SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address <u>Whitted J Mic</u>	of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol <u>Hillenbrand, Inc.</u> [HI]		ionship of Reporting Perso all applicable) Director	n(s) to Issuer 10% Owner		
(Last) ONE BATESVIL	(First) LE BOULEVARD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/30/2022	X	Officer (give title below) Sr. VP Strategy &	Other (specify below)		
(Street) BATESVILLE IN 47006 (City) (State) (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) (Month		Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)		(Instr. 4)
Common Stock								20,429	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Ir 8)		n Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Restricted Stock Units (Deferred Stock Award 12/3/2020)	(1)	09/30/2022		A ⁽²⁾		24		(3)	(3)	Common Stock	24	\$ 0	4,219	D	
Restricted Stock Units (Deferred Stock Award 6/18/2021)	(1)	09/30/2022		A ⁽²⁾		204		(4)	(4)	Common Stock	204	\$ <u>0</u>	34,773	D	
Restricted Stock Units (Deferred Stock Award 12/2/2021)	(1)	09/30/2022		A ⁽²⁾		30		(5)	(5)	Common Stock	30	\$ <u>0</u>	5,154	D	

Explanation of Responses:

1. Conversion or Exercise Price of Derivative Securities is 1-for-1.

2. Restricted Stock Units are entitled to dividend rights which accrue on dividend record dates.

3. Restricted Stock Units vest 50% on 12/3/2022 and 50% on 12/3/2023.

4. Restricted Stock Units vest 50% on 6/18/2023 and 50% on 6/18/2024.

5. Restricted Stock Units vest one-third on 12/2/2022, one-third on 12/2/2023, and one-third on 12/2/2024.

Remarks:

/s/ Veronica L. McCarthy, as Attorney-in-Fact for J. Michael 10/04/2022 Whitted Date

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden 0.5 hours per response:

Know by all these presents, that the undersigned hereby constitutes and appoints Nicholas R. Farrell, Peter V. Hilton, Sandy Colegate, and Veronica L. McCarthy, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Hillenbrand, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder:

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed and effective as of the 29th day of September, 2022.

Signature /s/ Michael Whitted Printed Name: Michael Whitted