

**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): **December 11, 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 7.01 Regulation FD Disclosure.**

A copy of presentation slides to be used by Hillenbrand, Inc. (the "Company") in investor presentations beginning December 11, 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](http://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 investor 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

<b>Exhibit Number</b>	<b>Description</b>
99.1	Presentation Slides

**Disclosure Regarding Forward-Looking Statements**

Throughout this Report, including Exhibit 99.1, we make a number of "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. As the words imply, these are statements about plans, objectives, beliefs, and expectations that might or might not happen in the future, as contrasted with historical information. Forward-looking statements are based on assumptions that we believe are reasonable, but by their very nature are subject to a wide range of risks.

Words that could indicate we are making forward-looking statements include:

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.

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**Here is the key point** Forward-looking statements are not guarantees of future performance, and actual results could differ materially from those set forth in 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.

For a discussion of 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 the Company's Form 10-K for the year ended September 30, 2012, filed on November 26, 2012. We assume no obligation to update or revise any forward-looking statements.

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#### 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: December 11, 2012

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

DATE: December 11, 2012

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

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# Hillenbrand Growth Continues



## 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.

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

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**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: the outcome of any legal proceedings that may be instituted against Hillenbrand, Coperion or others following the acquisition; risks inherent in broader exposure to foreign markets; risks that the 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, 2012, filed with the Securities and Exchange Commission (SEC) November 26, 2012. Hillenbrand assumes no obligation to update or revise any forward-looking information as a result of new information or future events or developments.



# Hillenbrand Participants

## Prepared Remarks



**Ken Camp – Hillenbrand President and CEO**

Guenter Bachmann – Coperion President

Joe Raver – Hillenbrand Process Equipment Group President

Cindy Lucchese – Hillenbrand CFO

For more information contact:

**Chris Gordon** – Hillenbrand Director Investor Relations

Phone: (812) 931-5001 Email: [chris.gordon@hillenbrand.com](mailto:chris.gordon@hillenbrand.com)

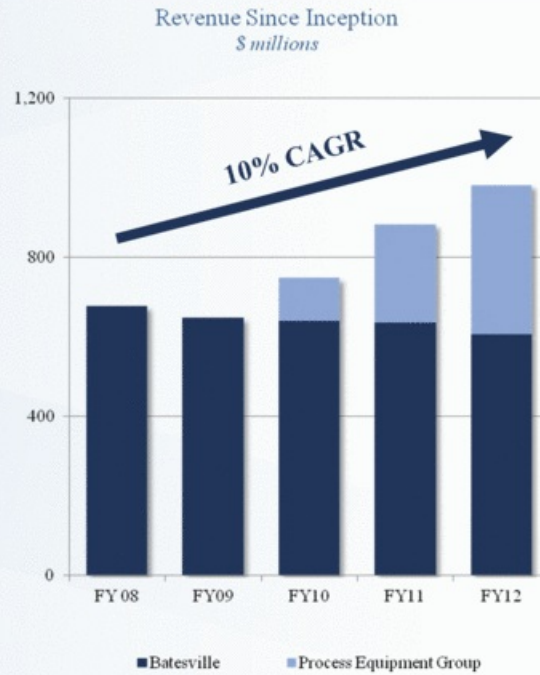
# Growth strategy focuses on creating shareholder value



*Leverage our strengths and core competencies to diversify and grow profitably*

# Our acquisition strategy has been successful

<b>Rotex</b>	<b>Current PEG</b>
<b>TerraSource</b>	<ul style="list-style-type: none"> <li>• Organic growth &gt; 10%</li> <li>• Gross profit margins &gt; 40%</li> <li>• Wear part revenue ~ 40%</li> <li>• Diversified revenue sources</li> </ul>
<b>K-Tron</b>	
<b>Batesville</b>	<b>Batesville</b>
	<ul style="list-style-type: none"> <li>• Adj EBITDA margin &gt; 25%</li> <li>• Strong cash flow</li> <li>• Low growth</li> </ul>

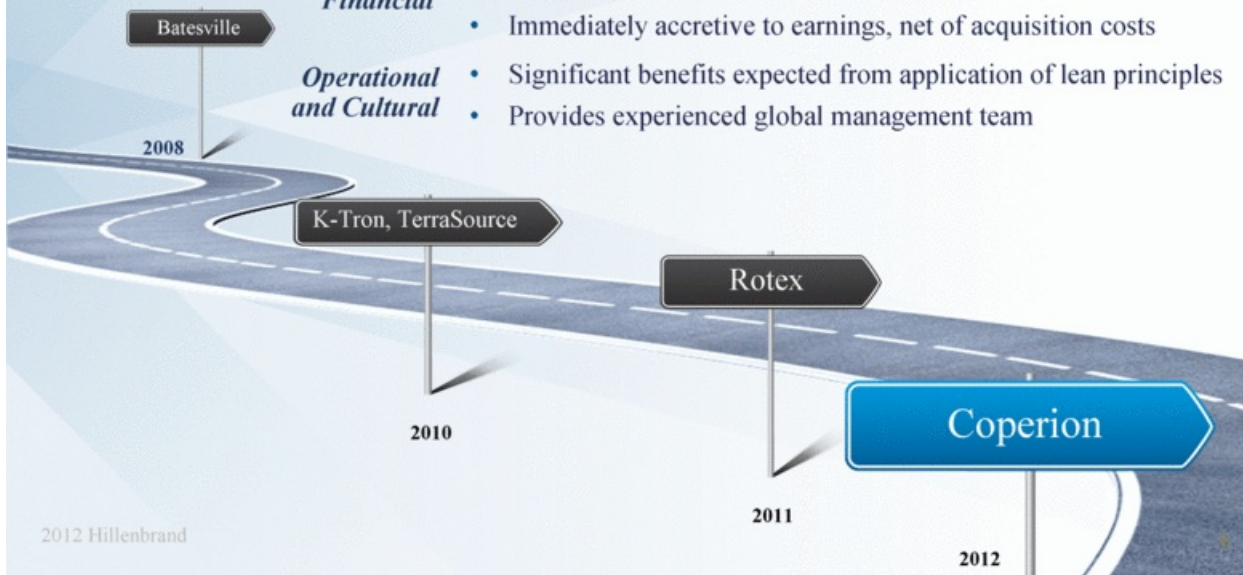


# The Coperion acquisition transforms Hillenbrand

- Strategic**
- Process Equipment Group now 2/3 of revenue
  - Accelerates Process Equipment Group growth strategy

- Financial**
- Adds almost \$700M of annual revenue
  - Immediately accretive to earnings, net of acquisition costs

- Operational and Cultural**
- Significant benefits expected from application of lean principles
  - Provides experienced global management team





# Hillenbrand Participants

*Prepared Remarks*

Ken Camp – Hillenbrand President and CEO

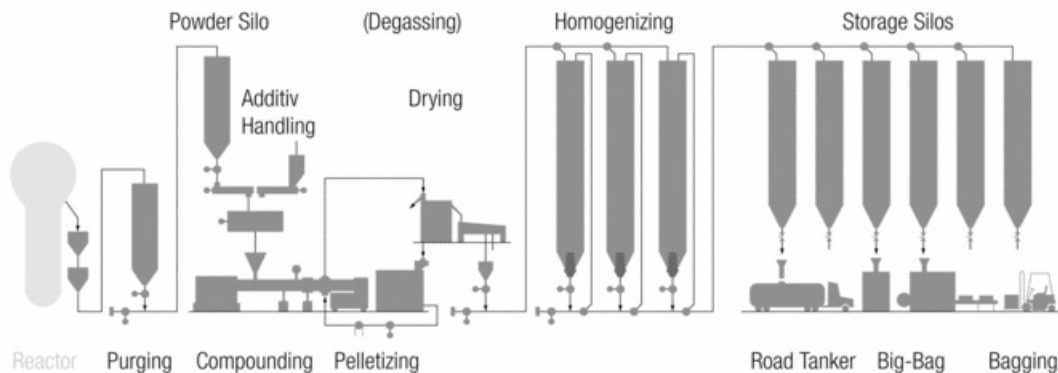


***Guenter Bachmann – Coperion President***

Joe Raver – Hillenbrand Process Equipment Group President

Cindy Lucchese – Hillenbrand CFO

## Coperion offers end-to-end solutions for a wide range of customers around the globe



Target  
Markets and  
Products



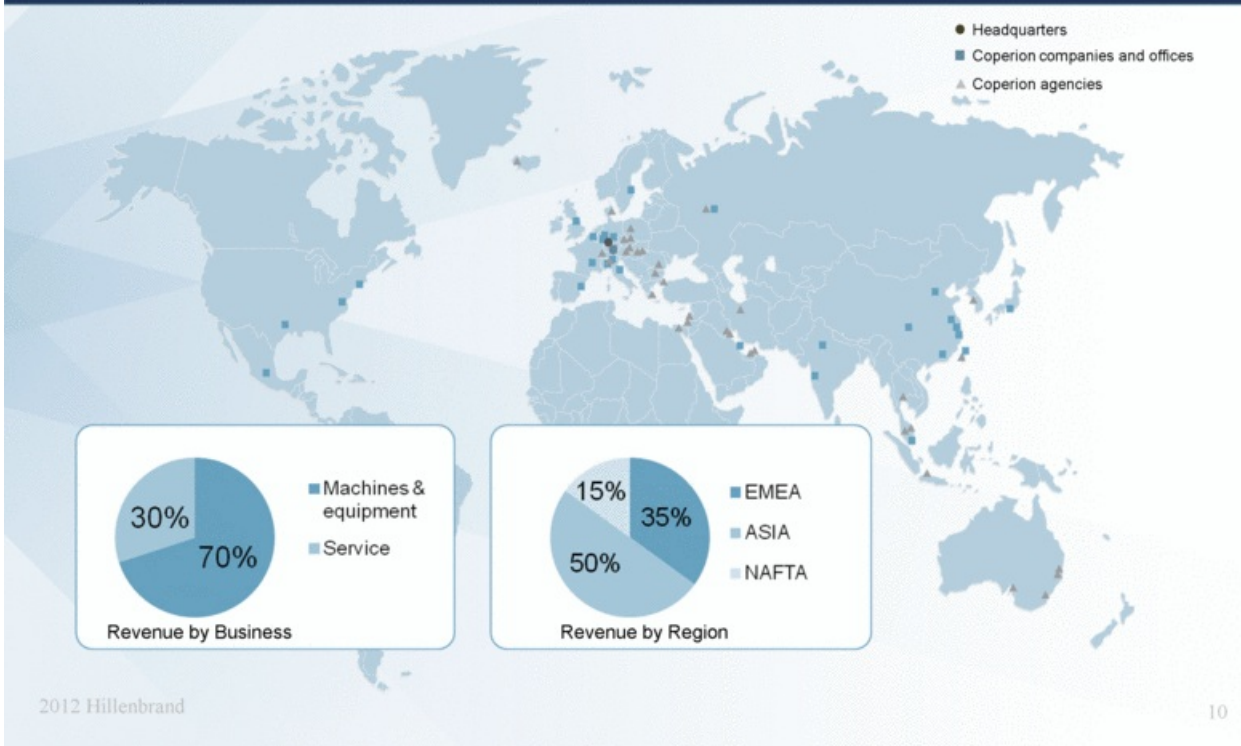
Food  
Pharma  
Plastics  
Minerals  
Aluminum  
Chemicals

**coperion**  
confidence through partnership

Customized solutions are our  
response to complex challenges



Coperion has a strong global presence and growing recurring revenue from parts and service

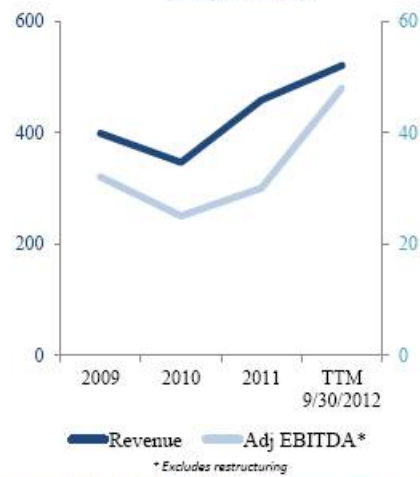


## Some key facts for Coperion

Compounding systems installed worldwide	> 10,000
Bulk materials handling systems installed worldwide	> 8,000
Employees worldwide	~ 2,000
Network of sales and service locations worldwide	29
TTM 9/30/12	
Revenue	€520
Adj EBITDA*	€45

\* Excludes restructuring

Coperion has effectively managed through the Great Recession  
(IFRS, € millions)



2012 Hillenbrand

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## Hillenbrand Participants

*Prepared Remarks*

Ken Camp – Hillenbrand President and CEO

Guenter Bachmann – Coperion President

**Joe Raver – Hillenbrand Process Equipment Group President**

Cindy Lucchese – Hillenbrand CFO

2012 Hillenbrand

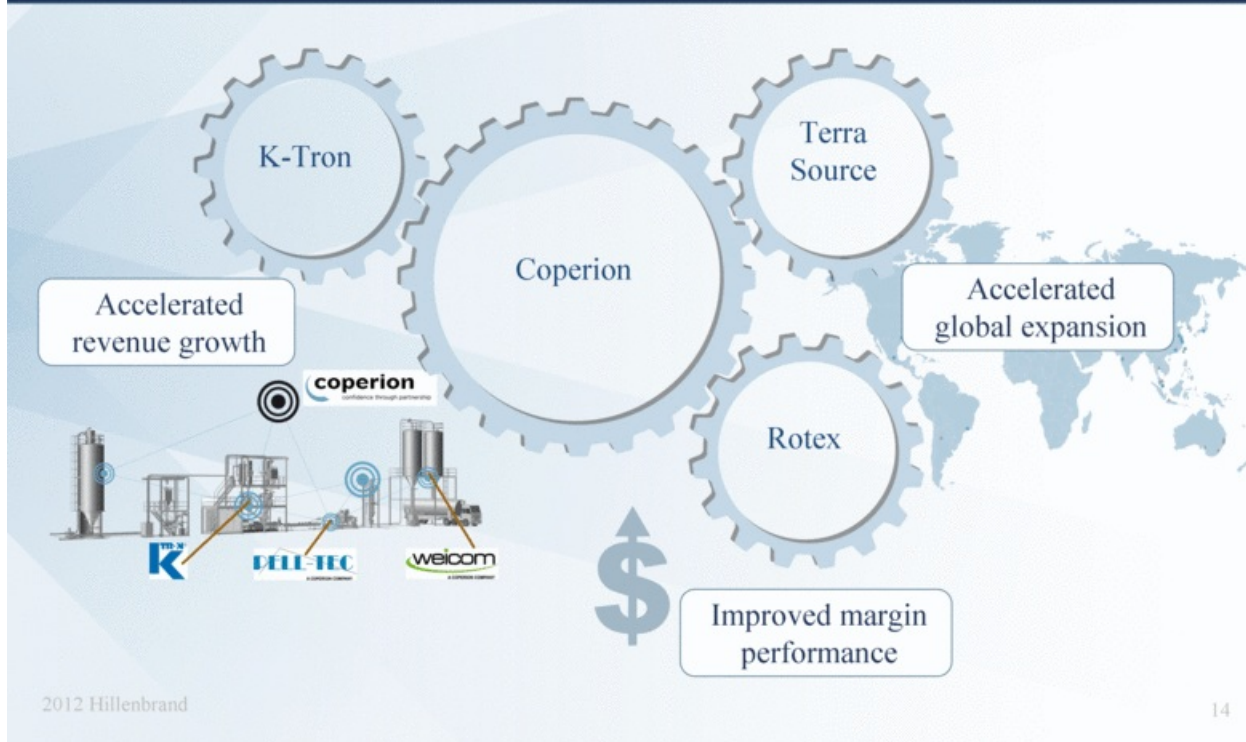
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## The Process Equipment Group's strategy provides compelling growth opportunities ...

- *Develop new products, applications expertise and systems to penetrate growing markets*
- *Expand in underpenetrated geographies*
- *Establish scale & scope needed to accelerate global growth*
- *Margin expansion through Lean*

## ... and Coperion accelerates every dimension



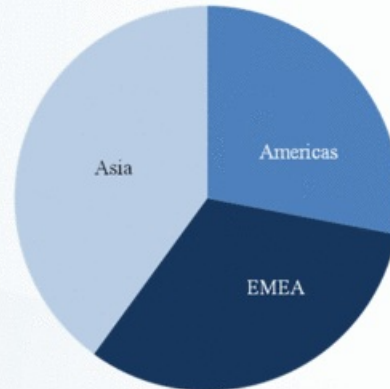
# The Process Equipment Group will generate more than \$1 billion in revenue annually, grow at attractive rates and be balanced geographically

Mid-high single digit organic revenue growth

EBITDA growth at a faster rate (low to mid teens)



Process Equipment Group Revenue by Geography



## Hillenbrand Participants

### *Prepared Remarks*

Ken Camp – Hillenbrand President and CEO

Guenter Bachmann – Coperion President

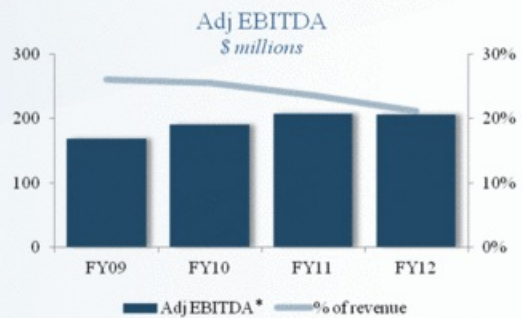
Joe Raver – Hillenbrand Process Equipment Group President

 ***Cindy Lucchese – Hillenbrand CFO***

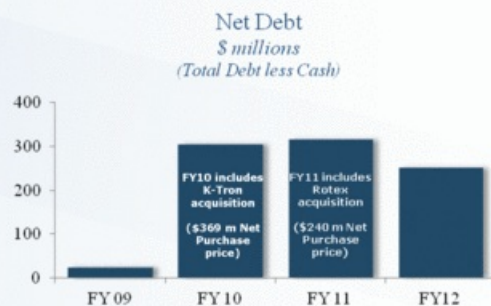
# Attractive financial profile maintained post-acquisition

	(millions) € / \$1.30	>>>>	Immediately accretive to earnings (>\$0.20 EPS in 2013)
Cash Payment	€232 / \$302		
Assumption of Net Debt	87 / 113	>>>>	Funded entirely through \$900 million credit facility
Pension Liability	100 / 130	>>>>	Strong credit profile post-acquisition
<b>Total Purchase Price</b>	<b>€419 / \$545</b>		<ul style="list-style-type: none"> <li>- 2.6 debt to EBITDA (Proforma TTM 9/30/12)</li> <li>- Rapid debt repayment expected (&lt; 5 years)</li> </ul>

# Hillenbrand has generated solid historical financial results ...



\* Refer to Appendix for a reconciliation of Adj EBITDA to the most comparable GAAP measure



## ... and Coperion provides substantial first year additions to revenue and earnings

2013 Guidance Summary	2012	2013
Revenue (millions)	\$983	\$1,600
Adjusted EPS	\$1.76	\$1.82 - \$1.92

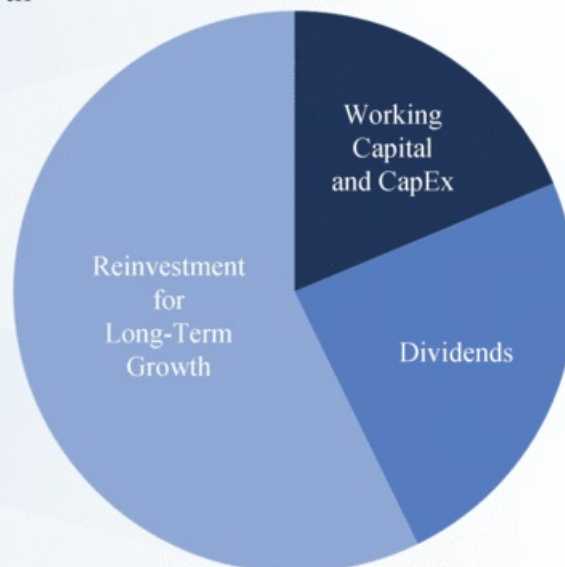
- Accretion from Coperion > \$0.20
- PEG revenue > \$1 billion; > 60% of global revenue
- Batesville revenue ~ \$600 million

*FY12 adjusted EPS includes \$0.13 of favorable items that won't repeat (e.g. changes to employee compensation and benefits, taxes and other estimates)*

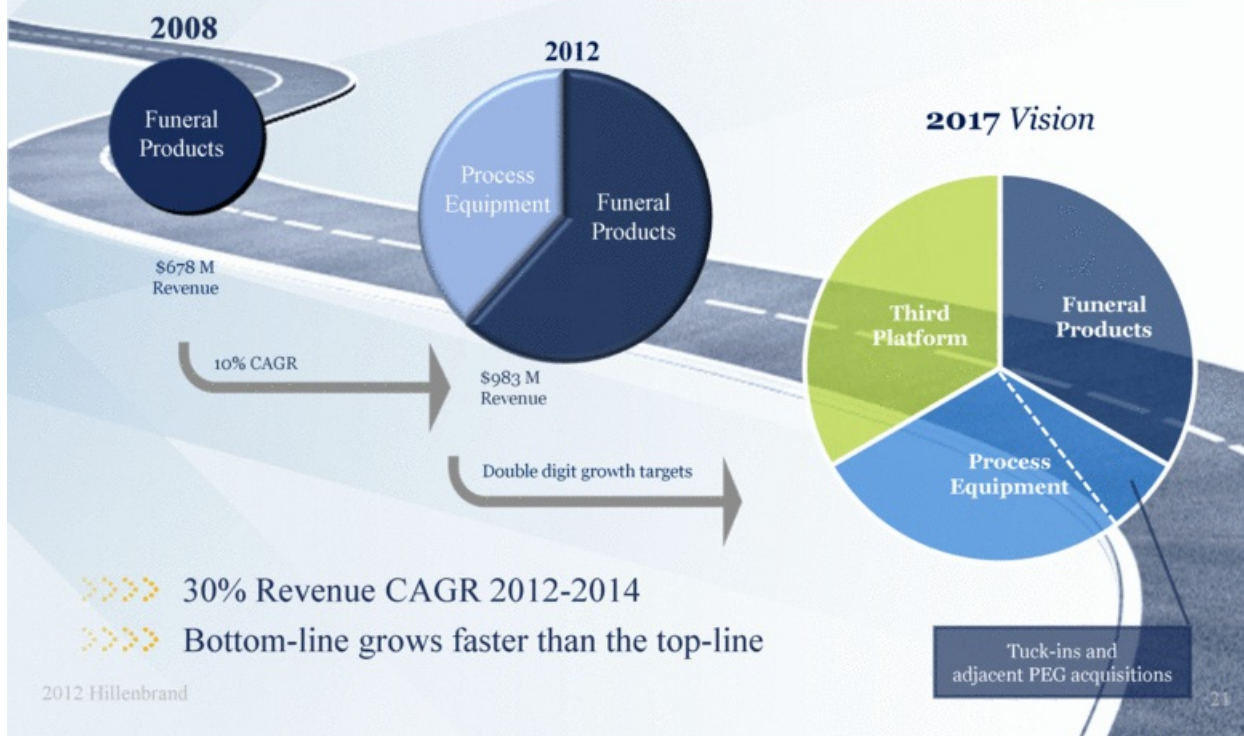
*FY13 adjusted EPS includes \$0.12 of intangible asset amortization from the Coperion acquisition*

## Capital deployment creates value for shareholders

- Reinvestment for long-term growth
  - Organic growth investments
  - Tuck in acquisitions (PEG)
  - New platform acquisition
- Meaningful dividend
  - \$0.77 per share in 2012 (46% payout ratio)
  - Annual \$0.01 increase per share per year (5 consecutive years)
  - Attractive dividend yield: 3.7% (12/6/12)



# Our strategy positions Hillenbrand for continued growth



Questions?





HILLENBRAND

## Appendix



## Disclosure regarding non-GAAP measures

In addition to the financial measures prepared in accordance with accounting principles generally accepted in the U.S. (GAAP), this presentation also contains non-GAAP financial measures. These non-GAAP measures are not in accordance with, nor are they a substitute for, GAAP measures. Hillenbrand uses this information internally and believes it is helpful to investors because it allows more meaningful period-to-period comparisons of our ongoing operating results. The information can also be used to perform trend analysis and to better identify operating trends that may otherwise be masked or distorted by these types of items. Finally, the company believes these non-GAAP measures provide a higher degree of transparency to the company's core operations. See Appendix for a reconciliation of non-GAAP measures to the most directly comparable GAAP measures.

In providing 2013 adjusted diluted EPS guidance, there could be differences between expected GAAP diluted EPS and adjusted diluted EPS for matters including, but not limited to, inventory step-up, backlog amortization, and other costs related to the Coperion acquisition and transition. At this time, management is not able to estimate with precision the aggregate impact of these items on GAAP diluted EPS. Accordingly, a GAAP equivalent for adjusted diluted EPS guidance has not been provided.

## Reconciliation of non-GAAP measures

(millions)

	<u>2012</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>
Net income	\$ 104.8	\$ 106.1	\$ 92.3	\$ 102.3
Interest income	(0.5)	(7.4)	(13.0)	(14.1)
Interest expense	12.4	11.0	4.2	2.1
Income tax expense	30.1	51.7	54.1	58.5
Depreciation and amortization	40.4	36.1	28.2	18.5
EBITDA	<u>187.2</u>	<u>197.5</u>	<u>165.8</u>	<u>167.3</u>
Antitrust litigation	5.5	1.3	5.0	2.2
Long-term incentive compensation related to the international integration	2.2	-	-	-
Restructuring	8.3	1.3	3.0	-
Inventory step-up	-	2.8	11.6	-
Business acquisition costs	4.2	6.3	10.5	-
Sales tax recoveries	-	(0.8)	(4.7)	-
Other	-	-	-	0.1
EBITDA - adjusted	<u><u>\$ 207.4</u></u>	<u><u>\$ 208.4</u></u>	<u><u>\$ 191.2</u></u>	<u><u>\$ 169.6</u></u>