

Hillenbrand, Inc.  
Form 8-K  
July 17, 2009

**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): July 17, 2009**

**HILLENBRAND, INC.**

(Exact name of registrant as specified in its charter)

**Indiana**

**1-33794**

**26-1342272**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**One Batesville Boulevard  
Batesville, Indiana**

**47006**

(Address of principal executive offices)

(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))
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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On July 15, 2009, the Board of Directors of the Company approved an amendment to Article 4 of the Company's Code of By-laws to add a new Section 4.17 to read as follows:

Section 4.17 Mandatory Classified Board Structure. The provisions of Indiana Code Section 23-1-33-6 (c) shall not apply to the Corporation.

The description of the foregoing amendment to the By-laws is qualified in its entirety by reference to the full text of the By-laws, as approved by the Board of Directors on July 15, 2009, a copy of which is filed as Exhibit 3.2 to this Current Report and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
3.2	Amended and Restated Code of By-laws of Hillenbrand, Inc. (as adopted by the Board of Directors on July 15, 2009)

**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: July 17, 2009

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

**EXHIBIT INDEX**

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