

Hillenbrand, Inc.
Form 8-K
February 15, 2019

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 14, 2019**

HILLENBRAND, INC.

(Exact Name of Registrant as Specified in Charter)

Indiana
(State of Incorporation)

1-33794
(Commission File Number)

26-1342272
(IRS Employer Identification No.)

One Batesville Boulevard
Batesville, Indiana
(Address of Principal Executive Office)

47006
(Zip Code)

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

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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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))

Indicate by the check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards pursuant to Section 13(a) of the Exchange Act.

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

Hillenbrand, Inc. (the Company) held its annual meeting of shareholders on February 14, 2019. Matters voted upon at the meeting were as follows:

- (1) the election of four (4) 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; and
- (3) the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2019.

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 as noted below:

| Director's Name | Votes For | Votes Withheld | Broker Non-Votes | Percentage of Votes Cast in Favor |
|-------------------------|------------|----------------|------------------|-----------------------------------|
| Gary L. Collar* | 42,100,871 | 8,823,885 | 5,500,093 | 82.67% |
| Joy M. Greenway* | 42,098,467 | 8,826,289 | 5,500,093 | 82.67% |
| F. Joseph Loughrey* | 41,449,000 | 9,475,756 | 5,500,093 | 81.39% |
| Daniel C. Hillenbrand** | 50,811,201 | 113,555 | 5,500,093 | 99.78% |

*Election of these Directors is for three-year terms expiring in 2022.

**Election of this Director is for a one-year term expiring in 2020.

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 |
|-----------|---------------|-----------------|------------------|-----------------------------------|
|-----------|---------------|-----------------|------------------|-----------------------------------|

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| | | | | |
|------------|---------|---------|-----------|--------|
| 50,134,557 | 638,375 | 151,824 | 5,500,093 | 98.74% |
|------------|---------|---------|-----------|--------|

Proposal 3: Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2019:

| Votes For | Votes Against | Votes Abstained | Percentage of Votes Cast in Favor |
|------------|---------------|-----------------|-----------------------------------|
| 55,523,030 | 874,473 | 27,346 | 98.44% |

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.

DATE: February 15, 2019

HILLENBRAND, INC.

By:

/s/ Nicholas R. Farrell
Nicholas R. Farrell
Vice President, General Counsel,
Secretary and Chief Compliance Officer