple high-growth industries
- A proven high-margin, high-growth business
- Strong cultural fit with an experienced management team
- Opportunity to benefit from Hillenbrand's core competencies in strategy management, lean business and talent development

Financial

- \$240 million purchase price
- Trailing 12-month revenue of \$90.2 million and EBITDA of \$24.2 million (July 2010 – June 2011), purchase price 9.9x EBITDA
- Preserves Hillenbrand's high quality of earnings and cash flows, while providing additional growth potential
- The transaction is expected to be immediately accretive, excluding acquisition costs, transition costs and non-recurring purchase accounting adjustments

ROTEX has an attractive business profile

- Attractive markets, product categories and geographies
- Highly profitable with strong organic growth and relatively low capital requirements
- Substantial recurring revenue stream from replacement parts business
- A diverse customer base both by geography and industry







Note: Revenue breakdown charts based on calendar 2010 financials

Serves 8 end markets in 38 SIC codes and has a leading market position in a relatively fragmented industry

<p>Frac Sand</p> 	<p>Chem Processing</p> 	<p>Ag Processing</p> 	<p>Food Processing</p> 
<ul style="list-style-type: none"> ▪ Sold equipment to all of the major frac sand producers 	<ul style="list-style-type: none"> ▪ A leading global supplier to multiple market segments: catalysts, soda, ash, SAP, fertilizers and ammonium sulphate 	<ul style="list-style-type: none"> ▪ Megatex and ROTEX screeners have been the "industry standards" for decades 	<ul style="list-style-type: none"> ▪ A leading supplier to several market segments: sugar, coffee, starch and citric acid
<p>Potash</p> 	<p>Urea</p> 	<p>Phosphates</p> 	<p>Plastic Processing</p> 
<ul style="list-style-type: none"> ▪ 8 of top 10 global potash producers use ROTEX equipment 	<ul style="list-style-type: none"> ▪ A leading supplier ▪ Installed worldwide base > 400 	<ul style="list-style-type: none"> ▪ Provides single-source "process" and "polishing" screeners 	<ul style="list-style-type: none"> ▪ A global leader in the supply of screeners for commodity and engineered plastic pellets and PVC resins

ROTEX has a well-diversified machine portfolio and a large installed base that drives recurring parts revenue

Machines: ~60% of '10 Revenue

ROTEX (original offering)	
Apex (enhanced ROTEX)	
Minerals Separator/Megatex (latest offering)	
Other	

Differentiating Characteristics:

- Unique motion and design features
- Deep applications knowledge
- Comprehensive service before, during and after sale
- Value proposition formed on yield, on-spec quality and up-time
- Low cost to total value, but high cost of failure to customer

ROTEX is a global company with plans to extend their reach into new geographies

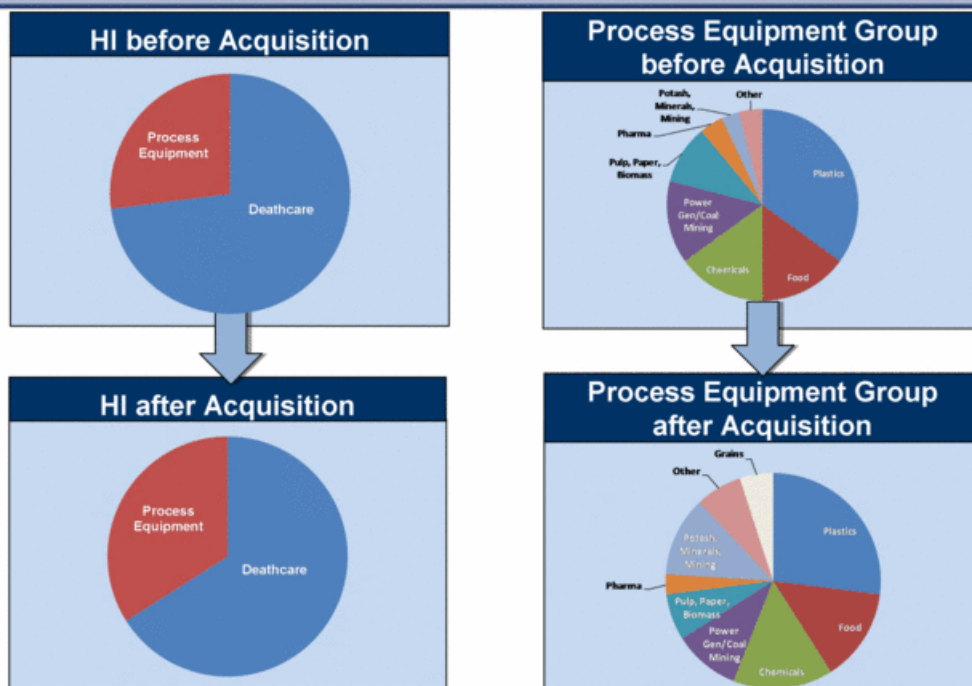


An experienced management team is committed to growing the ROTEX business

- Significant experience in the dry material separation industry
- Average company tenure of 10 years; 22 years in the industry
- Management known and respected by Process Equipment Group team

Name	Title
Bill Herkamp	President & CEO
Dick Paulsen	VP – Europe
Mark Moore	VP – Sales & Marketing
Bob Dieckman	VP – Finance & CFO
John Mohler	VP – Operations

Hillenbrand continues to diversify





Questions?

HILLENBRAND, INC.