

Hillenbrand, Inc.
Form S-8
June 15, 2010

As filed with the Securities and Exchange Commission on June 15, 2010

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

HILLENBRAND, INC.

(Exact name of registrant as specified in its charter)

Indiana

(State or other jurisdiction of incorporation or organization)

26-1342272

(I.R.S. Employer Identification No.)

One Batesville Boulevard

Batesville, Indiana

(Address of Principal Executive Offices)

47006

(Zip Code)

HILLENBRAND, INC. STOCK INCENTIVE PLAN (AS OF FEBRUARY 24, 2010)

(Full title of the plan)

John R. Zerkle

Senior Vice President, General Counsel and Secretary

Hillenbrand, Inc.

One Batesville Boulevard

Batesville, Indiana 47006

(Name and address of agent for service)

(812) 931-3832

(Telephone number, including area code, of agent for service)

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

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of Each Class | Proposed Maximum | Proposed Maximum | Amount of |
|----------------------------|-----------------------------|-----------------------------|------------------|
|----------------------------|-----------------------------|-----------------------------|------------------|

| of Securities to be Registered | Amount to be Registered (1) | Offering Price Per Share (2) | Aggregate Offering Price | Registration Fee |
|---|--|---|---|-----------------------------|
| Common Stock, without par value | 4,000,000 shares | \$ 22.075 | \$88,300,000 | \$6,295.79 |

(1) Pursuant to Rule 416 under the Securities Act of 1933, this Registration Statement also covers an indeterminate number of additional shares as may become issuable under the plan pursuant to the anti-dilution provisions therein.

(2) Estimated pursuant to Rule 457(c) and Rule 457(h) solely for the purpose of computing the registration fee and based upon the average of the high and low sales price of the common stock as reported on the New York Stock Exchange on June 9, 2010.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering 4,000,000 additional shares of common stock, without par value, of Hillenbrand, Inc. (the Company), the same class of stock for which Registration Statement No. 333-149893 was filed on Form S-8 on March 25, 2008 relating to the Company's Stock Incentive Plan. The contents of such earlier Registration Statement are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

Unless otherwise indicated below as being incorporated by reference to another filing of the Company with the Commission, each of the following exhibits is filed herewith:

| Exhibit Number | Description |
|-----------------------|---|
| 5.1 | Validity Opinion of Mark B. Barnes, Esquire |
| 23.1 | Consent of Mark B. Barnes, Esquire (included in Exhibit 5.1) |
| 23.2 | Consent of PricewaterhouseCoopers LLP |
| 23.3 | Consent of Grant Thornton LLP |
| 24.1 | Powers of Attorney (set forth on the signature pages hereto) |
| 99.1 | Hillenbrand, Inc. Stock Incentive Plan (As of February 24, 2010) (incorporated by reference to Appendix A to the registrant's definitive Proxy Statement on Schedule 14A filed on January 5, 2010). |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Batesville, State of Indiana, on the 15th day of June, 2010.

HILLENBRAND, INC.
(Registrant)

By: /s/ John R. Zerkle
Name: John R. Zerkle
Title: Senior Vice President, General Counsel and
Secretary

POWER OF ATTORNEY

KNOW ALL PRSONS BY THESE PRESENTS, that the individuals whose signatures appear below hereby constitute and appoint John R. Zerkle, Cynthia L. Lucchese and Theodore S. Haddad, Jr., and each of them, his or her true and lawful attorney-in-fact and agents, with full and several power of substitution and resubstitution, for him or her in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on June 15, 2010.

| Signature | Title |
|--|--|
| /s/ Kenneth A. Camp Kenneth A. Camp | President, Chief Executive Officer and Director (<i>Principal Executive Officer</i>) |
| /s/ Cynthia L. Lucchese Cynthia L. Lucchese | Senior Vice President and Chief Financial Officer (<i>Principal Financial Officer</i>) |
| /s/ Theodore S. Haddad, Jr. Theodore S. Haddad, Jr. | Vice President, Controller and Chief Accounting Officer (<i>Principal Accounting Officer</i>) |
| /s/ Ray J. Hillenbrand Ray J. Hillenbrand | Chairman of the Board of Directors |
| /s/ William J. Cernugel William J. Cernugel | Director |

/s/ Edward B. Cloues, II Director

Edward B. Cloues, II

/s/ Mark C. DeLuzio Director

Mark C. DeLuzio

/s/ James A. Henderson Director

James A. Henderson

/s/ W August Hillenbrand Director

W August Hillenbrand

/s/ Thomas H. Johnson Director

Thomas H. Johnson

/s/ F. Joseph Loughrey Director

F. Joseph Loughrey

/s/ Neil S. Novich Director

Neil S. Novich

/s/ Eduardo R. Menascé Director

Eduardo R. Menascé

/s/ Stuart A. Taylor, II Director

Stuart A. Taylor, II

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