# 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)

Amended and Restated Hillenbrand, Inc. Stock Incentive Plan

(Full title of the plan)

Nicholas R. Farrell Senior Vice President, General Counsel, Secretary, and Chief Compliance Officer Hillenbrand, Inc. One Batesville Boulevard

Batesville, Indiana 47006 (812) 934-7500

(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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act

Large accelerated filer ⊠				
Non-accelerated filer $\square$ (I	o not check if a	smaller	reporting	company

Accelerated filer □	
Smaller reporting con	npany 🗆
Emerging growth con	npany 🗆

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.  $\Box$ 

#### CALCULATION OF REGISTRATION FEE

		Proposed	Proposed	
	Amount	Maximum	Maximum	
Title of	to be	Offering Price	Aggregate	Amount of
Securities to be Registered	Registered (1)(2)	per Share (3)(4)	Offering Price (3)(4)	Registration Fee (4)
Common Stock, No Par Value	2,700,000 shares	\$ 45.68	\$ 123,336,000.00	\$ 13,455.96

- (1) Represents 2,700,000 additional shares issuable under the Amended and Restated Hillenbrand, Inc. Stock Incentive Plan (the "Plan")
- (2) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 (the "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 2,700,000 shares reserved for issuance under the Plan at a price per share of \$45.68, which is the average of the highest and lowest selling prices for the shares on the New York Stock Exchange on February 8, 2021.

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 2,700,000 additional shares of the Company's common stock, no par value (the "Common Stock"), under the Amended and Restated Hillenbrand, Inc. Stock Incentive Plan (the "Plan"). This Registration Statement 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, June 15, 2010, and March 6, 2014 (Registration No. 333-149893, 333-167508, and 333-194367, respectively).

#### PART I

# INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The information required by Part I is included in the documents sent or given to participants in the Plan pursuant to Rule 428(b)(1) under the Securities Act. In accordance with Rule 428 and the requirements of Part I of the Form S-8, such documents are not being filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. The Registrant will maintain a file of such documents in accordance with the provisions of Rule 428. Upon request, the registrant shall furnish the Commission or its staff a copy or copies of all of the documents included in such file.

#### PART II

#### INFORMATION REQUIRED IN REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 14 and 15(d) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports, proxy statements and other information with the Commission. The following documents, which are on file with the Commission, are incorporated in this Registration Statement by reference (excluding any information and exhibits furnished pursuant to Items 2.02 or 7.01 of any report on Form 8-K):

- Our <u>Annual Report on Form 10-K for the year ended September 30, 2020, filed November 12, 2020</u>(including portions of the Registrant's <u>Definitive Proxy Statement for the 2021 Annual Meeting of Shareholders, filed with the Commission on December 29, 2020</u>, that are specifically incorporated therein by reference);
- Our Current Report on Form 8-K filed on February 11, 2021;
- Our Quarterly Report on Form 10-Q for the quarter ended December 31, 2020, filed on February 3, 2021 and

Our Registration Statement No. 001-33794 on Form 10-12B filed with the Commission on March 24, 2008 pursuant to Section 12(b) of the Exchange Act, which describes the terms, rights and provisions applicable to our outstanding common stock, including any amendment or report filed for the purpose of updating such description.

#### Item 8. Exhibits.

The following documents are included as part of this Registration Statement.

Number Number	Description
<u>4.1</u>	Restated and Amended Articles of Incorporation of Hillenbrand, Inc., effective as of February 13, 2020 (Incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K filed February 14, 2020)
<u>4.2</u>	Amended and Restated Code of By-Laws of Hillenbrand, Inc., effective as of February 13, 2020 (Incorporated by reference to Exhibit 3.2 to Current Report on Form 8-K filed February 14, 2020)
5.1* 23.1* 23.2* 23.3	Opinion of Ice Miller LLP Consent of Ernst & Young LLP Consent of PricewaterhouseCoopers LLP Consent of Ice Miller LLP (contained in Exhibit 5.1 hereto)
24.1 99.1	Powers of Attorney (contained in the signature pages to this Registration Statement)  Amended and Restated Hillenbrand, Inc. Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K filed February 11, 2021)
* Filed herewith	

# SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Batesville, Indiana, on the 11th day of February, 2021.

HILLENBDAND INC

HIELENDRAND, INC.		
By:	/s/ Nicholas R. Farrell	
	Nicholas R. Farrell	
	Senior Vice President, General Counsel,	
	Secretary, and Chief Compliance Officer	

#### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints Kristina A. Cerniglia, Andrew S. Kitzmiller and Nicholas R. Farrell, and each of them, each with full power to act without the other, his/her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution for him/her and in his/her name, place and stead, in any and all capacities, to sign any or all amendments to this Registration Statement, and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto each of said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he/she might or could do in person hereby ratifying and confirming that each of said attorneys-in-fact and agents or his/her substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated as of February 11, 2021.

Signature	Capacity		
/s/ Joe A. Raver			
Joe A. Raver	President, Chief Executive Officer and Director (Principal Executive Officer)		
/s/ Kristina A. Cerniglia	(Finespai Executive Offices)		
Kristina A. Cerniglia	Senior Vice President and Chief Financial Officer (Principal Financial Officer)		
/s/ Andrew S. Kitzmiller	<u> </u>		
Andrew S. Kitzmiller	Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)		
/s/ F. Joseph Loughrey	<u>-</u>		
F. Joseph Loughrey	Director		
/s/ Thomas H. Johnson	_		
Thomas H. Johnson	Director		
/s/ Neil S. Novich			
Neil S. Novich	Director		
/s/ Joy M. Greenway Joy M. Greenway	_ Director		
Joy M. Greenway	Director		
/s/ Daniel C. Hillenbrand			
Daniel C. Hillenbrand	Director		
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/s/ Helen W. Cornell Helen W. Cornell	 Director		
Helen W. Connen	Director		
/s/ Jennifer W. Rumsey	_		
Jennifer W. Rumsey	Director		
/s/ Stuart A. Taylor, II			
Stuart A. Taylor, II	Director		
// 0 . Т. О. 11			
/s/ Gary L. Collar Gary L. Collar	 Director		
Gary L. Collar	Director		



One American Square | Suite 2900 | Indianapolis, IN 46282-0200

February 11, 2021

Board of Directors Hillenbrand, Inc. One Batesville Boulevard Batesville, IN 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 2,700,000 shares of the Company's authorized but unissued common stock (the "Shares") which may be issued under the Amended and Restated Hillenbrand, Inc. Stock Incentive Plan (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:

- 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 (the "Resolutions"); and



Board of Directors Hillenbrand, Inc. February 11, 2021 Page 2

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 Shares will have been duly satisfied. The opinion set forth herein is limited to the Indiana Business Corporation 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 consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the Amended and Restated Hillenbrand, Inc. Stock Incentive Plan of our reports dated November 12, 2020, with respect to the consolidated financial statements and schedule of Hillenbrand, Inc. and the effectiveness of internal control over financial reporting of Hillenbrand, Inc. included in its Annual Report (Form 10-K) for the year ended September 30, 2020, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Cincinnati, Ohio February 11, 2021

#### CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Hillenbrand, Inc. of our report dated November 13, 2019, except for the effects of assets and liabilities that have been reclassified to held for sale discussed in Note 4 to the consolidated financial statements, as to which the date is November 12, 2020, relating to the financial statements and financial statement schedule, which appears in Hillenbrand's Annual Report on Form 10-K for the year ended September 30, 2020.

/s/ PricewaterhouseCoopers LLP Cincinnati, Ohio February 11, 2021