

Batesville Holdings, Inc.
Form 10-12B/A
February 19, 2008

As filed with the Securities and Exchange Commission on February 19, 2008

File No. 001-33794

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**Amendment No. 2
to**

Form 10

**GENERAL FORM FOR REGISTRATION OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934**

BATESVILLE HOLDINGS, INC.

*(Exact Name of Registrant as Specified in Its Charter)
(Name to be changed to Hillenbrand, Inc.)*

Indiana
*(State or Other Jurisdiction
of Incorporation or Organization)*
One Batesville Boulevard
Batesville, Indiana
(Address of Principal Executive Offices)

26-1342272
*(I.R.S. Employer
Identification No.)*
47006
(Zip Code)

Registrant's telephone number, including area code: 812-934-7500

Copies of correspondence to:

John R. Zerkle
Batesville Holdings, Inc.
One Batesville Boulevard
Batesville, Indiana 47006
(812) 931-3832

Patrick D. de Maynadier
Hillenbrand Industries, Inc.
1069 State Route 46 East
Batesville, Indiana 47006
(812) 931-2304

Charles H. Still, Jr.
Bracewell & Giuliani LLP
711 Louisiana Street, Suite 2300
Houston, Texas 77002-2770
(713) 221-3309

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class to be so Registered | Name of Each Exchange on Which Each Class is to be Registered |
|--|--|
| Common Stock, without par value | New York Stock Exchange |

Securities to be registered pursuant to Section 12(g) of the Act

None

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)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Certain of the information required in this registration statement is included in the information statement filed as Exhibit 99.1 to this registration statement, as specified below.

Item 1. *Business.*

The information required by this item is contained in the information statement under the headings Business and Properties, Management's Discussion and Analysis of Financial Condition and Results of Operations, Where You Can Find More Information and Index to Financial Statements (and in the financial statements referenced therein) and is incorporated herein by reference.

Item 1A. *Risk Factors.*

The information required by this item is contained in the information statement under the heading Risk Factors and is incorporated herein by reference.

Item 2. *Financial Information.*

The information required by this item is contained in the information statement under the headings Selected Financial Information and Management's Discussion and Analysis of Financial Condition and Results of Operations and is incorporated herein by reference.

Item 3. *Properties.*

The information required by this item is contained in the information statement under the heading Business and Properties and is incorporated herein by reference.

Item 4. *Security Ownership of Certain Beneficial Owners and Management.*

The information required by this item is contained in the information statement under the heading Security Ownership of Certain Beneficial Owners and Management and is incorporated herein by reference.

Item 5. *Directors and Executive Officers.*

The information required by this item is contained in the information statement under the heading Management and is incorporated herein by reference.

Item 6. *Executive Compensation.*

The information required by this item is contained in the information statement under the headings Management and Executive Compensation and is incorporated herein by reference.

Item 7. *Certain Relationships and Related Transactions, and Director Independence.*

The information required by this item is contained in the information statement under the headings Arrangements between Original Hillenbrand and New Hillenbrand, Management and Transactions with Related Persons and is incorporated herein by reference.

Item 8. *Legal Proceedings.*

The information required by this item is contained in the information statement under the heading Business and Properties Legal Proceedings and is incorporated herein by reference.

Item 9. *Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters.*

The information required by this item is contained in the information statement under the headings The Separation, Dividend Policy and Shares Eligible for Future Sale and is incorporated herein by reference.

Item 10. *Recent Sales of Unregistered Securities.*

On November 1, 2007, in connection with the organization of the registrant, the registrant issued 100 shares of its common stock to Hillenbrand Industries, Inc. for aggregate consideration of \$1,000. These shares of common stock were issued without registration under the Securities Act of 1933, as amended, in reliance on the exemption provided by Section 4(2) of that Act. The registrant has not sold any other securities.

Item 11. *Description of Registrant's Securities to be Registered.*

The information required by this item is contained in the information statement under the heading "Description of New Hillenbrand Capital Stock" and is incorporated herein by reference.

Item 12. *Indemnification of Directors and Officers.*

The information required by this item is contained in the information statement under the heading "Description of New Hillenbrand Capital Stock - Limitation on Liability of Directors and Indemnification of Directors and Officers" and is incorporated herein by reference.

Item 13. *Financial Statements and Supplementary Data.*

The information required by this item is contained in the information statement under the headings "Unaudited Pro Forma Combined Financial Statements" and "Index to Financial Statements" (and in the financial statements and schedule referenced therein) and is incorporated herein by reference.

Item 14. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.*

None.

Item 15. *Financial Statements and Exhibits.*

(a) The information required by this item is contained in the information statement under the heading "Index to Financial Statements" and is incorporated herein by reference.

Schedules not mentioned in the incorporated information have been omitted because the information required to be set forth therein is not applicable or the information is otherwise included in the financial statements or notes thereto.

(b) The Exhibit Index that follows the signature page sets forth the documents that are filed as exhibits hereto and is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this amendment no. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

BATESVILLE HOLDINGS, INC.

Name: John R. Zerkle

By: /s/ John R. Zerkle

and Secretary

Title: Senior Vice President, General Counsel

Dated: February 19, 2008

EXHIBIT INDEX

| Exhibit Number | Exhibit Description |
|-----------------------|--|
| 2.1** | Form of Distribution Agreement by and between Hillenbrand Industries, Inc. and Batesville Holdings, Inc. |
| 3.1** | Form of Restated and Amended Articles of Incorporation of Batesville Holdings, Inc. |
| 3.2** | Form of Amended and Restated Code of By-laws of Batesville Holdings, Inc. |
| 10.1** | Form of Tax Sharing Agreement between Hillenbrand Industries, Inc. and Batesville Holdings, Inc. |
| 10.2** | Form of Employee Matters Agreement between Hillenbrand Industries, Inc. and Batesville Holdings, Inc. |
| 10.3** | Form of Judgment Sharing Agreement between Hillenbrand Industries, Inc., Batesville Holdings, Inc. and Batesville Casket Company, Inc. |
| 10.4* | Form of Employment Agreement between Batesville Holdings, Inc. and certain executive officers, including the named executive officers |
| 10.5* | Form of Change in Control Agreement between Batesville Holdings, Inc. and certain executive officers, including the named executive officers |
| 10.6* | Form of Indemnity Agreement between Batesville Holdings, Inc. and certain executive officers, including the named executive officers |
| 10.7* | Form of Indemnity Agreement between Batesville Holdings, Inc. and its non-employee directors |
| 10.8** | Batesville Holdings, Inc. Stock Incentive Plan |
| 10.9* | Form of Stock Award for executive officers under the Batesville Holdings, Inc. Stock Incentive Plan |
| 10.10* | Form of Stock Award for non-employee directors under the Batesville Holdings, Inc. Stock Incentive Plan |
| 10.11* | Form of Stock Option Agreement under the Batesville Holdings, Inc. Stock Incentive Plan |
| 10.12* | Batesville Holdings, Inc. Board of Directors Deferred Compensation Plan |
| 10.13* | Batesville Holdings, Inc. Short-Term Incentive Compensation Plan |
| 10.14** | Batesville Holdings, Inc. Supplemental Executive Retirement Plan |
| 10.15* | Batesville Holdings, Inc. Senior Executive Deferred Compensation Program |
| 14.1* | Form of Code of Ethical Business Conduct |
| 21.1* | Subsidiaries of Batesville Holdings, Inc. |
| 99.1** | Information Statement, subject to completion, dated February 19, 2008 |
| 99.2** | Corporate Governance Standards for Board of Directors |
| 99.3** | Charter of Audit Committee of Board of Directors |
| 99.4** | Charter of Nominating/Corporate Governance Committee of Board of Directors |
| 99.5** | Charter of Compensation and Management Development Committee of Board of Directors |

* To be filed by amendment.

** Filed herewith