

Hillenbrand, Inc.  
Form 8-K  
February 26, 2015

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): February 25, 2015

HILLENBRAND, INC.  
(Exact Name of Registrant as Specified in Charter)

|   |                          |                                   |
|---|--------------------------|-----------------------------------|
| Indiana   | 1-33794                  | 26-1342272                        |
| (State or Other Jurisdiction of<br>Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

|   |            |
|---|------------|
| One Batesville Boulevard                |            |
| Batesville, Indiana                     | 47006      |
| (Address of Principal Executive Office) | (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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On February 25, 2015, the Board of Directors (the “Board”) of Hillenbrand, Inc. (the “Company”) adopted an amendment to the Company’s By-Laws (as so amended, the “Amended By-Laws”) to (i) reflect shareholder approval, as further described below, of an amendment to the Company’s Restated and Amended Articles of Incorporation (the “Amended Articles”) to provide for a majority voting standard for the election of directors in uncontested elections; and (ii) conform the instances in which the Board may fill a vacancy on the Board to those instances provided for in the Amended Articles. The amendment affects Article 3, Section 3.09 and Article 4, Section 4.03 of the Company’s By-Laws. The Amended By-Laws became effective immediately upon their adoption.

The foregoing description of the Amended By-Laws does not purport to be complete and is qualified in its entirety by reference to the Amended By-Laws, which are attached to this Current Report on Form 8-K as Exhibit 3.1 and incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its annual meeting of shareholders on February 25, 2015. Matters voted upon at the meeting were as follows:

- (1) the election of four members to the Company’s Board of Directors;
- (2) the approval, by a non-binding advisory vote, of the compensation paid by the Company to its named executive officers;
- (3) the approval of an amendment to the Company’s Restated and Amended Articles of Incorporation to establish Indiana as the exclusive forum for adjudication of certain disputes;
- (4) the approval of an amendment to the Company’s Restated and Amended Articles of Incorporation to establish a majority voting standard for shareholder elections of directors; and
- (5) the ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for fiscal year 2015.

The final results of the votes taken at the meeting were as follows:

Proposal 1: Election of four members to the Company's Board of Directors for terms expiring in 2018:

| Director's Name     | Votes For  | Votes Withheld | Broker Non-Votes | Percentage of Votes Cast In Favor |
|---------------------|------------|----------------|------------------|-----------------------------------|
| Edward B. Cloues II | 49,756,895 | 293,256        | 4,938,968        | 99.41%                            |
| Helen W. Cornell    | 49,968,857 | 81,294         | 4,938,968        | 99.84%                            |
| Eduardo R. Menascé  | 49,539,279 | 510,872        | 4,938,968        | 98.98%                            |
| Stuart A. Taylor II | 49,415,994 | 634,157        | 4,938,968        | 98.73%                            |

Proposal 2: Approval, by a non-binding advisory vote, of the compensation paid by the Company to its Named Executive Officers:

| Votes For  | Votes Against | Votes Abstained | Broker Non-Votes | Percentage of Votes Cast In Favor |
|------------|---------------|-----------------|------------------|-----------------------------------|
| 49,705,445 | 244,758       | 99,948          | 4,938,968        | 99.31%                            |

Proposal 3: Approval of an amendment to the Company's Restated and Amended Articles of Incorporation to establish Indiana as the exclusive forum for adjudication of certain disputes:

| Votes For  | Votes Against | Votes Abstained | Broker Non-Votes | Percentage of Votes Cast In Favor |
|------------|---------------|-----------------|------------------|-----------------------------------|
| 28,791,545 | 20,982,238    | 276,368         | 4,938,968        | 57.52%                            |

Proposal 4: Approval of an amendment to the Company's Restated and Amended Articles of Incorporation to establish a majority voting standard for shareholder elections of directors:

| Votes For  | Votes Against | Votes Abstained | Broker Non-Votes | Percentage of Votes Cast In Favor |
|------------|---------------|-----------------|------------------|-----------------------------------|
| 49,931,222 | 81,411        | 37,518          | 4,938,968        | 99.76%                            |

Proposal 5: Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2015:

| Votes For  | Votes Against | Votes Abstained | Percentage of Votes Cast In Favor |
|------------|---------------|-----------------|-----------------------------------|
| 53,060,617 | 1,906,099     | 22,403          | 96.49%                            |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description  |
|----------------|--|
| 3.1            | Amended and Restated Code of By-Laws of Hillenbrand, Inc. (as amended through February 25, 2015) |

3

---

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.

HILLENBRAND, INC.

DATE: February 26, 2015

BY: /S/ John R. Zerkle  
John R. Zerkle  
Senior Vice President,  
General Counsel and Secretary

EXHIBIT INDEX

| Exhibit Number | Description  |
|----------------|--|
| 3.1            | Amended and Restated Code of By-Laws of Hillenbrand, Inc. (as amended through February 25, 2015) |

5