

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**HILLENBRAND, INC.**

(Exact name of registrant as specified in its charter)

**Indiana**  
(State or other jurisdiction of  
incorporation or organization)

**26-1342272**  
(I.R.S. Employer  
Identification No.)

**One Batesville Boulevard  
Batesville, Indiana 47006**  
(Address of Principal Executive Offices) (Zip Code)

**Hillenbrand, Inc. Stock Incentive Plan**  
(Full title of the plan)

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

**One Batesville Boulevard  
Batesville, Indiana 47006  
(812) 931-3832**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:**

**Stephen J. Hackman, Esq.**  
Ice Miller LLP  
One American Square, Suite 2900  
Indianapolis, Indiana 46282-0200  
(317) 236-2289

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1)(2)	Proposed Maximum Offering Price per Share (3)(4)	Proposed Maximum Aggregate Offering Price (3)(4)	Amount of Registration Fee (4)
Common Stock, No Par Value	3,900,000 shares	\$ 30.93	\$ 120,627,000.00	\$ 15,536.76

(1) Represents 3,900,000 additional shares issuable under the Hillenbrand, Inc. Stock Incentive Plan.

(2) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement is deemed to include additional shares issuable under the terms of the Plan to prevent dilution resulting from any future stock split, stock dividend or similar transaction.

(3) Estimated solely for the purpose of calculating the registration fee.

(4) Calculated pursuant to Rule 457(c) and (h). Accordingly, the price per share of the common stock offered hereunder pursuant to the Plan is based on 3,900,000 shares reserved for issuance under the Plan at a price per share of \$30.93, which is the average of the highest and lowest selling prices for the shares on the New York Stock Exchange on March 4, 2014.

**REGISTRATION OF ADDITIONAL SHARES  
PURSUANT TO GENERAL INSTRUCTION E**

This Registration Statement on Form S-8 (the "Registration Statement") of Hillenbrand, Inc. (the "Company" or the "Registrant" or "we" or "our") is being filed pursuant to General Instruction E to Form S-8 under the Securities Act to register 3,900,000 additional shares of the Company's common stock, no par value (the "Common Stock"), under the Hillenbrand, Inc. Stock Incentive Plan (the "Plan"). This Registration Statement on Form S-8 hereby incorporates by reference the contents of the Registrant's registration statements on Form S-8 filed with the Securities and Exchange Commission on March 25, 2008 and June 15, 2010 (Registration No. 333-149893 and 333-167508, respectively).



<u>/s/ Neil S. Novich</u> Neil S. Novich	Director
<u>/s/ Joy M. Greenway</u> Joy M. Greenway	Director
<u>/s/ Edward B. Cloues, II</u> Edward B. Cloues, II	Director
<u>/s/ Helen W. Cornell</u> Helen W. Cornell	Director
<u>/s/ Eduardo R. Menascé</u> Eduardo R. Menascé	Director
<u>/s/ Stuart A. Taylor, II</u> Stuart A. Taylor, II	Director
<u>/s/ Mark C. DeLuzio</u> Mark C. DeLuzio	Director
<u>/s/ F. Joseph Loughrey</u> F. Joseph Loughrey	Director

4

#### INDEX TO EXHIBITS

<b>Exhibit Number</b>	<b>Description</b>
5.1*	Opinion of Ice Miller LLP
10.1	Hillenbrand, Inc. Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to Current Report on Form 8-K filed February 27, 2014)
23.1*	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Ice Miller LLP (contained in Exhibit 5.1 hereto)
24.1	Powers of Attorney (contained in the signature pages to this Registration Statement)

\* Filed herewith

5



March 6, 2014

Board of Directors  
Hillenbrand, Inc.  
One Batesville Boulevard  
Batesville, Indiana 47006

**RE: Registration Statement on Form S-8**

Ladies and Gentlemen:

We have acted as counsel to Hillenbrand, Inc., an Indiana corporation (the "Company"), in connection with the filing of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of 3,900,000 additional shares of the Company's authorized but unissued common stock (the "Shares") which may be issued under the Hillenbrand, Inc. Stock Incentive Plan (approved by the Board of Directors as of December 4, 2013) (the "Plan"). Unless otherwise defined herein, capitalized terms used herein shall have the meanings assigned to them in the Registration Statement.

We have investigated those questions of law as we have deemed necessary or appropriate for purposes of this opinion. We have also examined originals, or copies certified or otherwise identified to our satisfaction, of those documents, corporate or other records, certificates and other papers that we deemed necessary to examine for purposes of this opinion, including:

1. The Registration Statement;
2. The Plan;
3. A copy of the Restated and Amended Articles of Incorporation of the Company, together with all amendments thereto;
4. A copy of the Amended and Restated Code of By-laws of the Company, as amended to date;
5. An Officer's Certificate of even date herewith as to certain factual matters;
6. Resolutions relating to the approval of the Plan adopted by the Company's Board of Directors and shareholders (the "Resolutions"); and

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7. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth in this letter, subject to the assumptions, limitations and qualifications stated herein.

We have also relied, without investigation as to the accuracy thereof, on other certificates of and oral and written communications from public officials and officers of the Company.

For purposes of this opinion, we have assumed (i) the genuineness of all signatures; (ii) the authenticity of all documents submitted to us as originals and the conformity to authentic originals of all documents submitted to us as certified or photostatic copies; (iii) that the Resolutions have not been and will not be amended, altered or superseded before the filing of the Registration Statement; and (iv) that the registration requirements of the Securities Act and all applicable requirements of state laws regulating the offer and sale of the Common Stock will have been duly satisfied. The opinion set forth herein is limited to Indiana law.

Based upon the foregoing and subject to the qualifications set forth in this letter, we are of the opinion that the Shares are duly authorized and, if and when issued and delivered in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the filing of a copy of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Ice Miller LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated November 25, 2013 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Hillenbrand, Inc.'s Annual Report on Form 10-K for the year ended September 30, 2013.

*PricewaterhouseCoopers LLP*

March 6, 2014

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