

Hillenbrand, Inc.
Form 8-K
September 02, 2015

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): **September 1, 2015**

HILLENBRAND, INC.

(Exact Name of Registrant as Specified in Charter)

Indiana
(State or Other Jurisdiction 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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On September 1, 2015, Hillenbrand, Inc. (Hillenbrand) and certain of its indirect subsidiaries (collectively, Purchasers) entered into an agreement with Roper Technologies, Inc. and certain of its indirect subsidiaries (collectively, Sellers), pursuant to which Purchasers will acquire Abel Pumps LP and Abel GmbH & Co. KG and certain of their affiliates (collectively ABEL) for 95 million in cash (the Transaction). The Transaction is expected to close in approximately thirty days, subject to regulatory approval and customary closing conditions.

Based in Büchen, Germany, ABEL specializes in designing, developing and manufacturing piston diaphragm and piston pumps as well as pumping solutions and in providing related parts and service.

Attached as Exhibit 99.1 hereto is a copy of the press release issued by Hillenbrand regarding the Transaction.

The information furnished pursuant to Exhibit 99.1 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (Exchange Act), or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any Hillenbrand filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|-----------------------|--|
| 99.1 | Press Release, dated September 2, 2015, of Hillenbrand, Inc. |

Disclosure Regarding Forward-Looking Statements

Throughout this release, we make a number of forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. As the words imply, these are forward-looking statements about future plans objectives, beliefs, and expectations that might or might not happen in the future. As contrasted with historical information, forward-looking statements are based on assumptions that we believe are reasonable, but by their very nature they are subject to a wide range of risks.

Words that could indicate we are making forward-looking statements include the following:

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| | | | | | | |
|----------|-----------|----------|---------|----------|-----------|--------|
| intend | Believe | plan | expect | may | goal | would |
| become | Pursue | estimate | will | forecast | continue | could |
| targeted | Encourage | promise | improve | progress | potential | should |

This is not an exhaustive list, but is intended to give you an idea of how we try to identify forward-looking statements. The absence of any of these words, however, does not mean that the statement is not forward-looking.

Here is the key point: forward-looking statements are not guarantees of future performance, and our actual results could differ materially from those set forth in any forward-looking statements.

Any number of factors, many of which are beyond our control, could cause our performance to differ significantly from what is described in the forward-looking statements. These factors include, but are not limited to: the occurrence of any event, change or other circumstance that could prevent or delay the closing of the Transaction; the outcome of any legal proceedings that may be instituted against Hillenbrand, ABEL, Roper Technologies or others following announcement of the Transaction; the inability to satisfy the conditions to complete the Transaction (or to complete the Transaction on a timely basis), including the receipt of required regulatory approvals; risks that the proposed Transaction disrupts current operations or poses potential difficulties in employee retention or otherwise

affects financial or operating results; the ability to recognize the benefits of the Transaction, including potential accretion to Hillenbrand's earnings, potential synergies and cost savings or the failure of the acquired company to achieve its plans and objectives generally; and legislative, regulatory and economic developments.

For a more in-depth discussion of these and other factors that could cause actual results to differ from those contained in forward-looking statements, see the discussions under the heading "Risk Factors" in item 2 of Part I of Hillenbrand's Form 10-Q for the quarter ended June 30, 2015, filed with the Securities and Exchange Commission (SEC) August 5, 2015. Hillenbrand can give no assurance that any of the contemplated transactions will be completed or that the required conditions will be satisfied. Hillenbrand assumes no obligation to update or revise any forward-looking information as a result of new information or future events or developments.

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: September 2, 2015

HILLENBRAND, INC.

BY: /S/ John R. Zerkle
John R. Zerkle
Senior Vice President,
General Counsel & Secretary

EXHIBIT INDEX

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