SEC	Form	4
-----	------	---

Ш

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

	Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	
--	--	--

1. Name and Address of Reporting Person [*] HILLENBRAND DANIEL C.			2. Issuer Name and Ticker or Trading Symbol <u>Hillenbrand, Inc.</u> [HI]		tionship of Reporting Person(all applicable) Director	s) to Issuer
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/29/2023		Officer (give title below)	Other (specify below)
ONE BATESVILLE BLVD (Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv X	ridual or Joint/Group Filing (C Form filed by One Reporti	ng Person
BATESVILLE	IN	47006			Form filed by More than C	ne Reporting Person
(City)	(State)	(Zip)				

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transac Code (Ir 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)	
Common Stock								3,448	D		
Common Stock								20,000	Ι	By Anne Hillenbrand Singleton Trust	
Common Stock								8,631	Ι	By John and Joan GC TR FBO (John, Rose and Olivia)	
Common Stock								28,248	Ι	By John and Joan CRT IMA	
Common Stock								48,611	Ι	By Hillenbrand II TR FBO (John, Rose and Olivia)	
Common Stock								135,863	I	By Clear Water Capital Partners, LP	
Common Stock								5,754	I	By John and Joan GC TR FBO (Eleanor and Sarah)	

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	3A. Deemed Execution Date, if any (Month/Day/Year)	Code (Ir	Transaction Derivative Code (Instr. Securities		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	Ownership Form: Direct (D)	Beneficial Ownership (Instr. 4)	
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		

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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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 5/10/18)	(1)	12/29/2023		A ⁽²⁾		4		(3)	(3)	Common Stock	4	\$0	1,056	D	
Restricted Stock Units (Deferred Stock Award 2/14/19)	(1)	12/29/2023		A ⁽²⁾		12		(3)	(3)	Common Stock	12	\$0	2,791	D	
Restricted Stock Units (Deferred Stock Award 2/13/20)	(1)	12/29/2023		A ⁽²⁾		19		(3)	(3)	Common Stock	19	\$0	4,172	D	
Restricted Stock Units (Deferred Stock Award 2/11/21)	(1)	12/29/2023		A ⁽²⁾		13		(4)	(4)	Common Stock	13	\$0	2,939	D	
Restricted Stock Units (Deferred Stock Award 2/10/22)	(1)	12/29/2023		A ⁽²⁾		12		(4)	(4)	Common Stock	12	\$0	2,715	D	
Restricted Stock Units (Deferred Stock Award 2/24/23)	(1)	12/29/2023		A ⁽²⁾		12		(4)	(4)	Common Stock	12	\$0	2,762	D	

Explanation of Responses:

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

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

3. These Restricted Stock Units vest immediately upon grant. However, delivery of these shares will not occur until the occurrence of one of the following: a change in control of the Company, the director's death or permanent and total disability, or one day after the date the director ceases to be a director of the Company.

4. These Restricted Stock Units vest on the earlier to occur of the issuer's next annual meeting of shareholders or one year from the date of grant; provided, that these Restricted Stock Units will immediately vest upon, and in any case delivery of the shares underlying these Restricted Stock Units will not occur until, the occurrence of one of the following: a change in control of the issuer, the director's death or permanent and total disability, or one day after the date the director ceases to be a director of the issuer.

Remarks:

/s/ Veronica L. McCarthy, Attorney-in-Fact for Daniel C. Hillenbrand. ** Signature of Reporting Person

01/03/2024 Date

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.