

Hillenbrand, Inc.
Form DEFA14A
January 03, 2019

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

Hillenbrand, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

EXPLANATORY NOTE

On January 2, 2019, Hillenbrand, Inc. (the “Company”) filed its Definitive Proxy Statement on Schedule 14A (the “Proxy Statement”) and Definitive Additional Materials on Schedule 14A consisting of the related Notice Card (the “Original Notice Card”) with the Securities and Exchange Commission. The Company has discovered clerical errors in the Original Notice Card that are not present in the Proxy Statement, including that when filed, the Original Notice Card had been incorrectly transcribed to list the record date as “December 14, 2019” (instead of December 14, 2018) and the deadline to request paper or e-mail copies of the Proxy Statement and related materials as “January 1, 2019” (instead of January 31, 2019). The printed notice card mailed to the Company’s shareholders contains the correct dates.

The sole purpose of filing this amendment to the Definitive Additional Materials is to correct the clerical errors. No other changes have been made to the Proxy Statement or to the Original Notice Card.

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on February 14, 2019

HILLENBRAND, INC.

Meeting Information

Meeting Type:

Annual

Meeting

For holders as

of: December

14, 2018

Date: February 14,

2019 Time:

10:00 AM EST

Location: Company

Headquarters

One

Batesville Boulevard

Batesville, Indiana

47006-7798

HILLENBRAND, INC.
ONE BATESVILLE BOULEVARD
BATESVILLE, IN 47006

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information

contained in the
proxy materials
before voting.

See the reverse side
of this notice to
obtain proxy
materials and voting
instructions.

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Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Notice & Proxy Statement
2. Annual Report

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before January 31, 2019 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

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Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

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Voting items

The Board of Directors
recommends you vote
FOR the following:

1. Election of
Directors

Nominees

| | |
|------------------------|-----------|
| 01 Gary L. Collar* | 02 |
| Joy M. Greenway* | 03 |
| F. Joseph Loughrey* | 04 Daniel |
| C. Hillenbrand** | |

The Board of Directors recommends you
vote FOR Proposals 2 and 3.

2. To approve, by a
non-binding advisory
vote, the compensation
paid by the Company to
its Named Executive
Officers.

3. To ratify the appointment
of
PricewaterhouseCoopers
LLP as the Company's
independent registered
public accounting firm
for fiscal year 2019.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

*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.

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