

Hillenbrand, Inc.
Form DEFA14A
January 04, 2017

**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 x

Filed by a Party other than the Registrant o

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)

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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:

*** Exercise Your *Right to Vote* ***

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on February 22, 2017

Meeting
Information
Meeting Type:
Annual
Meeting

HILLENBRAND, INC.

For holders as of: December 16, 2016
Date: February 22, 2017 **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 February 08, 2017 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.

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 Thomas H. Johnson* | 02 |
| Neil S. Novich* | 03 |
| Joe A. Raver* | |

**The Board of Directors
recommends you vote FOR
the following proposal:**

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

**The Board of Directors
recommends you vote 1
YEAR on the following
proposal:**

3. To recommend, by a non-binding advisory vote, the frequency of voting by the shareholders on compensation paid by the Company to its Named Executive Officers.

**The Board of Directors
recommends you vote FOR
the following proposal:**

4. To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2017.

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 2020.

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