

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:

| One Year | Two Year | Three Year | Abstain |
|------------|----------|------------|---------|
| 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:

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|------------|---------------|-----------------|------------------|
| 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