

**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 18, 2015**

**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 8.01. Other Events.**

On December 18, 2015, a wholly-owned subsidiary of Hillenbrand, Inc. ("Hillenbrand") entered into an agreement to acquire Red Valve Company, Inc. ("Red Valve") from its shareholders, as well as an agreement to acquire certain real estate used by Red Valve from Corinthian Realty, L.L.C. ("Corinthian") (the "Transaction"). The aggregate purchase price for the Transaction is \$131,864,000 in cash, subject to certain post-closing adjustments, with \$3,300,000 of the purchase price being paid to Corinthian for the real estate. The Transaction is expected to close within approximately thirty days, subject to regulatory approval and customary closing conditions.

Based in Carnegie, Pennsylvania, Red Valve is a global leader in highly-engineered valves designed for municipal and industrial wastewater applications.

Attached as Exhibit 99.1 hereto is a copy of the press release issued by Hillenbrand regarding the Transaction.

The information furnished pursuant to Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended ("Exchange Act"), or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any Hillenbrand 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.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release, dated December 22, 2015, of Hillenbrand, Inc.

**Disclosure Regarding Forward-Looking Statements**

Throughout the press 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, these are forward-looking statements about future 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 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, but is 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 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 occurrence of any event, change or other circumstance that could prevent or delay the closing of the Transaction; the outcome of any legal proceedings that may be instituted against Hillenbrand, its affiliates, Red Valve, Corinthian or others following announcement of the Transaction; the inability to satisfy the conditions to complete the Transaction (or to complete the Transaction on a timely basis), including the receipt of required regulatory approvals; risks that the proposed Transaction 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 Transaction, including

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potential accretion to Hillenbrand's earnings, potential synergies and cost savings or the failure of Red Valve to achieve its plans and objectives generally; and legislative, regulatory and economic developments.

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 Part I of our Form 10-K for the period ended September 30, 2015, located on our website and filed with the Securities and Exchange Commission. We assume no obligation to update or revise any forward-looking information.

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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.

DATE: December 22, 2015

**HILLENBRAND, INC.**

BY: /S/ Nicholas R. Farrell  
Nicholas R. Farrell  
Vice President,  
General Counsel and Secretary

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#### EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated December 22, 2015, of Hillenbrand, Inc.

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# HILLENBRAND

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## Hillenbrand to Acquire Red Valve

*Acquisition advances Hillenbrand's world-class global diversified industrial growth strategy, complementing the recent ABEL acquisition in the flow control space.*

**BATESVILLE, Ind. Dec. 22, 2015** — /PR Newswire / — Hillenbrand, Inc. (NYSE: HI) has entered into a definitive agreement to acquire Red Valve Company, Inc. for \$131.9 million in cash, including \$3.3 million for related real estate. The transaction is expected to close within 30 days, upon receipt of regulatory approval.

Based in Carnegie, Pa., Red Valve is a global leader in highly-engineered valves designed to operate in the harshest municipal and industrial wastewater environments. Its products support mission critical applications in water, power and mining and other general industrial markets. At the completion of the transaction, Red Valve will join Hillenbrand's Process Equipment Group, which includes ABEL, a globally-recognized leader in positive displacement pumps.

"This acquisition advances Hillenbrand's strategy to transform into a world-class global diversified industrial company," said Joe Raver, President and CEO of Hillenbrand. "We believe Red Valve will complement our recent ABEL acquisition, increasing our ability to expand into new end markets and geographies within the highly attractive flow control space."

During the trailing 12-month period ending on Nov. 30, 2015, Red Valve's revenue was approximately \$38.6 million, and its adjusted earnings before interest, taxes, depreciation and amortization (EBITDA) was nearly \$12.1 million, excluding \$1.9 million in non-recurring expenses.

"We are excited about the opportunities Hillenbrand brings to our company," said Chris Raftis, President of Red Valve. "Hillenbrand has a global footprint that provides us with a significant opportunity for international growth and we look forward to working with the company to achieve our strategic vision."

Hillenbrand expects to use cash on hand and cash available under its revolving credit facility to fund this acquisition. The transaction is expected to be accretive to Hillenbrand's 2016 adjusted earnings per share, net of acquisition costs.

EC Mergers & Acquisitions, a EuroConsult company, acted as exclusive financial adviser to the shareholders of Red Valve.

### About Hillenbrand

Hillenbrand ([www.Hillenbrand.com](http://www.Hillenbrand.com)) is a global diversified industrial company with multiple market-leading brands that serve a wide variety of industries across the globe. We pursue profitable growth and robust cash generation in order to drive increased value for our shareholders. Hillenbrand's portfolio is composed of two business segments: the Process Equipment Group and Batesville. The Process Equipment Group businesses design, develop, manufacture and service highly engineered industrial equipment around the world. Batesville is a recognized leader in the North American death care industry. Hillenbrand is publicly traded on the NYSE under "HI".

### About Red Valve

Red Valve Company ([www.redvalve.com](http://www.redvalve.com)) is the world's largest manufacturer of pinch valves and Tideflex® Check Valves and has an international reputation for quality-engineered valves designed for long life in the toughest municipal and industrial applications. Red

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Valve's advanced elastomer technology is engineered into every Red Valve pinch valve, control valve, slurry knife gate valve, pressure sensor, Redflex® Expansion Joint and revolutionary all-rubber Tideflex Check Valve.

## CONTACTS

### Corporate Communications for Hillenbrand

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### Investor Relations for Hillenbrand

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