

KENNAMETAL INC  
Form S-8  
February 06, 2014

As filed with the Securities and Exchange Commission on February 6, 2014  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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KENNAMETAL INC.  
(Exact name of registrant as specified in its charter)

Pennsylvania	25-0900168
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

World Headquarters  
1600 Technology Way  
P.O. Box 231  
Latrobe, Pennsylvania 15650-0231  
(Address of Principal Executive Offices) (Zip Code)

KENNAMETAL INC.  
STOCK AND INCENTIVE PLAN OF 2010  
(AS AMENDED AND RESTATED)  
(Full title of the plan)

Kevin G. Nowe  
Vice President, Secretary and General Counsel  
Kennametal Inc.  
World Headquarters  
1600 Technology Way  
P.O. Box 231  
Latrobe, Pennsylvania 15650-0231  
(Name and Address of agent for service)  
(724) 539-5000  
(Telephone Number, including area code, of agent for service)

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Copy to:  
Lewis U. Davis  
Buchanan Ingersoll & Rooney PC  
One Oxford Centre  
301 Grant Street, 20th Floor  
Pittsburgh, Pennsylvania 15219-1410  
(412) 562-8800

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

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(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Capital Stock, par value \$1.25 per share (common stock)	6,000,000 <sup>(1)(2)</sup>	\$41.785 <sup>(3)</sup>	\$250,710,000 <sup>(3)</sup>	\$32,291.45 <sup>(4)</sup>

(1) An aggregate of 9,500,000 shares of Capital Stock, par value \$1.25 per share, of Kennametal Inc. may be offered or issued pursuant to the Stock and Incentive Plan of 2010 (As Amended and Restated on October 22, 2013), 3,500,000 of which were previously registered on Form S-8 (File No. 333-170348) and 6,000,000 of which are registered on this Form S-8.

(2) If, as a result of stock splits, stock dividends or similar transactions, the number of securities purported to be registered by this Registration Statement changes, the provisions of Rule 416 under the Securities Act of 1933, as amended, shall apply to this Registration Statement, and this Registration Statement shall be deemed to cover the additional securities resulting from the split of, or the dividend on, the securities covered by this Registration Statement.

(3) Estimated solely for purposes of calculating the registration fee pursuant to Rules 457(c) and 457(h). In accordance with Rule 457(h), such price is the average of the high and low sale prices for the Capital Stock as quoted on the New York Stock Exchange on January 30, 2014.

(4) Calculated pursuant to Section 6(b) of the Securities Act of 1933, as amended.

INCORPORATION OF PRIOR REGISTRATION STATEMENT BY REFERENCE

Pursuant to General Instruction E of Form S-8, Kennametal Inc. (the “Registrant”) is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) to register 6,000,000 additional shares of Capital Stock, par value \$1.25 per share, of the Registrant under the Registrant’s Stock and Incentive Plan of 2010 (As Amended and Restated on October 22, 2013). This Registration Statement hereby incorporates by reference the contents of the Registrant’s earlier registration statement on Form S-8 filed with the Commission on November 4, 2010 (Registration No. 333-170348).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit No.	Description
4.1	Articles of Incorporation, as amended (incorporated by reference to Exhibit 3.1 of the December 31, 2006 Form 10-Q filed February 9, 2007 (File No. 001-05318)).
4.2	By-Laws Of Kennametal, as amended through January 24, 2012 (incorporated by reference to Exhibit 3.3 of the Form 8-K filed January 26, 2012 (File No. 001-05318)).
5.1	Opinion of Buchanan Ingersoll & Rooney PC.
23.1	Consent of Independent PricewaterhouseCoopers LLP.
23.2	Consent of Buchanan Ingersoll & Rooney PC (contained in opinion filed as Exhibit 5.1 hereto).
24.1	Powers of Attorney (contained herein on the signature page to this Registration Statement on Form S-8).
99.1	Stock and Incentive Plan of 2010 (As Amended and Restated on October 22, 2013) (incorporated by reference to Exhibit 10.1 of the Form 10-Q for the quarter ended December 31, 2013 filed February 6, 2014 (File No. 001-05318)).



/s/ Ronald M. DeFeo  
Ronald M. DeFeo Director

/s/ Philip A. Dur  
Philip A. Dur Director

/s/ William J. Harvey  
William J. Harvey Director

/s/ Timothy R. McLevish  
Timothy R. McLevish Director

/s/ William R. Newlin  
William R. Newlin Director

/s/ Lawrence W. Strangoener  
Lawrence W. Strangoener Director

/s/ Steven H. Wunning  
Steven H. Wunning Director

EXHIBIT INDEX

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