

Hillenbrand, Inc.  
Form 8-K  
February 24, 2011

**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 23, 2011**

**HILLENBRAND, INC.**

(Exact name of registrant as specified in its charter)

**Indiana**

**1-33794**

**36-1342272**

(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 5.07 Submission of Matters to a Vote of Security Holders.**

Hillenbrand, Inc. (the Company) held its annual meeting of shareholders on February 23, 2011. Matters voted upon at the annual meeting were as follows:

- (1) the election of five members to the Board of Directors;
- (2) the approval, by a non-binding advisory vote, of the compensation paid by the Company to its named executive officers;
- (3) the selection, by a non-binding advisory vote, of the frequency of voting on compensation paid by the Company to its named executive officers; and
- (4) the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2011.

The final results of the votes taken at the annual meeting were as follows:

**Proposal 1: Election of Five Members to the Board of Directors:**

Election of Directors in Class III for terms expiring in 2014:

Director's Name	Votes For	Votes Withheld	Broker Non-Votes
Kenneth A. Camp	49,898,296	121,656	6,349,907
W August Hillenbrand	37,798,896	12,221,056	6,349,907
Thomas H. Johnson	49,725,655	294,297	6,349,907
Neil S. Novich	48,403,309	1,616,643	6,349,907

Election of Director in Class I for term expiring in 2012:

Director's Name	Votes For	Votes Withheld	Broker Non-Votes
Edward B. Cloues, II	34,879,098	15,140,854	6,349,907

**Proposal 2: Approval, by a Non-Binding Advisory Vote, of the Compensation Paid to the Company's Named Executive Officers:**

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
47,679,888	1,652,398	687,666	6,349,907

**Proposal 3: Selection, by a Non-Binding Advisory Vote, of the Frequency of Voting on Compensation Paid to the Company's Named Executive Officers:**

<b>One Year</b>	<b>Two Year</b>	<b>Three Year</b>	<b>Abstain</b>
42,566,645	863,584	5,878,162	711,561

**Proposal 4: Ratification of the Appointment of PricewaterhouseCoopers LLP as the Company's Independent Registered Public Accounting Firm for 2011:**

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstained</b>	<b>Broker Non-Votes</b>
56,164,517	187,072	18,170	0

**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: February 24, 2011

BY: /s/ Cynthia L. Lucchese

Cynthia L. Lucchese  
Senior Vice President and  
Chief Financial Officer

DATE: February 24, 2011

BY: /s/ John R. Zerkle

John R. Zerkle  
Senior Vice President,  
General Counsel & Secretary