

**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 21, 2012**

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))

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

On February 21, 2012, the Compensation Committee of the Board of Directors of Hillenbrand, Inc. (the "Company") awarded a cash bonus of \$400,000 to the Company's President and Chief Executive Officer, Kenneth A. Camp, in recognition of his leadership as the Company's President and CEO and his agreement to continue in that position beyond his normal retirement age.

Item 7.01 Regulation FD Disclosure.

A copy of presentation slides to be used by the Company in a shareholder meeting presentation on February 22, 2012 is attached as Exhibit 99.1 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 furnished pursuant to this Item 7.01, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 ("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.

Non-GAAP Financial Measures

While the Company reports financial results in accordance with U.S. Generally Accepted Accounting Principles ("GAAP"), the attached presentation 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 better enables investors to understand the ongoing operating performance of the Company. Non-GAAP measures should be considered 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	Presentation Slides

Disclosure Regarding Forward-Looking Statements

Throughout Exhibit 99.1 to this report, 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 the Company's expectations and projections.

Words that could indicate we are 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 is not an exhaustive list. Our intent is to provide examples of how readers might identify forward-looking statements. The absence of any of these words, however, does not mean that the statement is not forward-looking.

Here is 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: the outcome of any legal proceedings that may be instituted against Hillenbrand, Rotex or others following the Rotex acquisition; risks that the Rotex acquisition disrupts current operations or poses potential difficulties in employee retention or otherwise affects financial or operating results; the ability 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; 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; 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, 2011, filed with the Securities and Exchange Commission (SEC) November 28, 2011. The Company assumes no obligation to update or revise any forward-looking information.

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, 2012

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

DATE: February 22, 2012

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



Annual Shareholder Meeting

February 22, 2012

HILLENBRAND

Growth strategy focuses on creating shareholder value

Leverage our strengths and core competencies to diversify and grow profitably



Criteria for future acquisition candidates include:

- Attractive margins, strong cash generation and multiple pathways for growth
- Strong brand in its defined space
- Talented, proven management with close customer relationships
- Robust sales and marketing capabilities
- Strong cultural fit with Hillenbrand
- Ability to benefit from our core competencies and share its own competitive strengths

Hillenbrand has grown significantly since 2008, and now operates on two separate platforms

2008 Hillenbrand, Inc.



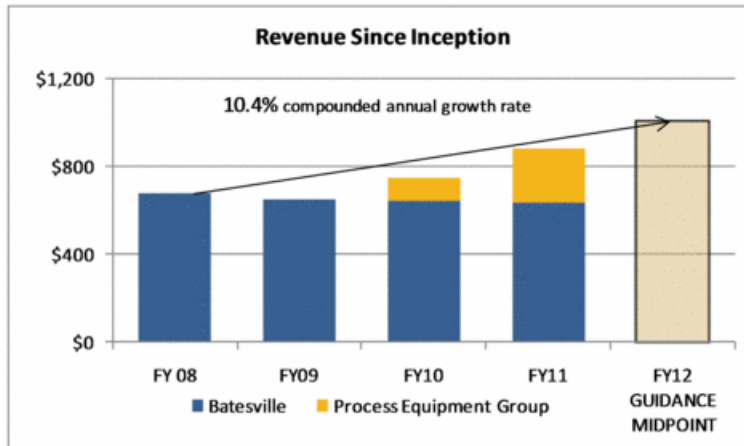
Hillenbrand begins operation as a public company on the Batesville foundational platform
- April 1, 2008

2010 K-Tron

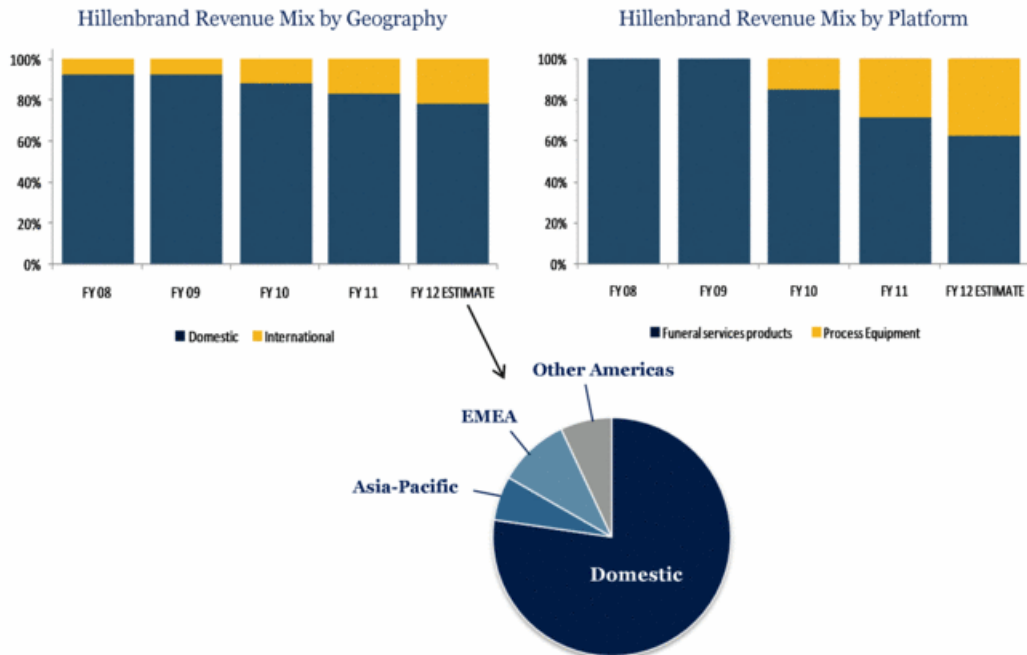
Hillenbrand acquires K-Tron International, Inc. (now part of the Process Equipment Group)
- April 1, 2010

2011 Rotex

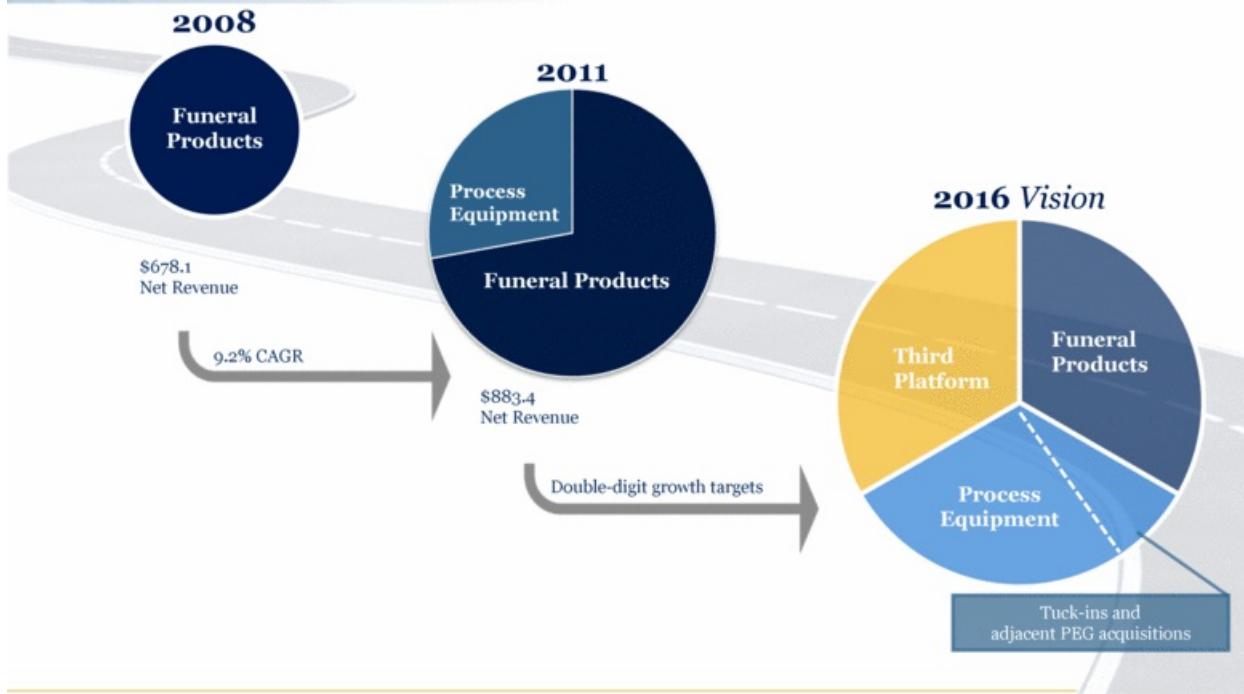
Hillenbrand acquires Rotex (also part of the Process Equipment Group)
- August 31, 2011



Hillenbrand's growth strategy has provided diversification both in location and products



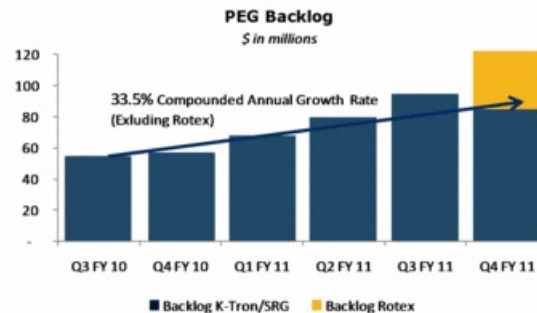
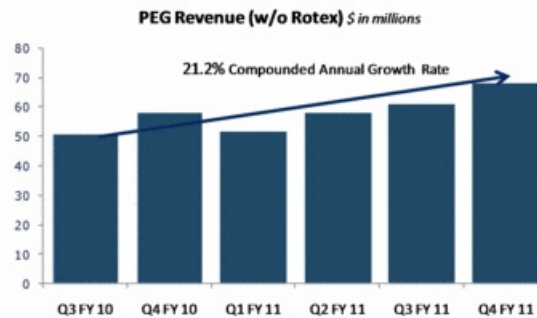
Our strategy is designed to continue growth both organically and through acquisitions



The Process Equipment Group

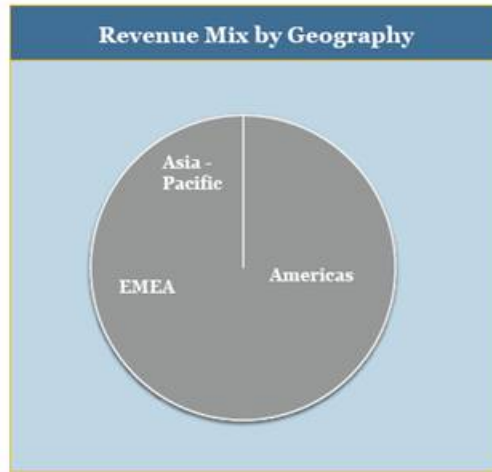
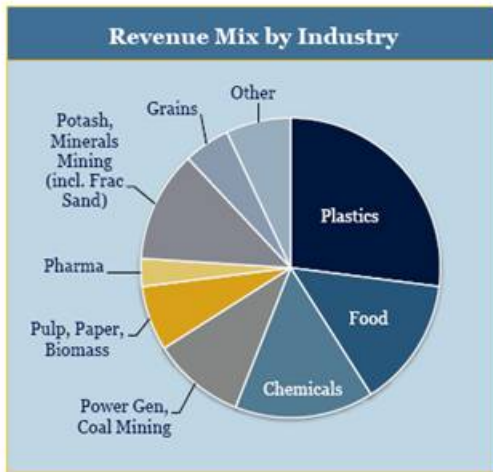
Strong growth potential both in industries and geographies

- History of 10% organic revenue growth
- Significant opportunities to expand into global growth markets
- Robust backlog levels
- Development of lean business skills to reduce costs, improve customer satisfaction and shorten lead times
- History of long-term customer relationships in key industries: plastics, minerals, food, etc.



The Process Equipment Group

Highly diversified by industry and geography



The Process Equipment Group

Manufacturing world-class industrial processing equipment



Leader in feeders,
pneumatic conveying and
systems solutions



**Size
Reduction
Group**

Crushers and biomass
handling equipment



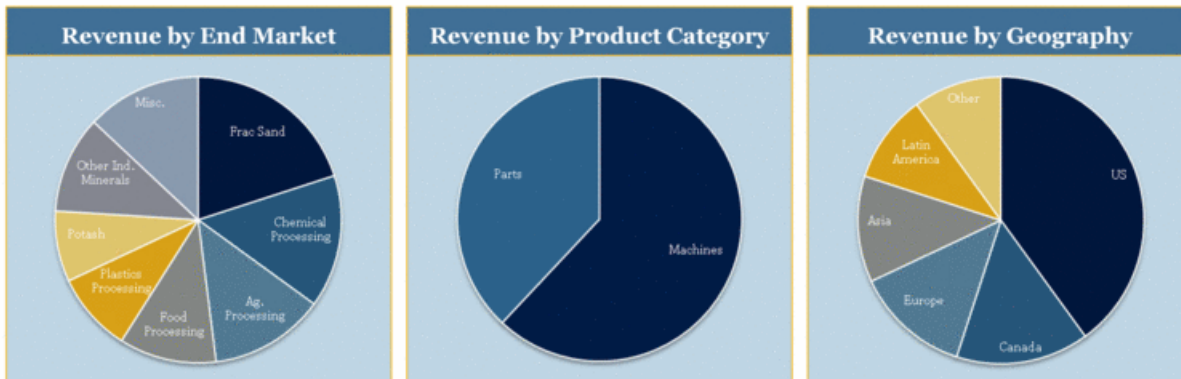
ROTEX

Industrial screening and
separating equipment

Rotex Acquisition Sept. 1

Has an attractive business profile in a wide variety of industries and geographies

- 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

Rotex Acquisition Sept. 1

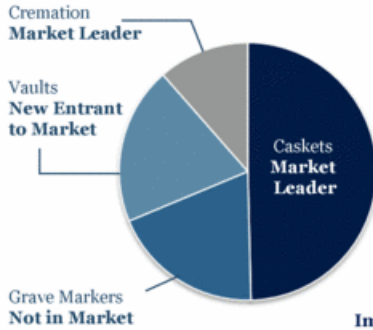
A global company, Rotex has plans to extend its reach into new geographies



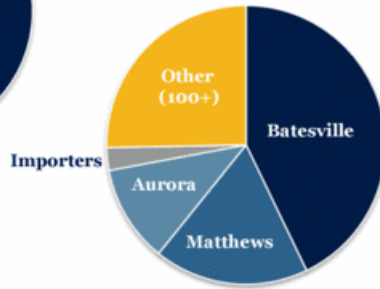
Batesville

The largest segment of the funeral products industry

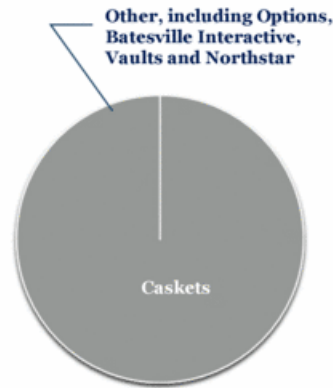
Funeral Products
(\$2.6 Billion Industry)



Caskets
(Total Revenue \$1.3 Billion)



Batesville
(Total 2011 Revenue: \$638 Million)



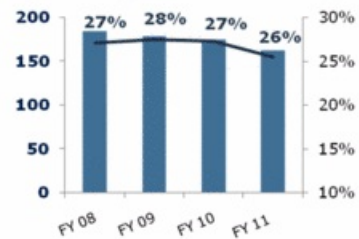
Batesville market conditions

Batesville continues to post steady results in an evolving industry

Attractive Financials

- Historically high return on invested capital (approximately 60%)
- Gross margins exceeding 40%; operating margins exceeding 25%
- We accomplish this by:
 - ✓ Providing a broad portfolio of premium products
 - ✓ Leveraging our high-velocity distribution system
 - ✓ Focusing on lean business practices to improve the cost structure

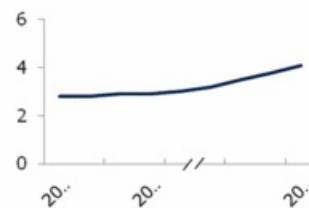
Operating Profit and Margins



Industry Dynamics

- Deaths have been declining as healthcare improvements extend life expectancy
- Cremations are increasing at an upward trend of approximately 120-140 basis points per year
- As a result, demand for burial caskets has been declining slowly
- Competition has become more aggressive, especially on price

Estimated Deaths (Millions)





Financial Overview

Hillenbrand 2011 results

Net revenue up 18%; Adj. EBITDA up 9%; EPS up 2%;

- The Process Equipment Group grew year-over-year organic revenue by 25% (18% net of fx)
- Completion of Rotex acquisition added one month of sales to already strong PEG results
- Acquisition-related costs affected EBITDA, EPS and cash flow
- Collection of the Forethought Note was a primary driver in year-over-year increase in cash flow from operations
- FY11 results exceeded guidance at both revenue and bottom-line performance

FISCAL YEAR ENDED SEPTEMBER 30			
\$ IN MILLIONS (except EPS)	2011	2010	2011 Guidance
Net Revenue % Y/Y Growth	\$883.4 17.9%	\$749.2 15.4%	\$855 - \$875
EBITDA (Adjusted) % of Revenue	\$208.4 23.6%	\$191.2 25.5%	
EPS (GAAP)	\$1.71	\$1.49	\$1.69-\$1.75
EPS (Adjusted)	\$1.84	\$1.80	\$1.72 - \$1.78
Cash Flows from Operations	\$189.5	\$118.2	

See the 10-K for reconciliation between GAAP and adjusted balances for the years ended October 31, 2011 and 2010, respectively.

Hillenbrand Q1 2012

Net revenue up 10%; Process Equipment Group up 68% (37% of total revenue)

- Top- and bottom-line results were strengthened as a result of our acquisition strategy to diversify holdings
- The Process Equipment Group grew year-over-year revenue by 68%, delivering 20% organic revenue growth
- Order backlog for the Process Equipment Group continued to grow sequentially, ending the quarter at \$129 million – 8% higher than Q4 2011
- Batesville cash generation remained consistent despite soft demand in the quarter that led to a 9% drop in Batesville revenue
- Hillenbrand realized a \$10 million tax benefit as the result of permanently reinvesting certain international earnings overseas

FIRST QUARTER ENDED DECEMBER 31		
	Q1 2012	Q1 2011
\$ IN MILLIONS (except EPS)		
Net Revenue	\$232	\$211
% Y/Y Growth	10%	30%
EBITDA (Adjusted)	\$48	\$51
% of Revenue	21%	24%
EPS (GAAP)	\$.50	\$.44
EPS (Adjusted)	\$0.40	\$0.44
Cash Flows from Operations	\$27	\$28

See the 10-Q for reconciliation between GAAP and adjusted balances for the quarters ended December 31, 2011 and 2010, respectively.

Hillenbrand capital deployment

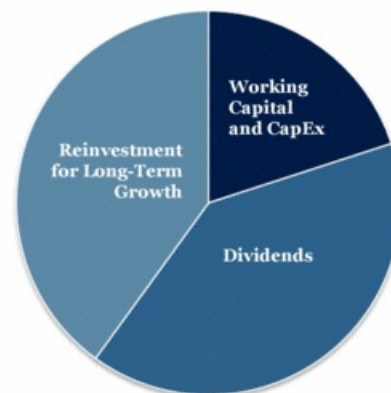
Focus is on creating shareholder value

Meaningful dividend

- Annual dividend in 2011 was \$.76 per share, which was equivalent to a 44% payout ratio (41% adjusted)
- Increased dividend in December to \$.77 per share
- Attractive current dividend yield: 3.25% (2/17/12)

Reinvestment for long-term growth

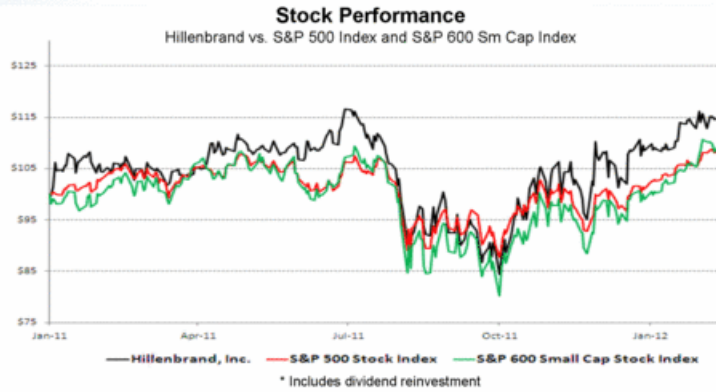
- Invest to support organic growth
- Acquire quality businesses with growth potential in the Process Equipment Group space
- Acquire new platform



Shareholder value

Our responsibility is to be effective stewards of your investment

- Our stock outperformed the SP 500 and S&P 600 indices during a highly volatile period (2011 – present)
- We have increased our dividend by 1¢ per share for each year of our existence (4 consecutive years)
- Our current dividend yield is 3.25% (2/17/2012)



Our Strategy

Build a strong, diversified organization that supports growth-oriented operating companies to drive accelerated increases in shareholder value.

We'll provide effective governance and leverage results through these core competencies:

- Strategy management process
- Lean business practices
- Intentional talent development

Hillenbrand is an attractive investment opportunity

Cash Generation

- Both Batesville and the Process Equipment Group are market leaders and proven cash generators
- Strong balance sheet and stable cash flow support the Hillenbrand growth strategy

Growth Opportunity

- The Process Equipment Group provides significant global growth opportunities and diversification
- Growth is enhanced by leveraging our core competencies
- Further acquisitions will provide additional profitable growth and diversification

Strong Dividend

- Meaningful return of cash to shareholders, including an attractive dividend yield
- Annual dividend increases since HI inception (2008)

History and Culture of Execution

- Proven, results-oriented management teams with operational, public company and acquisition expertise
- Strong core competencies in lean business
- Long track record of increasing revenues and carefully managing expenses



Questions

HILLENBRAND



Annual Shareholder Meeting

February 22, 2012

HILLENBRAND