

Hillenbrand, Inc.  
Form 10-K  
November 15, 2017  
Table of Contents

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

FORM 10-K

Annual Report Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

For the year ended September 30, 2017  
Commission File No. 001-33794

HILLENBRAND, INC.

(Exact name of registrant as specified in its charter)

Indiana 26-1342272

(State of incorporation) (I.R.S. 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

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
---------------------	---

Common Stock, without par value	New York Stock Exchange
---------------------------------	-------------------------

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  
Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Edgar Filing: Hillenbrand, Inc. - Form 10-K

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

(Do not  
check if a

Non-accelerated filer  smaller reporting company

Emerging growth company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

The aggregate market value of voting stock (consisting solely of shares of common stock) held by non-affiliates of the registrant as of March 31, 2017 was \$2,259,976,005. As of November 10, 2017, 63,023,245 shares of common stock were outstanding.

Documents Incorporated by Reference

Portions of our definitive proxy statement for the 2018 Annual Meeting of Shareholders are incorporated by reference into Part III of this report. The proxy statement will be filed no later than January 5, 2018.

Table of Contents

TABLE OF CONTENTS

	Page
<u>PART I</u>	
<u>Disclosure Regarding Forward-looking Statements</u>	<u>2</u>
<u>Item 1. Business</u>	<u>2</u>
<u>Item 1A. Risk Factors</u>	<u>11</u>
<u>Item 1B. Unresolved Staff Comments</u>	<u>17</u>
<u>Item 2. Properties</u>	<u>17</u>
<u>Item 3. Legal Proceedings</u>	<u>17</u>
<u>Item 4. Mine Safety Disclosures</u>	<u>18</u>
<u>PART II</u>	
<u>Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities</u>	<u>18</u>
<u>Item 6. Selected Financial Data</u>	<u>19</u>
<u>Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>19</u>
<u>Item 7A. Quantitative and Qualitative Disclosures About Market Risk</u>	<u>35</u>
<u>Item 8. Financial Statements and Supplementary Data</u>	<u>36</u>
<u>Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure</u>	<u>79</u>
<u>Item 9A. Controls and Procedures</u>	<u>79</u>
<u>Item 9B. Other Information</u>	<u>79</u>
<u>PART III</u>	
<u>Item 10. Directors, Executive Officers, and Corporate Governance</u>	<u>79</u>
<u>Item 11. Executive Compensation</u>	<u>80</u>
<u>Item 12. Security Ownership of Certain Beneficial Owners and Management, and Related Shareholder Matters</u>	<u>80</u>
<u>Item 13. Certain Relationships and Related Transactions, and Director Independence</u>	<u>80</u>

<u>Item 14. Principal Accountant Fees and Services</u>	<u>80</u>
--	-----------

PART IV

<u>Item 15. Exhibits and Financial Statement Schedules</u>	<u>80</u>
--	-----------

<u>Signatures</u>	<u>84</u>
-------------------	-----------

Table of Contents

(monetary amounts in millions, except per share data)

PART I

DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

Throughout this Form 10-K, 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 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 are subject to a wide range of risks.

Accordingly, in this Form 10-K, we may say something like,

“We expect that future revenue associated with the Process Equipment Group will be influenced by order backlog.”

That is a forward-looking statement, as indicated by the word “expect” and by the clear meaning of the sentence.

Other words that could indicate we are making forward-looking statements include:

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. For a discussion of 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 1A of this Form 10-K. We assume no obligation to update or revise any forward-looking statements.

Item 1. BUSINESS

In this section of the Form 10-K, we provide you a general overview of the Company, including a high-level review of our reportable segments and how we operate. We then present our reportable segments in greater detail, including the products we manufacture and sell, how those products are distributed and to whom, with whom we compete, the key inputs to production, and an explanation of our business strategies. We also provide you information on any key patents, trademarks, and regulatory matters important to our business. Finally, we provide you a brief background on our executive officers so that you can understand their experience and qualifications.

Further quantitative information about the business, by segment and geography, is set forth in Note 14 to our financial statements included in Part II, Item 8, of this Form 10-K.

GENERAL

Hillenbrand ([www.Hillenbrand.com](http://www.Hillenbrand.com)) is a global diversified industrial company with multiple market-leading brands that serve a wide variety of industries around the world. Hillenbrand's portfolio is composed of two business segments: the Process Equipment Group and Batesville®. The Process Equipment Group businesses design, develop, manufacture, and service highly engineered industrial equipment around the world. Batesville is a recognized leader in the North American death care industry. Hillenbrand was incorporated on November 1, 2007, in the state of Indiana and began trading on the New York Stock Exchange

## Table of Contents

under the symbol “HI” on April 1, 2008. “Hillenbrand,” “the Company,” “we,” “us,” “our,” and similar words refer to Hillenbrand, Inc. and its subsidiaries unless context otherwise requires.

Although Hillenbrand has been a public company for more than nine years, the businesses owned by Hillenbrand have been in operation for decades.

Between 2010 and 2014, Hillenbrand completed three major acquisitions of companies that formed the foundation of our Process Equipment Group: K-Tron International, Inc. (“K-Tron”) in April 2010, Rotex Global, LLC (“Rotex”) in August 2011, and Coperion Capital GmbH (“Coperion”) in December 2012.

TerraSource Global, also part of our Process Equipment Group, was organized in July 2012 from three brands, Gundlach Equipment Corporation, Jeffrey Rader Corporation, and Pennsylvania Crusher Corporation, each acquired as part of the K-Tron acquisition. The remaining K-Tron brands merged with Coperion during 2013.

On October 2, 2015, Hillenbrand acquired Abel Pumps LP, Abel GmbH & Co. KG, and certain of their affiliates (collectively “Abel”). Additionally, on February 1, 2016, Hillenbrand acquired Red Valve Company, Inc. (“Red Valve”). Both Abel and Red Valve are now included in our Process Equipment Group segment.

See Note 3 to our financial statements included in Part II, Item 8 of this Form 10-K for more information on the Abel and Red Valve acquisitions.

## Business Segments

### Process Equipment Group

The Process Equipment Group is a leading global provider of compounding, extrusion, and material handling; size reduction; screening and separating; and flow control products and services for a wide variety of manufacturing and other industrial processes.

We believe the Process Equipment Group has attractive fundamentals including:

- Geographic diversification;
- A parts and service business with historically stable revenue and attractive margins;
- A customer base that is highly diversified and has a strong history of long-term relationships with blue-chip customers; and
- Proven products with substantial brand value and recognition, combined with industry-leading applications and engineering expertise.

### Batesville

Batesville is a leader in the North American death care industry through the manufacture and sale of funeral service products, including burial caskets, cremation caskets, containers and urns, selection room display fixtures, other personalization and memorialization products, and web-based technology applications.

We believe Batesville has attractive fundamentals including:

- Historically predictable strong cash flow and attractive margins;
- Historically high return on invested capital; and
- Substantial brand value and recognition, combined with quality service, a nationwide distribution network, and a strong customer base.

## How We Operate

We strive to provide superior return for our shareholders, exceptional value for our customers, and great professional opportunities for our employees through deployment of the Hillenbrand Operating Model (HOM). The HOM is a consistent and repeatable framework designed to produce sustainable and predictable results. The HOM describes our mission, vision, values and mindset as leaders; applies our management practices in Strategy Management, Segmentation, Lean, Talent Development, and Acquisitions; and prescribes three steps (Understand, Focus, and Grow) designed to make our businesses both bigger and better. Our goal is to continue developing Hillenbrand as a world-class global diversified industrial company through the deployment of the HOM.



## Table of Contents

Our strategy is to leverage our historically strong financial foundation and the implementation of the HOM to deliver sustainable profit growth, revenue expansion and substantial free cash flow and then reinvest available cash in new growth initiatives that are focused on building leadership positions in our core markets and near adjacencies, both organically and inorganically, in order to create shareholder value.

### REPORTABLE SEGMENTS

#### Process Equipment Group

The Process Equipment Group designs, engineers, manufactures, markets, and services differentiated process and material handling equipment and systems for a wide variety of industries, including plastics, food and pharmaceuticals, chemicals, fertilizers, minerals and mining, energy, wastewater treatment, and forest products. The Process Equipment Group uses its strong applications and process engineering expertise to solve problems for customers. Its highly engineered capital equipment and systems offerings require after-market service and/or parts replacement, providing an opportunity for ongoing revenue at attractive margins.

#### Process Equipment Group: Products and Services

The Process Equipment Group product portfolio has grown through a series of acquisitions over the past seven years and now includes products and services for compounding, extrusion, and material handling; size reduction; screening and separating; and flow control. The Process Equipment Group businesses are supported by replacement parts and services that represent approximately 36% of the group's total revenue. Products are offered under brand names that are recognized among the leaders in their respective categories.

#### Compounding, Extrusion, and Material Handling Equipment, and Equipment System Design

Twin screw compounding and extrusion machines range from small laboratory compounding machines to high performance, high throughput extrusion systems. Small and mid-sized compounders are used by customers in engineering plastics, masterbatch, PVC, and other applications for the plastics, chemical, and food and pharmaceutical industries. These products are sold under the Coperion® brand. Extrusion systems are sold to customers in the polyolefin industry for base resin production. The extrusion products are sold under the Coperion® brand. Material handling equipment includes pneumatic and hydraulic conveying equipment for difficult-to-move materials; high-precision feeders that can operate at both very high and very low fill rates; blenders for pellets and powders; and rotary valves, diverter valves, and slide-gate valves used for feeding, dosing, discharge, and distribution during pneumatic conveying. The proprietary equipment is highly engineered and designed to solve the needs of customers for customized solutions. Material handling equipment is sold to a variety of industries, including plastics, food and pharmaceuticals, chemicals, and minerals and mining. These products are sold under the Coperion® and Coperion K-Tron® brands.

Compounding, extrusion, and material handling equipment can be sold as a complete system, where strong application and process engineering expertise is used to design and create a broad system solution for customers. Systems can range from a single manufacturing line to large scale manufacturing lines and turnkey systems. Larger system sales are generally fulfilled over 12 to 18 months. A variable amount of revenue for large system sales comes from third-party-sourced products that carry only a small up-charge. As a result, margin percentages tend to be lower on these large system sales when compared to the rest of the business.

#### Size Reduction Equipment

Size reduction equipment is used to reduce the size of friable materials. Pennsylvania Crusher® and Gundlach® products are used to crush materials in the power generation, mining, quarrying, glass making, salt

processing, and fertilizer manufacturing industries. Jeffrey Rader® products are used in industries including forest products, pulp and paper, biomass power and energy generation, and plastics/base resin manufacturing. Jeffrey Rader also designs and provides complete material handling and pneumatic or mechanical conveying systems to meet product specifications, including boiler feed, resource recovery, rail and truck loading/unloading, and recycling systems.

## Table of Contents

### Screening and Separating Equipment

Screening and separating equipment sorts dry, granular products based on the size of the particles being processed. This equipment is sold under the Rotex<sup>®</sup> brand to customers in a variety of industries including proppants, fertilizers, chemicals, agricultural goods, plastics, and food processing. The equipment uses a unique technology based on a specific gyratory-reciprocating motion that provides an optimal material distribution on the screens, gentle handling of particles, and accurate separations.

### Flow Control Solutions

Pump solutions mainly consist of piston and piston diaphragm pump technology that transfer abrasive or corrosive fluids and fluids with a high sludge or solids content for mission critical applications. This equipment is sold under the ABEL<sup>®</sup> Pump Technology brand into the power generation, wastewater treatment, mining, general industry, and marine markets. This equipment lends itself to a superior total cost of ownership over time compared to other pumping technologies.

Valve solutions mainly consist of pinch valves and duckbill check valves that manage fluids for mission-critical, severe service applications. These valves, among others, are sold under Red Valve<sup>®</sup>, Tideflex Technologies, and RKL Controls brands into the water and wastewater, drainage and storm water, mining, chemicals, and power markets. These engineered valves are designed for long life in the toughest municipal and industrial applications, lending themselves to superior total costs of ownership over time.

### Replacement Parts and Service

Replacement parts and service are a major component of most of the Process Equipment Group business lines. Service engineers and technicians are located around the globe to better respond to customers' machines and systems service needs. The parts and service division offers customers service consulting, training, maintenance and repairs, spare parts, and modernization solutions. These services are a key component of each business within the Process Equipment Group.

### Process Equipment Group: Sales, Distribution, and Operations

The Process Equipment Group sells equipment and systems throughout the world using a combination of direct sales and a global network of independent sales representatives and distributors. A part of the Process Equipment Group's sales, especially in North America, is made through independent sales representatives who are compensated by commission. In situations where a representative purchases equipment and resells it as a distributor, the product is sold at a price net of commission, depending on the type of product sold.

Equipment and systems orders are often for unique, engineered-to-order items. Therefore, the Process Equipment Group does not typically maintain significant amounts of raw material and component stock inventory on hand at any one time, except to cover replacement part orders. Products are either assembled and tested at Process Equipment Group facilities and then shipped to a customer or are assembled at the customer's desired location.

We expect that future revenue associated with the Process Equipment Group will be influenced by order backlog because of the lead time involved in fulfilling engineered-to-order equipment for customers. Though backlog can be an indicator of future revenue, it does not include projects and parts orders that are booked and shipped within the same quarter. The timing of order placement, size of order, extent of customization, and customer delivery dates can create fluctuations in backlog and revenue. Revenue attributable to backlog may also be affected by foreign exchange fluctuations for orders denominated in currencies other than United States ("U.S.") dollars.

Process Equipment Group: Customers

The Process Equipment Group has customers in a wide range of industries, including plastics, food and pharmaceuticals, chemicals, fertilizers, minerals and mining, energy, wastewater treatment, and forest products. These customers range from large, Fortune 500 global companies to regional and local businesses. No one customer accounted for more than 10% of Hillenbrand's consolidated revenue during 2017. For large or customized orders, customers generally pay a deposit and make progress payments in accordance with the project progress. Often, long-term relationships are established with these customers.

## Table of Contents

The Process Equipment Group's sales are diversified by end markets, and further penetration of these end markets is an important element of its strategy. Currently, projects in the plastics industry represent greater than half of the Process Equipment Group's sales. Geographically, approximately three quarters of the revenue in the Process Equipment Group comes from the Americas and EMEA (Europe, the Middle East, and Africa), with the remaining quarter coming from Asia.

We believe that long-term growth for this segment is driven by megatrends such as a rapidly growing middle class in China and India and a growing global population, resulting in rising demand for products sold in many of the end markets the Process Equipment Group serves. While overall demand for these products is expected to increase over the long run, we expect short-term periodic fluctuations in demand from time-to-time.

### Process Equipment Group: Competition

We believe the Process Equipment Group holds leading positions in key industries because of design and quality of products, extensive application and process engineering expertise, product support services, brand name recognition, and commitment to serving the needs of customers.

The Process Equipment Group brands face strong competition in the markets where they compete. Competitors range in size from small, privately-held companies serving narrow market segments or geographical areas to larger, well-known global companies serving national and international markets with multiple product lines. We believe the Process Equipment Group's diversification into multiple industries and markets, its base of replacement parts business, and its strong worldwide network of suppliers and dealers will allow it to maintain leading market positions even during economic downturns.

### Process Equipment Group: Raw and Component Materials

The manufacturing of the Process Equipment Group's products involves the machining and welding of raw materials (primarily sheet metals and steel) and castings that are assembled with other component parts that generally require particular specifications or qualifications purchased from third-party suppliers. Although most of these raw materials and components are generally available from several sources, some of these items are currently purchased from single sources. Volatility in the prices the Process Equipment Group pays for raw materials used in its products, including sheet metals and steel, has a direct effect on profitability. The Process Equipment Group regularly takes steps designed to mitigate the impact of volatility in raw and component material prices, including executing Lean initiatives and various sourcing actions. In instances where third-party suppliers are depended upon for outsourced products or components, there is risk of customer dissatisfaction with the quality or performance of the products sold due to supplier failure. In addition, difficulties experienced by third-party suppliers can interrupt the ability to obtain the outsourced product and ultimately to supply products to customers. Regardless, we believe the Process Equipment Group will generally be able to continue to obtain adequate supplies of key products or appropriate substitutes at reasonable costs.

### Process Equipment Group: Strategy

The Process Equipment Group seeks profitable growth through the following strategic initiatives:

#### • Build and grow leadership positions

• Build leadership positions in core and near adjacent markets through introduction of new products and application of process expertise.

•

Edgar Filing: Hillenbrand, Inc. - Form 10-K

Leverage our geographic presence to improve access to underpenetrated channels and local regions in developed and emerging markets.

Pursue acquisitions that strengthen our relative market leadership position in key markets.

Utilize the Hillenbrand Operating Model principles and tools to strengthen our competitive position and maintain an optimal cost structure to support profitability

Continually improve processes to be more consistent and cost efficient and to yield industry leading quality products and services that our customers value.

## Table of Contents

### Batesville

Batesville® is a recognized leader in the North American death care industry, where it has been designing, manufacturing, distributing, and selling funeral service products and solutions to licensed funeral directors operating licensed funeral homes for more than 100 years. Batesville-branded products include: burial caskets; cremation caskets and urns; selection room display fixturing for funeral homes; personalization and memorialization products and services; and web-based technology applications that include funeral planning, website products, and back office software for licensed funeral homes. Batesville also develops and markets comprehensive operational management software solutions for cemeteries.

### Batesville: Products and Services

As the needs of funeral professionals and consumers have evolved, Batesville has expanded its offerings with new products, value-added services, and leading partnerships. Today, Batesville provides products and services to customers under three primary solutions platforms: (1) Burial Solutions, which accounts for the majority of Batesville's revenue, (2) Cremation Options®, and (3) Technology Solutions. Each platform is underpinned by expert profitability solutions designed to help funeral professionals optimize their business.

#### ♣Burial Solutions

As the leading casket manufacturer in North America, Batesville is recognized for innovation in materials, design, and proprietary features that benefit funeral professionals and the families they serve. The company has been on the forefront of casket innovation for more than 60 years - from the first mass-produced gasketed casket to the introduction of Dimensions® oversized caskets, to casket personalization and memorialization elements, such as LifeSymbols® designs, LifeStories® medallions and keepsakes, and LifeView® panels.

Batesville produces gasketed caskets from four types of metal: carbon steel, stainless steel, copper, and bronze. Batesville also produces and markets an expanding selection of non-gasketed steel caskets. Additionally, Batesville manufactures solid hardwood and veneer caskets from multiple wood species and uses a variety of finishes to appeal to different consumers. Its wood products cover the spectrum in variety and value - from an exclusive line of Marsellus® premium solid wood caskets, to cloth-covered units and all-wood construction caskets, which are also suitable for green burials.

#### ♣Cremation Options®

The Cremation Options® platform is focused on helping funeral professionals capitalize on the growing consumer trend to select cremation. In addition to a broad line of cremation caskets, containers, and urns, Batesville offers training, merchandising, packaging support, and a complete line of marketing support materials to educate funeral directors and consumers on product and service options. Cremation caskets and containers are manufactured primarily of hardwoods and fiberboard using processes and material similar to those used to make wood burial caskets. Batesville's memorial urns are made from a variety of materials including bronze, wood, acrylic, cloisonné, brass, and marble. Batesville also offers a broad selection of biodegradable and scattering urns.

#### ♣Technology Solutions

♣Technology solutions are increasingly important in the death care industry. Batesville is the leading partner to approximately 5,700 funeral homes and cemeteries across North America. The company offers a suite of integrated, easy-to-use technology products and services, including funeral home websites, e-commerce solutions, digital selection and arrangement software, and business management systems for funeral homes and cemeteries. All of

these solutions are designed to support customers by (1) creating marketing and revenue opportunities; (2) making the funeral planning process easier and more efficient; and (3) creating more positive relationships with the families and communities they serve. Batesville also has exclusive agreements with leading brands such as: Legacy.com®, an on-line obituary network provider; and FTD®, an international provider of sympathy flowers and gifts that can be ordered directly from the funeral home's website.

7

---



## Table of Contents

### Batesville: Sales, Distribution, and Operations

Batesville offers several marketing and merchandising programs to funeral professionals. Batesville-branded caskets are marketed by a direct sales force only to licensed funeral professionals operating licensed funeral establishments throughout the U.S., Puerto Rico, Canada, Mexico, and Australia. Batesville also markets its products to select independent distribution facilities as well as full-service funeral establishments offering funeral products in conformance with state law in states that do not have specific licensing requirements.

Batesville has sales contracts in place with certain national death care service providers and also serves approximately 12,000 independent, privately owned funeral homes across North America. None of Batesville's customers accounted for more than 10% of Hillenbrand's consolidated revenue during 2017.

### Batesville: Customer Preferences and Demographics

The death of a family member causes most people to seek the services of a state-licensed funeral director. Most consumers have limited familiarity with funeral-related products and expect funeral directors to provide information on product and service alternatives. Although caskets and urns can be purchased from a variety of sources, including internet sellers and casket stores, the overwhelming majority of consumers who arrange a funeral purchase these products directly from a funeral home.

Demand for Batesville products and services is partially impacted by a few key external factors: U.S. and Canadian population demographics, the number of deaths annually, and the rate at which consumers select cremation. These primary factors have negatively impacted the burial volume trend in recent years, although periodic fluctuations can impact demand and revenue in a given quarter and year. We anticipate this trend in burials and demand will remain relatively consistent, in part because the continued shift toward cremation will be partially offset by the anticipated higher number of deaths among the aging post-World War II baby boomer generation. As a percentage of total deaths, the estimated cremation rate in 2017 was approximately 50% in the U.S. and 70% in Canada (Source: Cremation Association of North America). Another important factor impacting the death care industry is the gradual increase in consumer preferences for lower-price caskets.

### Batesville: Competition

Batesville is a recognized leader in the sale of death care products in North America. We believe competition in this industry is largely based on product quality, service, price, delivery, design features and personalization. Batesville competes with several national and regional casket manufacturers, as well as more than 100 independent casket distributors, most of whom serve fairly narrow geographic segments. Some non-traditional death care providers, such as large discount retail stores, casket stores, and internet casket retailers also sell caskets directly to consumers. The industry has seen a few foreign manufacturers, mostly from China, import caskets into the U.S. and Canada. Sales from these non-traditional and foreign providers collectively currently represent less than 10% of total casket sales in North America.

The effect of declining casket demand continues to put added economic pressures on casket manufacturers and distributors as they seek to maintain volume. Existing domestic over-capacity and commodity price increases could further impact these pressures, resulting in higher per unit costs.

### Batesville: Raw Materials

Batesville uses carbon and stainless steel, copper and bronze sheets, wood, fabrics, finishing materials, rubber gaskets, plastic and zinc in the manufacture of its caskets. Although most of these raw materials are generally available from

several sources, some are currently procured from a single source.

Volatility in the prices Batesville pays for raw materials used in its products, including steel, fuel, petroleum-based products, and fuel-related delivery costs, has a direct effect on profitability. The company generally does not engage in hedging transactions for these purchases but does enter into fixed-price supply contracts at times. Batesville regularly takes steps designed to mitigate the impact of volatility in raw material and fuel prices, including executing Lean initiatives and various sourcing actions.

Most of Batesville's sales are made pursuant to supply agreements with its customers, and historically it has instituted annual price adjustments to help offset some, but not necessarily all, raw material cost increases.

## Table of Contents

### Batesville: Strategy

While we believe there are opportunities to generate additional revenue within a wider range of death care products and services, sustaining volume in the burial casket space continues to be a top priority. Batesville's leadership team is focused on two strategic initiatives to sustain burial volume:

#### • Grow our leadership position in the death care industry

- Focus on building and delivering value propositions that align with the needs of each customer segment to continue Batesville's mission of helping families honor the lives of those they love®.

• Utilize the Hillenbrand Operating Model principles and tools to strengthen our leadership position and maintain an optimal cost structure to support profitability

• Continually improve processes to be more consistent and efficient and to clearly yield industry leading quality products and services that our customers value.

### HILLENBRAND PATENTS AND TRADEMARKS

We own a number of patents on our products and manufacturing processes and maintain trade secrets related to manufacturing processes. These patents and trade secrets are of importance, but we do not believe any single patent or trade secret or related group of patents or trade secrets is of material significance to our business as a whole. We also own a number of trademarks and service marks relating to products and services which are of importance. We believe the marks Coperion®, Coperion K-Tron®, TerraSource Global®, Pennsylvania Crusher®, Gundlach®, Jeffrey Rader®, K-Tron®, Rotex®, ABEL® Pump Technology, and Red Valve® are of material significance to the Process Equipment Group. We believe the trademark Batesville® is of material significance to our Batesville segment.

Our ability to compete effectively depends, to an extent, on our ability to maintain the proprietary nature of our intellectual property. In the past, certain of our products have been copied and sold by others. Hillenbrand vigorously seeks to enforce its intellectual property rights. However, we may not be sufficiently protected by our various patents, trademarks, and service marks, and they may be challenged, invalidated, cancelled, narrowed, or circumvented. Beyond that, we may not receive the pending or contemplated patents, trademarks, or service marks for which we have applied or filed.

### HILLENBRAND REGULATORY MATTERS

Both the Process Equipment Group and Batesville are subject to a variety of federal, state, local, and foreign laws and regulations relating to environmental, health, and safety concerns, including the handling, storage, discharge, and disposal of hazardous materials used in or derived from our manufacturing processes. We are committed to operating all our businesses in a manner that protects the environment and makes us good corporate citizens in the communities in which we operate. While we believe that continued compliance with federal, state, local and foreign laws relating to the protection of the environment will not have a material effect on our capital expenditures, earnings or competitive position, future events or changes in existing laws and regulations or their interpretation may require us to make additional expenditures in the future. The cost or need for any such additional expenditure is not known.

### HILLENBRAND FOREIGN OPERATIONS AND EXPORT SALES

Quantitative information about foreign operations is set forth in tables relating to geographic information in Note 14 to our financial statements included in Part II, Item 8, of this Form 10-K. For a discussion of risks related to our

non-U.S. operations and foreign currency exchange, refer to Part I, Item 1A. Risk Factors, of this Form 10-K.

#### HILLENBRAND EMPLOYEES

At September 30, 2017, we had approximately 6,000 employees worldwide. Approximately 3,000 employees were located within the U.S. and 3,000 employees were located outside of the U.S., primarily throughout Europe and China. Approximately 2,500 employees in North America and Europe work under collective bargaining agreements. Hillenbrand strives to maintain satisfactory relationships with all its employees, including the unions representing those employees. As a result, we have not experienced a significant work stoppage due to labor relations in more than 20 years.

Table of Contents

EXECUTIVE OFFICERS OF THE REGISTRANT

Our Board of Directors is responsible for electing the Company's executive officers annually and from time to time as necessary. Executive officers serve in the ensuing year and until their respective successors are elected and qualified. There are no family relationships between any of our executive officers or between any of them and any members of the Board of Directors. The following is a list of our executive officers as of November 15, 2017.

Joe A. Raver, 51, has served as a director and as President and Chief Executive Officer of the Company since September 2013. He has served as President of the Company's Process Equipment Group since March 2011. Mr. Raver was elected as a director of Applied Industrial Technologies, Inc. ("AIT," a leading industrial distributor serving MRO and OEM customers in virtually every industry) in August 2017. In October 2017, Mr. Raver was appointed to both the Audit and the Corporate Governance Committees of AIT. He previously served as President of Batesville Casket Company from 2008 to 2011. He also previously served as Vice President and General Manager of the respiratory care division of Hill-Rom Holdings ("Hill-Rom"), a leading global provider of medical equipment and services and the Company's former parent, as well as Hill-Rom's Vice President of Strategy and Shared Services. Prior to that, Mr. Raver spent 10 years in a variety of leadership positions at Batesville Casket Company and Hill-Rom.

Kristina A. Cerniglia, 51, was elected Senior Vice President, Chief Financial Officer effective August 2014. Ms. Cerniglia has more than 25 years of industrial experience. Before assuming the role as Hillenbrand's Chief Financial Officer, she spent 17 years serving in a variety of leadership roles, most recently as Vice President and Corporate Controller (2010-2014), at Stanley Black & Decker, a global provider of power and hand tools, mechanical access solutions, and electronic monitoring systems. Prior to that, she spent nine years of her career at United Technologies Corporation in various financial roles.

Diane R. Bohman, 47, was elected Senior Vice President, Strategy and Corporate Development, effective January 2017. She simultaneously served as the interim Senior Vice President, Human Resources from January 2017 until July 2017. Prior to that, Ms. Bohman held the position of Chief Administrative Officer effective May 2014. Ms. Bohman previously served as the Company's Senior Vice President, Integration, since December 2012, and prior to that was the Company's Vice President, Corporate Strategy from June 2011. From November 2013 to May 2014, Ms. Bohman served as the interim Chief Financial Officer for Coperion GmbH. From 2005 to 2011, Ms. Bohman served various roles at Batesville, including Vice President, Logistics; Vice President and Chief Financial Officer; and Vice President, Strategy. Prior to joining Batesville, Ms. Bohman worked for seven years at the Company's former parent, Hill-Rom Holdings, holding a broad array of positions in the finance organization. She began her career in the business assurance practice of Coopers & Lybrand, LLC. Ms. Bohman is a Certified Public Accountant.

Kimberly K. Ryan, 50, was elected President of Coperion GmbH effective September 2015. Ms. Ryan has also been a Senior Vice President of Hillenbrand since April 2011. Prior to being appointed President of Coperion, Ms. Ryan served as President of Batesville effective April 2011. Prior to joining Hillenbrand from 2006 until 2011, Ms. Ryan served as Senior Vice President, North America, Post-Acute Care of Hill-Rom Holdings. Prior to that, she held various senior and leadership roles at Hillenbrand Industries, Inc., our former parent, and its subsidiaries, including leading its Turnaround Program, Shared Services, and Information Technology from 2005-2007, and from 2000 to 2005 serving in roles including Vice President, Shared Services; Vice President, Batesville Business Information Systems; and Director, Enterprise Systems. Ms. Ryan began her career with Batesville in 1989, holding positions of increasing responsibility within Batesville and the Company's former parent in finance, strategy, operations, logistics, and information technology.

Christopher H. Trainor, 47, was elected President of Batesville Casket Company effective September 2015, after having served as Senior Vice President, CFO and Chief Administrative Officer. Mr. Trainor has also been a Senior Vice President of Hillenbrand since December 2015. Mr. Trainor joined Batesville in 2010 as Vice President and

Chief Financial Officer and was later assigned additional responsibilities for oversight of Human Resources and Information Technology. Prior to joining Batesville, Mr. Trainor spent 17 years with Kraft Foods where he held a variety of finance roles in both the United States and United Kingdom.

Glennis A. Williams, 41, was elected Senior Vice President & Chief Human Resources Officer effective July 17, 2017. Ms. Williams brings with her nearly 20 years of experience in human resources, serving most recently as Vice President, Global Human Resources for Welbilt Inc. in New Port Richey, Florida. Prior to that, she served as Vice President of Human Resources at Joy Global and as a Human Resources Leader at Westinghouse Electric.

Nicholas R. Farrell, 38, was elected Vice President, General Counsel and Secretary effective October 2015, and in December 2016 was also named as the Company's Chief Compliance Officer. Mr. Farrell began his career with the Company in 2011 as Corporate and Securities Counsel, and prior to his current role served as Vice President, Associate General Counsel and Assistant

## Table of Contents

Secretary, beginning in 2014. Prior to joining Hillenbrand, Mr. Farrell was in private practice for six years with global law firm Troutman Sanders.

James A. Hooven, 46, was elected Vice President, Hillenbrand Operating Model effective June 5, 2017. Mr. Hooven has over 20 years of experience with diversified industrial manufacturing companies. He most recently served as General Manager with SL Industries (purchased by Handy & Harman in 2016). Prior to that, he served as Vice President of Operational Excellence at SL Industries and served in various operational roles at Danaher and Trane.

Eric M. Teegarden, 40, was elected Vice President, Controller and Chief Accounting Officer effective July 2015. Prior to joining the Company, Mr. Teegarden spent nearly eight years in controller roles of increasing responsibility within General Electric Company (GE), serving in a wide range of GE manufacturing businesses, from appliances to lighting to jet engines. Prior to GE, he served in reporting and accounting roles in two smaller, publicly-traded manufacturing companies. Mr. Teegarden spent the first three years of his career, beginning in 2000, in public accounting for both Arthur Andersen and Deloitte & Touche where his focus was on energy companies. Mr. Teegarden is a Certified Public Accountant.

## AVAILABILITY OF REPORTS AND OTHER INFORMATION

Our website is [www.hillenbrand.com](http://www.hillenbrand.com). We make available on this website, free of charge, access to press releases, conference calls, our annual and quarterly reports, and other documents filed with or furnished to the Securities and Exchange Commission (SEC) as soon as these reports are filed or furnished. We also make available through this website position specifications for the Chairperson and each of the members of the Board of Directors, as well as for committee chairpersons; the Corporate Governance Standards of our Board of Directors; the charters of each of the standing committees of the Board of Directors; our Code of Ethical Business Conduct; our Global Anti-Corruption Policy; and our Supply Chain Transparency Policy. All of these documents are also available to shareholders in print upon request.

All reports and documents filed with the SEC are also available via the SEC website, [www.sec.gov](http://www.sec.gov), or may be read and copied at the SEC Public Reference Room at 100 F Street, NE, Washington, DC 20549. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330.

## Item 1A. RISK FACTORS

In this section of the Form 10-K, we describe the risks we believe are most important for you to think about when you consider investing in, selling, or owning our stock or debt. This information should be assessed along with the other information we provide you in this Form 10-K. Like most companies, our business involves risks. The risks described below are not the only risks we face, but these are the ones we currently think have the potential to significantly affect stakeholders in our Company if they were to develop adversely (due to size, volatility, or both). We exclude risks that we believe are inherent in all businesses broadly as a function of simply being “in business.” Additional risks not currently known or considered immaterial by us at this time and thus not listed below could also result in adverse effects on our business. We have assigned the risks into categories to help you understand from where they emanate (e.g. the overall Company or a specific segment).

### Risk Related to Hillenbrand

1.A key component of our growth strategy is making significant acquisitions, some of which may be outside the industries in which we currently operate. We may not be able to achieve some or all of the benefits that we expect to achieve from these acquisitions. If an acquisition were to perform unfavorably, it could have an adverse impact on our value.

All acquisitions involve inherent uncertainties, which may include, among other things, our ability to:

- successfully identify the most suitable targets for acquisition;
- negotiate reasonable terms;
- properly perform due diligence and determine all the significant risks associated with a particular acquisition;
- successfully transition the acquired company into our business and achieve the desired performance;
- avoid diversion of Company management's attention from other important business activities; and
- where applicable, implement restructuring activities without an adverse impact to business operations.

We may acquire businesses with unknown liabilities, contingent liabilities, internal control deficiencies, or other risks. We have plans and procedures to review potential acquisition candidates for a variety of due diligence matters, including compliance with applicable regulations and laws prior to acquisition. Despite these efforts, realization of any of these liabilities



Table of Contents

or deficiencies may increase our expenses, adversely affect our financial position, or cause us to fail to meet our public financial reporting obligations.

We generally seek indemnification from sellers covering these matters; however, the liability of the sellers is often limited, and certain former owners may be unable to meet their indemnification responsibilities. We cannot be assured that these indemnification provisions will fully protect us, and as a result we may face unexpected liabilities that adversely affect our profitability and financial position.

We may not achieve the intended benefits of our acquisitions. Under such circumstances, management could be required to spend significant amounts of time and resources in the transition of the acquired business, and we may not fully realize benefits anticipated from application of the HOM. We may also decide to sell previously acquired businesses, or portions thereof, that no longer meet our strategic objectives, potentially resulting in a loss, accounting charge, or other negative impact. As a result of these factors, our business, cash flows, and results of operations could be materially impacted.

If we acquire a company that operates in an industry that is different from the ones in which we currently operate, our lack of experience with that company's industry could have a material adverse impact on our ability to manage that business and realize the benefits of that acquisition.

2.Global market and economic conditions, including those related to the financial markets, could have a material adverse effect on our operating results, financial condition, and liquidity.

Our business is sensitive to changes in general economic conditions, both inside and outside the U.S. Continuing uncertainties in the eurozone, including future implications from the voluntary exit of the United Kingdom from the European Union (commonly referred to as "Brexit") and uncertainties in China may depress demand in these areas and create additional risk to our financial results.

Instability in the global economy and financial markets can adversely affect our business in several ways, including limiting our customers' ability to obtain sufficient credit or pay for our products within the terms of sale. Competition could further intensify among the manufacturers and distributors with whom we compete for volume and market share, resulting in lower net revenue due to steeper discounts and product mix-down. In particular, if certain key or sole suppliers were to become capacity constrained or insolvent, it could result in a reduction or interruption in supplies or a significant increase in the price of supplies.

Substantial losses in the equity markets could have an adverse effect on the assets of the Company's pension plans. Volatility of interest rates and negative equity returns could require greater contributions to the defined benefit plans in the future.

3.International economic, political, legal, and business factors could negatively affect our operating results, cash flows, financial condition, and growth.

We derived approximately 44%, 44%, and 43% of our revenue from our operations outside the U.S. for the years ended September 30, 2017, 2016, and 2015. This revenue is primarily generated in Europe, the Middle East, Asia, South America, and Canada. In addition, we have manufacturing operations, suppliers, and employees located outside the U.S. Since our growth strategy depends in part on our ability to further penetrate markets outside the U.S., we expect to continue to increase our sales and presence outside the U.S., including in emerging markets.

Our international business is subject to risks that are often encountered in non-U.S. operations, including:

• interruption in the transportation of materials to us and finished goods to our customers, including conditions where recovery from natural disasters may be delayed due to country-specific infrastructure and resources;

• differences in terms of sale, including payment terms;

• local product preferences and product requirements;

• changes in a country's or region's political or economic condition, including with respect to safety and health issues;

• trade protection measures and import or export licensing requirements;

• unexpected changes in laws or regulatory requirements, including negative changes in tax laws;

• limitations on ownership and on repatriation of earnings and cash;

• difficulty in staffing and managing widespread operations;

• differing labor regulations;

• difficulties in enforcing contract and property rights under local law;

Table of Contents

difficulties in implementing restructuring actions on a timely or comprehensive basis; and differing protection of intellectual property.

Such risks may be more likely or pronounced in emerging markets, where our operations may be subject to greater uncertainty due to increased volatility associated with the developing nature of their economic, legal, and governmental systems.

If we are unable to successfully manage the risks associated with expanding our global business or to adequately manage operational fluctuations, it could adversely affect our business, financial condition, or results of operations.

4. Changes in the United States political environment could negatively impact our business.

The 2016 presidential and congressional elections in the United States have resulted in significant uncertainty with respect to, and could result in changes in, legislation, regulation and government policy. While it is not possible to predict whether and when any such changes will occur, changes at the local, state or federal level could significantly impact our business and the industries in which we compete. Specific legislative and regulatory proposals discussed during and after the election that could have a material impact on us include, but are not limited to, changes to existing trade agreements, import and export regulations, tariffs and customs duties, income tax regulations and the federal tax code, public company reporting requirements, environmental regulation and antitrust enforcement. To the extent changes in the political environment have a negative impact on the Company or our markets, it may materially and adversely impact our business, results of operations and financial condition in the periods to come.

5. We rely upon our employees, agents, and business partners to comply with laws in many different countries and jurisdictions. We establish policies and provide training to assist them in understanding our policies and the regulations most applicable to our business; however, our reputation, ability to do business, and financial results may be impaired by improper conduct by these individuals.

We cannot provide assurance that our internal controls and compliance systems will always protect us from acts committed by our employees, agents, or business partners that would violate U.S. and/or non-U.S. laws, including the laws governing payments to government officials, bribery, fraud, anti-kickback and false claims, competition, export and import compliance, money laundering, and data privacy. In particular, the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act, and similar anti-bribery laws in other jurisdictions generally prohibit companies and their intermediaries from making improper payments to government officials for the purpose of obtaining or retaining business, and we operate in many parts of the world that have experienced governmental corruption to some degree. Any such improper actions could subject us to civil or criminal investigations in the U.S. and in other jurisdictions; could lead to substantial civil and criminal, monetary and non-monetary penalties, and related shareholder lawsuits; could cause us to incur significant legal fees; and could damage our reputation.

6. We are subject to risks arising from currency exchange rate fluctuations, which may adversely affect our results of operations and financial condition.

We are subject to currency exchange rate risk to the extent that our costs are denominated in currencies other than those in which we earn revenues. In addition, since our financial statements are denominated in U.S. dollars, changes in currency exchange rates between the U.S. dollar and other currencies have had, and will continue to have, an impact on our results of operations. The Company's predominant exposures are in European, Canadian, Swiss, Mexican, and Asian currencies, including the Chinese Renminbi. In preparing financial statements for foreign operations with functional currencies other than the U.S. dollar, asset and liability accounts are translated at current exchange rates, and income and expenses are translated using weighted-average exchange rates. With respect to the effects on translated earnings, if the U.S. dollar strengthens relative to local currencies, the Company's earnings could

be negatively impacted. Although we address currency risk management through regular operating and financing activities and through the use of derivative financial instruments, those actions may not prove to be fully effective.

7. Increased prices for, or unavailability of, raw materials used in our products could adversely affect profitability.

Our profitability is affected by the prices of the raw materials used in the manufacture of our products. These prices fluctuate based on a number of factors beyond our control, including changes in supply and demand, general economic conditions, labor costs, fuel-related delivery costs, competition, import duties, tariffs, currency exchange rates, and, in some cases, government regulation. Significant increases in the prices of raw materials that cannot be recovered through increases in the price of our products could adversely affect our results of operations and cash flows.

## Table of Contents

We cannot guarantee that the prices we are paying for raw materials today will continue in the future or that the marketplace will continue to support current prices for our products or that such prices can be adjusted to fully or partially offset raw material price increases in the future. Any increases in prices resulting from a tightening supply of these or other commodities could adversely affect our profitability. We do not engage in hedging transactions for raw material purchases, but we do enter into some fixed-price supply contracts.

Our dependency upon regular deliveries of supplies from particular suppliers means that interruptions or stoppages in such deliveries could adversely affect our operations until arrangements with alternate suppliers could be made. Several of the raw materials used in the manufacture of our products currently are procured from a single source. If any of these sole-source suppliers were unable to deliver these materials for an extended period of time as a result of financial difficulties, catastrophic events affecting their facilities, or other factors, or if we were unable to negotiate acceptable terms for the supply of materials with these sole-source suppliers, our business could be adversely affected. We may not be able to find acceptable alternatives, and any such alternatives could result in increased costs. Extended unavailability of a necessary raw material could cause us to cease manufacturing one or more products for a period of time.

8. The Company could face labor disruptions that would interfere with operations.

As of September 30, 2017, approximately 42% of Hillenbrand's employees work under collective bargaining agreements. Although we have not experienced any significant work stoppages in the past 20 years as a result of labor disagreements, we cannot ensure that such a stoppage will not occur in the future. Inability to negotiate satisfactory new agreements or a labor disturbance at one or more of our facilities could have a material adverse effect on our operations.

9. We are involved from time to time in claims, lawsuits, and governmental proceedings relating to our operations, including environmental, antitrust, patent infringement, business practices, commercial transactions, and other matters. The ultimate outcome of these claims, lawsuits, and governmental proceedings cannot be predicted with certainty but could have a material adverse effect on our financial condition, results of operations, and cash flows.

We are also subject to other potential claims, including product and general liability, workers compensation, auto liability, and employment-related matters. While we maintain insurance for certain of these exposures, the policies in place are high-deductible policies. For a more detailed discussion of claims, see Note 11 to our financial statements included in Part II, Item 8, of this Form 10-K.

10. We have a significant amount of debt, which could adversely affect the Company and limit our ability to respond to changes in our business or make future desirable acquisitions.

As of September 30, 2017, our outstanding debt was \$465.7. This level of debt and additional debt we may incur in the future could have important consequences to our businesses. For example:

• We may be more vulnerable to general adverse economic and industry conditions, because we have lower borrowing capacity.

• We will be required to dedicate a larger portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow for other purposes, including business development efforts and acquisitions.

• We will continue to be exposed to the risk of increased interest rates, because a portion of our borrowings is at variable rates of interest.

• We may be more limited in our flexibility in planning for, or reacting to, changes in our businesses and the industries in which they operate, thereby placing us at a competitive disadvantage compared to competitors that have less

indebtedness.

We may be more vulnerable to credit rating downgrades which could have an impact on our ability to secure future financing at attractive interest rates.

11. The performance of the Company may suffer from business disruptions associated with information technology, cyber-attacks, or catastrophic losses affecting infrastructure.

The Company relies heavily on computer systems to manage and operate its businesses and record and process transactions. Computer systems are important to production planning, customer service, and order management, as well as other critical processes.

Table of Contents

Despite efforts to prevent such situations and the existence of established risk management practices that partially mitigate these risks, the Company's systems may be affected by damage or interruption from, among other causes, power outages, system failures, or computer viruses. Computer hardware and storage equipment that is integral to efficient operations, such as email, telephone and other functionality, is concentrated in certain physical locations in the various geographies in which the Company operates.

In addition, security threats and sophisticated computer crime pose a potential risk to the security of the Company's information technology systems, networks, and services, as well as the confidentiality and integrity of the Company's data. If the Company suffers a loss or disclosure of business or stakeholder information due to security breaches, and if business continuity plans do not effectively address these issues on a timely basis, the Company may suffer interruption in its ability to manage operations, as well as reputational, competitive, or business harm, which may adversely impact the Company's business, financial condition, and results of operations.

12. The effective tax rate of the Company may be negatively impacted by economic downturns as well as future changes to tax laws in global jurisdictions in which we operate.

We are subject to income taxes in the United States and various other global jurisdictions. Our effective tax rate could be adversely affected by changes in the mix of earnings by jurisdiction and the valuation of deferred tax assets and liabilities. We recognize deferred tax assets and liabilities based on the differences between the financial statement carrying amounts and the tax basis of assets and liabilities. Our deferred tax assets, net of valuation allowances, totaled approximately \$112.7 and \$153.3 at September 30, 2017 and 2016. Significant judgment is required in determining our provision for income taxes. We regularly review our deferred tax assets for recoverability and establish a valuation allowance if it is more likely than not that some portion or all of a deferred tax asset will not be realized. If we are unable to generate sufficient future taxable income, if there is a material change in the actual effective tax rates, or if there is a change to the time period within which the underlying temporary differences become taxable or deductible, we could be required to increase our valuation allowance against our deferred tax assets, which could result in a material increase in our effective tax rate.

In addition, changes in tax laws or tax rulings could have a material impact on our effective tax rate. Certain changes to U.S. tax laws, including limitations on the ability to defer U.S. taxation on earnings outside of the United States until those earnings are repatriated to the United States, could affect the tax treatment of our foreign earnings. Additionally, many countries in the European Union, as well as a number of other countries and organizations such as the Organization for Economic Cooperation and Development, are actively considering changes to existing tax laws. Certain proposals could include recommendations that could increase our tax obligations in many countries where we do business. Any changes in the taxation of our activities in such jurisdictions may result in a material increase in our effective tax rate.

13. Provisions in our Articles of Incorporation and By-laws and facets of Indiana law may prevent or delay an acquisition of the Company, which could decrease the trading price of our common stock.

Our Articles of Incorporation and By-laws, as well as Indiana law, contain provisions that could delay or prevent changes in control if our Board of Directors determines that such changes in control are not in the best interests of our shareholders. While these provisions have the effect of encouraging persons seeking to acquire control of our Company to negotiate with our Board of Directors, they could enable our Board of Directors to hinder or frustrate a transaction that the Board of Directors believes is not in the best interests of shareholders, but which some, or a majority, of our shareholders might believe to be in their best interests.

These provisions include, among others:

the division of our Board of Directors into three classes with staggered terms;  
the inability of our shareholders to act by less than unanimous written consent;  
rules regarding how shareholders may present proposals or nominate directors for election at shareholder meetings;  
the right of our Board of Directors to issue preferred stock without shareholder approval; and  
limitations on the right of shareholders to remove directors.

Indiana law also imposes some restrictions on mergers and other business combinations between the Company and any holder of 10% or more of our outstanding common stock.

We believe these provisions are important for a public company and protect our shareholders from coercive or otherwise potentially unfair takeover tactics by encouraging potential acquirers to negotiate with our Board of Directors and by providing



## Table of Contents

our Board of Directors with appropriate time to assess any acquisition proposal. These provisions are not intended to make our Company immune from takeovers; however, they may apply if the Board of Directors determines that a takeover offer is not in the best interests of our shareholders, even if some shareholders believe the offer to be beneficial.

### Risk Related to the Process Equipment Group

1. A significant portion of our investments in the Process Equipment Group includes goodwill and intangible assets that are subject to periodic impairment evaluations. An impairment loss on these assets could have a material adverse impact on our financial condition and results of operations.

We acquired intangible assets with the acquisitions of Coperion, K-Tron (including TerraSource Global), Rotex, Abel, and Red Valve, portions of which were identified as either goodwill or indefinite-lived assets. We periodically assess these assets to determine if they are impaired. Significant negative industry or economic trends, disruptions to our business, inability to effectively integrate acquired businesses, unexpected significant changes, or planned changes in use of the assets, divestitures, and market capitalization declines may impair these assets. Any charges relating to such impairments could adversely affect our results of operations in the periods recognized.

2. The Process Equipment Group operates in cyclical industries.

As an industrial capital goods supplier, the Process Equipment Group serves industries that are cyclical. During periods of economic expansion, when capital spending normally increases, the Process Equipment Group generally benefits from greater demand for its products. During periods of economic contraction, when capital spending normally decreases, the Process Equipment Group generally is adversely affected by declining demand for new equipment orders, and it may be subject to increases in uncollectible receivables from customers who become insolvent. There can be no assurance that economic expansion or increased demand will be sustainable, and our financial condition, results of operations, and cash flows could be materially adversely affected.

3. The Process Equipment Group derives significant revenues from the plastics industry. Any decrease in demand for plastics or equipment used in the plastics industry could have a material adverse effect on our business, financial condition, and results of operations.

The Process Equipment Group sells extruders and compounding systems to the plastics industry. Sales volume is tied to the need for equipment used to produce plastics products, which may be significantly influenced by the demand for plastics, the capital investment needs of companies in the plastics industry, and changes in technological advances. As a result, any downturn in or disruption to the plastics industry or decrease in the demand for plastics could have a material adverse effect on our business, financial condition, and results of operations.

4. The Process Equipment Group derives revenues from the energy industry. Any decrease in demand for electricity, oil, natural gas, coal, and mining equipment or an increase in regulation of the energy industry could have a material adverse effect on our business, financial condition, and results of operations.

A portion of the Process Equipment Group's sales are affected by the consumption of oil, natural gas, and coal. The demand for oil, natural gas, coal, and mining equipment is dependent upon, among other things, the availability and cost of alternative sources of energy, such as solar, wind, or nuclear power. Additionally, the cost of compliance with federal, state, and local laws and regulations on the energy industry may impact the demand for our products. As a result, any downturn in or disruption to the oil, natural gas, or coal and mining industries or decrease in the demand for electricity could have a material adverse effect on our business, financial condition, and results of operations.

Risk Related to Batesville

1. Continued fluctuations in mortality rates and increased cremations may adversely affect the sales volume of our burial caskets.

The life expectancy of U.S. citizens has increased steadily since the 1950s and is expected to continue to do so for the foreseeable future. However, we do anticipate a modest increase in deaths every year driven by the aging U.S. population.

Cremations as a percentage of total U.S. deaths have increased steadily since the 1960s and are expected to continue to increase for the foreseeable future. The increase in the number of cremations in the U.S. has resulted in a contraction in the demand for

## Table of Contents

burial caskets. This has been a contributing factor to lower burial casket sales volumes for Batesville in recent years. We expect these trends will continue in the foreseeable future and will likely continue to negatively impact burial casket volumes.

Finally, the number of deaths can vary over short periods of time and among different geographical areas due to a variety of factors, including the timing and severity of seasonal outbreaks of illnesses such as pneumonia and influenza. Such variations could cause the sale of burial caskets to fluctuate from quarter to quarter and year to year, which could have a material adverse effect on our financial condition, results of operations, and cash flows.

2. Batesville's business is dependent on several major contracts with large national funeral providers. The relationships with these customers pose several risks.

Batesville has contracts with a number of national funeral home customers that constitute a sizeable portion of its overall sales volume. Also, while contracts with national funeral service providers give Batesville important access to purchasers of death care products, they may obligate Batesville to sell products at contracted prices for extended periods of time, therefore limiting Batesville's ability, in the short term, to raise prices in response to significant increases in raw material prices or other factors. Any decision by national funeral home customers to discontinue or limit purchases from Batesville could have a material adverse effect on our financial condition, results of operations, and cash flows.

3. Batesville is facing competition from a number of non-traditional sources and from caskets manufactured abroad and imported into North America.

Non-traditional death care product providers, such as large discount retail stores, casket stores, and internet casket retailers could present more of a competitive threat to Batesville and its sales channel than is currently anticipated. In addition, a few foreign manufacturers, mostly from China, import caskets into the U.S. and Canada. Sales from these non-traditional and foreign providers currently represent less than 10% of total casket sales in North America, but this percentage could grow. It is not possible to quantify the financial impact that these competitors will have on Batesville in the future. These competitors and any new entrants into the funeral products business may drive pricing and other competitive actions in an industry that already has domestic production over-capacity. Such competitive developments could have a negative impact on our results of operations and cash flows.

### Item 1B. UNRESOLVED STAFF COMMENTS

We have not received any comments from the staff of the SEC regarding our periodic or current reports that remain unresolved.

### Item 2. PROPERTIES

Our corporate headquarters is located in Batesville, Indiana, in a facility that we own. At September 30, 2017, the Process Equipment Group operated 17 significant manufacturing facilities located in the U.S. (New Jersey, Kansas, Ohio, Illinois, North Carolina and Virginia), Germany, Switzerland, China, India, and the United Kingdom. Nine of these facilities are owned and eight are leased. The Process Equipment Group also leases or owns a number of sales offices in Europe, Asia, Canada, and South America.

At September 30, 2017, Batesville operated four significant manufacturing facilities located in Indiana, Tennessee, Mississippi, and Mexico. Three of these facilities are owned and one is leased. Batesville also leases or owns a number of warehouse distribution centers, service centers, and sales offices in the U.S., Mexico, Canada, and Australia.

Facilities often serve multiple purposes, such as administration, sales, manufacturing, testing, warehousing, and distribution. We believe our current facilities will provide adequate capacity to meet expected demand for the next several years.

Item 3. LEGAL PROCEEDINGS

We are involved from time to time in claims, lawsuits, and government proceedings relating to our operations, including environmental, antitrust, patent infringement, business practices, commercial transactions, and other matters. We are also subject to other claims and potential claims, including those relating to product and general liability, workers' compensation, auto liability, and employment-related matters. The ultimate outcome of claims, lawsuits, and proceedings cannot be predicted with certainty. We carry various forms of commercial, property and casualty, product liability, and other forms of insurance; however, such insurance may not be applicable or adequate to cover the costs associated with a judgment against us. It is difficult to measure the actual loss that might be incurred related to litigation, and the ultimate outcome of these claims, lawsuits, and proceedings could have a material adverse effect on our financial condition, results of operations, and cash flows.

Table of Contents

For more information on various legal proceedings, see Note 11 to our financial statements included in Part II, Item 8, of this Form 10-K. That information is incorporated into this Item by reference.

## Item 4. MINE SAFETY DISCLOSURES

Not applicable.

## PART II

## Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES

Hillenbrand common stock is traded on the New York Stock Exchange under the ticker symbol "HI." The following table reflects the quarterly range of high and low closing sales prices of our common stock for 2017 and 2016.

	2017		2016	
	High	Low	High	Low
First quarter	\$38.35	\$29.10	\$31.36	\$25.82
Second quarter	\$38.65	\$35.35	\$29.95	\$24.65
Third quarter	\$38.40	\$34.90	\$31.27	\$28.51
Fourth quarter	\$39.35	\$35.10	\$32.99	\$29.65

As of November 10, 2017, we had approximately 1,900 shareholders of record.

## Dividends

Although we have paid cash dividends since our inception on April 1, 2008, the declaration and payment of cash dividends is at the sole discretion of our Board of Directors and depends upon many factors, including our financial condition, earnings potential, capital requirements, alternative uses of cash, covenants associated with debt obligations, legal requirements, and other factors deemed relevant by the Board of Directors. We currently expect that comparable quarterly cash dividends will continue to be paid in the future. The following table provides detail on the quarterly dividends paid to shareholders for the past three years.

	2017	2016	2015
First quarter	\$0.2050	\$0.2025	\$0.2000
Second quarter	\$0.2050	\$0.2025	\$0.2000
Third quarter	\$0.2050	\$0.2025	\$0.2000
Fourth quarter	\$0.2050	\$0.2025	\$0.2000

## Share Repurchases

On July 24, 2008, our Board of Directors approved a stock repurchase program for the repurchase of up to \$100.0 of our common stock. On February 23, 2017, our Board of Directors approved an increase of \$100.0 to the existing stock repurchase program. The authorization brings the maximum cumulative repurchase authorization up to \$200.0. The repurchase program has no expiration date, but may be terminated by the Board of Directors at any time. As of September 30, 2017, we had repurchased approximately 3,600,000 shares for approximately \$99.4 in the aggregate. Such shares were classified as treasury stock. We repurchased approximately 778,000 shares of our common stock during 2017, at a total cost of approximately \$28.0. No purchases of common stock were made during the quarter

ended September 30, 2017. At September 30, 2017, we had approximately \$100.6 remaining for share repurchases under the existing Board authorization.

Table of Contents

## Item 6. SELECTED FINANCIAL DATA

(in millions, except per share data):

	2017	2016	2015	2014	2013 <sup>(a)</sup>
Net revenue	\$1,590.2	\$1,538.4	\$1,596.8	\$1,667.2	\$1,553.4
Gross profit	\$591.3	\$570.6	\$570.4	\$589.2	\$518.7
Net income <sup>(1)</sup>	\$126.2	\$112.8	\$111.4	\$109.7	\$63.4
Earnings per share - basic	\$1.99	\$1.78	\$1.76	\$1.74	\$1.01
Earnings per share - diluted	\$1.97	\$1.77	\$1.74	\$1.72	\$1.01
Cash dividends per share	\$0.82	\$0.81	\$0.80	\$0.79	\$0.78
Total assets	\$1,956.5	\$1,959.7	\$1,808.1	\$1,918.5	\$2,003.2
Long-term obligations	\$678.9	\$879.8	\$798.1	\$833.6	\$961.4
Cash flows provided by operating activities	\$246.2	\$238.2	\$105.0	\$179.6	\$127.2
Cash flows used in investing activities	\$(13.5 )	\$(253.5 )	\$(29.5 )	\$(8.3 )	\$(441.0 )
Cash flows provided by (used in) financing activities	\$(215.1 )	\$21.6	\$(83.2 )	\$(155.5 )	\$336.5
Capital expenditures	\$22.0	\$21.2	\$31.0	\$23.6	\$29.9
Depreciation and amortization	\$56.6	\$60.4	\$54.3	\$58.4	\$89.4

(1) Net income attributable to Hillenbrand

(a) Included ten months of operations related to Coperion following its acquisition on December 1, 2012.

## Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(dollar amounts in millions throughout Management's Discussion and Analysis)

The following discussion compares our results for the year ended September 30, 2017, to the year ended September 30, 2016, and also compares our results for the year ended September 30, 2016, to the year ended September 30, 2015. Unless otherwise stated, references to years relate to fiscal years. We begin the discussion at a consolidated level and then provide separate detail about the Process Equipment Group, Batesville, and Corporate. These financial results are prepared in accordance with accounting principles generally accepted in the U.S. ("GAAP").

We also provide certain non-GAAP operating performance measures. These non-GAAP measures are referred to as "adjusted" and exclude expenses associated with backlog intangible amortization, inventory step-up, business acquisition and integration, restructuring and restructuring related charges, a pension settlement charge, trade name impairment, and certain litigation costs. The related income tax for all of these items is also excluded. This non-GAAP information is provided as a supplement, not as a substitute for, or as superior to, measures of financial performance prepared in accordance with GAAP.

We use this non-GAAP information internally to make operating decisions and believe it is helpful to investors because it allows more meaningful period-to-period comparisons of our ongoing operating results. The information can also be used to perform trend analysis and to better identify operating trends that may otherwise be masked or distorted by these types of items. We believe this information provides a higher degree of transparency.

An important non-GAAP measure that we use is adjusted earnings before interest, income tax, depreciation, and amortization ("adjusted EBITDA"). A part of Hillenbrand's strategy is to selectively acquire companies that we believe

can benefit from the Hillenbrand Operating Model (“HOM”) to spur faster and more profitable growth. Given that strategy, it is a natural consequence to incur related expenses, such as amortization from acquired intangible assets and additional interest expense from debt-funded acquisitions. Accordingly, we use adjusted EBITDA, among other measures, to monitor our business performance.

Another important non-GAAP operational measure used is backlog. Backlog is not a term recognized under GAAP; however, it is a common measurement used in industries with extended lead times for order fulfillment (long-term contracts), like those in which our Process Equipment Group competes. Order backlog represents the amount of consolidated revenue that we expect



## Table of Contents

to realize on contracts awarded to the Process Equipment Group. For purposes of calculating backlog, 100% of estimated revenue attributable to consolidated subsidiaries is included. Backlog includes expected revenue from large systems and equipment, as well as replacement parts, components, and service. The length of time that projects remain in backlog can span from days for replacement parts or service to approximately 18 months for larger system sales. Backlog includes expected revenue from the remaining portion of firm orders not yet completed, as well as revenue from change orders to the extent that they are reasonably expected to be realized. We include in backlog the full contract award, including awards subject to further customer approvals, which we expect to result in revenue in future periods. In accordance with industry practice, our contracts may include provisions for cancellation, termination or suspension at the discretion of the customer.

We expect that future revenue associated with the Process Equipment Group will be influenced by backlog because of the lead time involved in fulfilling engineered-to-order equipment for customers. Although backlog can be an indicator of future revenue, it does not include projects and parts orders that are booked and shipped within the same quarter. The timing of order placement, size, extent of customization, and customer delivery dates can create fluctuations in backlog and revenue. Revenue attributable to backlog may also be affected by foreign exchange fluctuations for orders denominated in currencies other than U.S. dollars.

We calculate the foreign currency impact on net revenue, gross profit, and operating expenses, in order to better measure the comparability of results between periods. We calculate the foreign currency impact by translating current year results at prior year foreign exchange rates. This information is provided because exchange rates can distort the underlying change in sales, either positively or negatively. The cost structures for Corporate and Batesville are generally not significantly impacted by the fluctuation in foreign exchange rates, and we do not disclose the foreign currency impact in the Operations Review below where the impact is not significant.

See page 31 for reconciliation of adjusted EBITDA to consolidated net income, the most directly comparable GAAP measure. We use non-GAAP measures in certain other instances and include information reconciling such non-GAAP measures to the respective most directly comparable GAAP measures. Given that there is no GAAP financial measure comparable to backlog, a quantitative reconciliation is not provided.

## CRITICAL ACCOUNTING ESTIMATES

Our financial results are affected by the selection and application of accounting policies and methods. Significant accounting policies which require management's judgment are discussed below. A detailed description of our accounting policies is included in the notes to our financial statements included in Part II, Item 8, of this Form 10-K.

**Revenue Recognition** — Net revenue includes gross revenue less sales discounts, customer rebates, sales incentives, and product returns, all of which require us to make estimates for the portion of these allowances that have yet to be credited or paid to our customers. We estimate these allowances based upon historical rates and projections of customer purchases toward contractual rebate thresholds.

A portion of Hillenbrand's revenue is derived from long-term manufacturing contracts. The majority of this revenue is recognized based on the percentage-of-completion method. Under this method, revenue is recognized based upon the costs incurred to date as compared to the total estimated project costs. Approximately 25%, 24%, and 25% of Hillenbrand's revenue was attributable to these long-term manufacturing contracts for 2017, 2016, and 2015.

Accounting for these contracts involves management judgment in estimating total contract revenue and cost. Contract revenues are largely determined by negotiated contract prices and quantities, modified by our assumptions regarding contract options, change orders, and incentive and award provisions associated with technical performance clauses. Contract costs are incurred over longer periods of time and, accordingly, the estimation of these costs requires

management judgment. Cost estimates are largely based on negotiated or estimated purchase contract terms, historical performance trends, and other economic projections. Significant factors that influence these estimates include inflationary trends, technical and schedule risk, internal and subcontractor performance trends, business volume assumptions, asset utilization, and anticipated labor agreements. Revenue and cost estimates are regularly monitored and revised based on changes in circumstances. Anticipated losses on long-term contracts are recognized immediately when such losses become evident. We maintain financial controls over the customer qualification, contract pricing, and estimation processes to reduce the risk of contract losses.

Revenue for components, most replacement parts, and service is recognized when title and risk of loss passes to the customer.

Performance-Based Stock Compensation — The vesting of a portion of our performance-based stock awards is contingent upon the creation of shareholder value as measured by the cumulative cash returns and final period net operating profit after tax

Table of Contents

compared to the established hurdle rate over a three-year period. The hurdle rate is a reflection of the weighted-average cost of capital and targeted capital structure. Based on the extent to which the performance criteria are achieved, it is possible for none of the awards to vest or for a range up to the maximum to vest, which is reflected in the performance-based stock award table in Note 9 to our financial statements included in Part II, Item 8, of this Form 10-K. We record expense associated with the awards on a straight-line basis over the vesting period based upon an estimate of projected performance. The actual performance of the Company and its business units is evaluated quarterly, and the expense is adjusted according to the new projection if it has changed significantly. As a result, depending on the degree to which performance criteria are achieved or our projections change, our expenses related to the performance-based stock awards may become more volatile as we approach the final performance measurement date at the end of the three years. This increase in volatility stems from the requirement to increase or reduce compensation expense as the projection of performance changes. Thus, any one period's financial results could be significantly affected by the cumulative effect of the adjustment. Preparing the projection of performance requires us to exercise significant judgment as to the expected outcome of final performance up to three years in the future. In making the projection, we consider both actual results and probable business plans for the future. At September 30, 2017, we have recorded cumulative compensation expense associated with unvested shareholder value performance-based stock awards of approximately \$2.4, which continues to be subject to periodic adjustments as the related awards approach their final performance measurement dates.

**Retirement and Postretirement Plans** — We sponsor retirement and postretirement benefit plans covering some of our employees. Expense recognized for the plans is based upon actuarial valuations. Inherent in those valuations are key assumptions including discount rates, expected returns on assets, and projected future salary rates. The actuarial assumptions we use may differ significantly from actual results due to changing economic conditions, participant life span, and withdrawal rates. These differences may result in a material impact to the amount of net periodic pension expense to be recorded in our financial statements in the future. The discount rates used in the valuation of our defined benefit pension and postretirement benefit plans are evaluated annually based on current market conditions. Prior to 2016, we estimated the service and interest cost components using a single weighted-average discount rate derived from the yield curve used to measure the benefit obligation at the beginning of the period. Beginning in fiscal 2016, we elected to use a full yield curve approach in the estimation of these components of benefit cost. Under this approach, we applied discounting using individual spot rates from a yield curve composed of the rates of return on several hundred high-quality, fixed income corporate bonds available at the measurement date. These spot rates align to each of the projected benefit obligations and service cost cash flows. The service cost component relates to the active participants in the plan, so the relevant cash flows on which to apply the yield curve are considerably longer in duration on average than the total projected benefit obligation cash flows, which also include benefit payments to retirees. Interest cost is computed by multiplying each spot rate by the corresponding discounted projected benefit obligation cash flows. The full yield curve approach reduces any actuarial gains and losses based upon interest rate expectations (e.g., built-in gains in interest cost in an upward sloping yield curve scenario), or gains and losses merely resulting from the timing and magnitude of cash outflows associated with our benefit obligations.

We elected to use the full yield curve approach since 2016 to improve the correlation between projected benefit cash flows and the corresponding yield curve spot rates and to provide a more precise measurement of service and interest costs. This change did not affect the measurement of our total benefit obligations as the change in the service cost and interest cost was completely offset in the actuarial (gain) loss reported. We accounted for this change as a change in estimate and have accounted for it prospectively starting in fiscal 2016.

Our overall expected long-term rate of return on pension assets is based on historical and expected future returns, which are inflation-adjusted and weighted for the expected return for each component of the investment portfolio. Our rate of assumed compensation increase for pension benefits is also based on our specific historical trends of past wage adjustments in recent years and expectations for the future.

Changes in retirement and postretirement benefit expense and the recognized obligations may occur in the future as a result of a number of factors, including changes to key assumptions such as the weighted-average expected rate of return on pension assets and the weighted-average discount rate. Our weighted-average expected rate of return on domestic and international pension plan assets was 5.2%, 4.9%, and 5.9% at the end of 2017, 2016, and 2015. The weighted-average discount rate at the end of 2017 was 2.9% for the domestic and international pension plans and 3.3% for the postretirement healthcare plan. A 50 basis-point change in the expected rate of return on domestic and international pension plan assets would change annual pension expense by \$1.4. A 50 basis-point change in the discount rate would change the annual domestic and international pension expense by \$2.1 and the annual postretirement healthcare plan expense by less than \$0.1. Impacts from assumption changes could be positive or negative depending on the direction of the change in rates. Based upon rates and assumptions at September 30, 2017, we expect the aggregate expense associated with our defined benefit and postretirement plans to decrease from \$6.4 in 2017 to \$3.6 in 2018. The expected decrease in expense is primarily due to transitioning certain employees covered by our defined benefit pension plans to a defined contribution structure as discussed below.

## Table of Contents

During 2017, we began implementing a plan to transition our U.S. employees not covered by a collective bargaining agreement and our employees covered by collective bargaining agreements at two of our U.S. facilities from a defined benefit-based model to a defined contribution structure over a three-year sunset period. This change caused remeasurement events for the U.S. defined benefit pension plan for the affected populations. The remeasurements did not cause a material change as the assumptions did not materially differ from the assumptions at September, 30, 2016.

See Note 5 to our financial statements included in Part II, Item 8, of this Form 10-K, for key assumptions and other information regarding our retirement and postretirement benefit plans.

**Uncertain Income Tax Positions** — In assessing the need for reserves for uncertain tax positions, we make judgments regarding the technical merit of a tax position and, when necessary, an estimate of the settlement amount based upon the probability of the outcome. At September 30, 2017, we had reserves of \$9.9 established for uncertain tax positions based upon our estimates. Our ability to make and update these estimates is limited to the information we have at any given point in time. This information can include how taxing authorities have treated the position in the past, how similar cases have settled, or where we are in discussions or negotiations with taxing authorities on a particular issue, among others. As information available to us evolves, we update our reserves quarterly. These updates can result in volatility to our income tax rate (particularly in a given quarter) if new information or developments result in a significant change in our estimate.

**Business Combinations** — Estimating fair value for acquired assets and liabilities as part of a business combination typically requires us to exercise judgment, particularly for those assets and liabilities that may be unique or not easily determined by reference to market data. Often estimates for these types of acquired assets and liabilities will be developed using valuation models that require both historical and forecasted inputs, as well as market participant expectations. Thus, the valuation is directly affected by the inputs we judge as best under the given circumstances. When material, we expect to seek assistance of competent valuation professionals when the underlying valuation is more complex or unique.

We anticipate that in most cases, we will exercise significant judgment in estimating the fair value of intangible assets, contingent liabilities, and contingent consideration. This list is not exhaustive, but is designed to give you a better understanding of where we think a larger degree of judgment will be required due to the nature of the item and the way it is typically valued.

**Asset Impairment Determinations** — Goodwill and other intangible assets with indefinite lives, primarily trade names, are not amortized; rather, they are tested for impairment at least annually and upon the occurrence of certain triggering events or substantive changes in circumstances that indicate that the fair value may be impaired.

Impairment of goodwill is tested at the reporting unit level. A reporting unit is an operating segment or one level below an operating segment. For the purpose of the goodwill impairment test, the Company can elect to perform a qualitative analysis to determine if it is more likely than not that the fair values of its reporting units are less than the respective carrying values of those reporting units. Such factors we consider in a qualitative analysis include, but are not limited to, macroeconomic conditions, industry and market considerations, cost factors, entity-specific events, events affecting the reporting unit, and the overall financial performance of the reporting unit.

If we elect to perform or are required to perform a quantitative analysis, the first step is to compare the carrying amount of the reporting unit's net assets, including goodwill, to the fair value of the reporting unit. If the fair value exceeds the carrying value, no further evaluation is required and no impairment loss is recognized. If the carrying amount exceeds the fair value, then a second step must be completed, which involves allocating the fair value of the reporting unit to each asset and liability, with the excess being implied goodwill. An impairment loss occurs if the

amount of the recorded goodwill exceeds the implied goodwill.

In determining the estimated fair value of the reporting units when performing a quantitative analysis, we consider both the market approach and the income approach. Weighting is equally attributed to both the market and income approaches in arriving at the fair value of the reporting units.

Under the market approach, we utilize the guideline company method, which involves calculating valuation multiples based on operating data from comparable publicly traded companies. Multiples derived from these companies provide an indication of how much a knowledgeable investor in the marketplace would be willing to pay for a company. These multiples are then applied to the operating data for our reporting units to arrive at an indication of value.

## Table of Contents

Under the income approach, the fair value of the reporting unit is based on the present value of estimated future cash flows utilizing a market-based weighted-average cost of capital determined separately for each reporting unit.

To determine the reasonableness of the calculated fair values of our reporting units, the Company reviews the assumptions described below to ensure that neither the market approach nor the income approach yields significantly different valuations. We selected these valuation approaches because we believe the combination of these approaches, along with our best judgment regarding underlying assumptions and estimates, provides us with the best estimate of fair value of our reporting units. We believe these valuation approaches are appropriate for the industry and widely accepted by investors.

Determining the fair value of a reporting unit requires us to make significant judgments, estimates, and assumptions. While we believe that the estimates and assumptions underlying our valuation methodology are reasonable, these estimates and assumptions could have a significant impact on whether an impairment charge is recognized and also on the magnitude of any such charge. The results of an impairment analysis are as of a point in time. There is no assurance that actual future earnings or cash flows of our reporting units will not decline significantly from our projections. We will monitor any changes to our assumptions and will evaluate goodwill as deemed warranted during future periods.

The key assumptions for the market and income approaches we use to determine fair value of our reporting units are updated at least annually. Those assumptions and estimates include market data and market multiples (7.5-14.5 times adjusted EBITDA), discount rates (10.1-12.5%), and terminal growth rates (2.5-3.0%) as well as future levels of revenue growth, operating margins, depreciation, amortization, and working capital requirements, which are based upon the Company's strategic plan. Hillenbrand's strategic plan is updated as part of its annual planning process and is reviewed and approved by management and the Board of Directors. The discount rate assumption is based on the overall after-tax rate of return required by a market participant whose weighted-average cost of capital includes both equity and debt, including a risk premium.

Although there are always changes in assumptions to reflect changing business and market conditions, our overall valuation methodology and the types of assumptions we used have remained consistent. While we use the best available information to prepare the cash flow and discount rate assumptions, actual future cash flows or market conditions could differ significantly resulting in future impairment charges related to recorded goodwill balances.

We performed our required impairment tests in 2017 and determined that the goodwill allocated to our reporting units was not impaired. The fair value of the reporting unit in the Process Equipment Group segment that is most directly impacted by demand in domestic coal mining and coal power exceeded its carrying value by less than 10%. The carrying value of goodwill at September 30, 2017 for this reporting unit was \$71.3. The Company performed a sensitivity analysis on this reporting unit relative to the discount rate and long-term growth rate selected and determined a one percentage point decrease in the terminal growth rate or a one percentage point increase in the discount rate would not result in a fair value calculation less than the carrying value. In the event that the assumptions used (e.g., order backlog, revenue and profit growth rates, discount rate, industry valuation multiples) for this reporting unit are not consistent with actual performance in 2018, we may be required to perform an interim impairment analysis with respect to the carrying value of goodwill for this reporting unit prior to our annual test, and based on the outcome of that analysis, could be required to take a non-cash impairment charge as a result of any such test.

Similar to goodwill, the Company can elect to perform the impairment test for indefinite-lived intangibles other than goodwill (primarily trade names) using a qualitative analysis, considering similar factors as outlined in the goodwill discussion, to determine if it is more likely than not that the fair values of the trade names are less than the respective carrying values. If we elect to perform or are required to perform a quantitative analysis, the test consists of a

comparison of the fair value of the indefinite-lived intangible asset to the carrying value of the asset as of the impairment testing date. We estimate the fair value of indefinite-lived intangibles using the relief-from-royalty method, which we believe is a widely used valuation technique for such assets. The fair value derived from the relief-from-royalty method is measured as the discounted cash flow savings realized from owning such trade names and not being required to pay a royalty for their use.

In 2016, the Company recorded a trade name impairment charge of \$2.2 on two trade names related to the Process Equipment Group segment. The decline in the estimated fair value of these trade names was largely driven by the decreased demand for equipment and parts used in coal mining and coal power. As of September 30, 2017, we had approximately \$13 of trade name book value in the Process Equipment Group segment's reporting units most significantly impacted by demand for coal mining and coal power. See Note 2 to our financial statements included in Part II, Item 8 of this Form 10-K for more information on our trade names. There can be no assurance that goodwill or indefinite-lived intangibles impairment will not occur in the future.



Table of Contents

## EXECUTIVE OVERVIEW

Hillenbrand is a global diversified industrial company with multiple market-leading brands that serve a wide variety of industries around the world. Hillenbrand's portfolio is composed of two business segments: the Process Equipment Group and Batesville®. The Process Equipment Group businesses design, develop, manufacture, and service highly engineered industrial equipment around the world. Batesville is a recognized leader in the North American death care industry.

We strive to provide superior return for our shareholders, exceptional value for our customers, and great professional opportunities for our employees through deployment of the HOM. The HOM is a consistent and repeatable framework designed to produce sustainable and predictable results. The HOM describes our mission, vision, values and mindset as leaders; applies our management practices in Strategy Management, Segmentation, Lean, Talent Development, and Acquisitions; and prescribes three steps (Understand, Focus, and Grow) designed to make our businesses both bigger and better. Our goal is to continue developing Hillenbrand as a world-class global diversified industrial company through the deployment of the HOM.

Our strategy is to leverage our historically strong financial foundation and the HOM to deliver sustainable profit growth, revenue expansion and substantial free cash flow and then reinvest available cash in new growth initiatives that are focused on building leadership positions in our core markets and near adjacencies, both organically and inorganically, in order to create shareholder value.

## OPERATIONS REVIEW — CONSOLIDATED

	Year Ended September 30,		
Hillenbrand	2017	2016	2015
Net revenue	\$1,590.2	\$1,538.4	\$1,596.8
Gross profit	591.3	570.6	570.4
Operating expenses	344.4	346.5	330.6
Amortization expense	29.2	33.0	28.1
Pension settlement charge	—	—	17.7
Interest expense	25.2	25.3	23.8
Other (expense) income, net	(4.2 )	(1.7 )	(7.9 )
Income tax expense	59.9	47.3	49.1
Net income <sup>(1)</sup>	126.2	112.8	111.4

(1) Net income attributable to Hillenbrand

Year Ended September 30, 2017 Compared to Year Ended September 30, 2016

Net revenue increased \$51.8 (3%), which included an unfavorable foreign currency impact of \$3.5.

The Process Equipment Group's revenue increased \$63.5 (7%) primarily due to the increased demand for plastics projects and screening and separating equipment (including equipment that processes proppants for hydraulic fracturing), four additional months of Red Valve revenue (\$14.1) in the current year, and increased demand for equipment and systems used in food and pharmaceutical applications, partially offset by unfavorable foreign currency impact (\$3.8) and lower demand for industrial equipment and parts used in power and mining (including coal).

•

Batesville's revenue decreased \$11.7 (2%) primarily due to a decrease in volume (\$18.3), partially offset by an increase in average selling price (\$6.3). Lower volume was driven by a decrease in burial sales resulting from what we estimate to be a decrease in North American burials driven by the increased rate at which families opted for cremation, as well as product line simplification initiatives.

Gross profit increased \$20.7 (4%), which included an unfavorable foreign currency impact of \$1.4. Gross profit margin improved 10 basis points to 37.2%. On an adjusted basis, which excluded restructuring and restructuring related charges and inventory step-up charges, gross profit increased \$22.0 (4%), and adjusted gross profit margin improved 10 basis points to 37.6%.

Table of Contents

The Process Equipment Group's gross profit increased \$33.5 (10%) primarily driven by increased demand for plastics projects and screening and separating equipment (including equipment that processes proppants for hydraulic fracturing), increased profits from four additional months of Red Valve results in the current year, increased demand for equipment and systems used in food and pharmaceutical applications, savings related to restructuring actions taken in 2016, restructuring and restructuring related charges in fiscal 2016 that did not repeat in fiscal 2017, and inventory step-up charges related to the Abel and Red Valve acquisitions in 2016 that did not repeat in 2017, partially offset by unfavorable foreign currency impact (\$1.4), and lower demand for industrial equipment and parts used in power and mining (including coal). Gross profit margin improved 110 basis points to 37.1%, primarily driven by pricing and productivity improvements, the higher margin associated with Red Valve, a decrease in restructuring and restructuring related charges, inventory step-up charges related to the Abel and Red Valve acquisitions in fiscal 2016 that did not repeat in fiscal 2017, and savings related to restructuring actions taken in 2016, partially offset by unfavorable product mix.

Gross profit included restructuring and restructuring related charges (\$0.6 in 2017 and \$3.2 in 2016) and inventory step-up charges related to the Abel and Red Valve acquisitions (\$2.4 in 2016). Excluding these items, adjusted gross profit increased \$28.5 (8%) and adjusted gross profit margin improved 50 basis points to 37.1% in 2017.

Batesville's gross profit decreased \$12.8 (6%) and gross profit margin decreased 150 basis points to 37.4%. The decrease in gross profit and gross profit margin was primarily due to an increase in restructuring and restructuring related charges, higher commodity and fuel costs, and the decline in volume, partially offset by productivity improvements across the supply chain including the impact of one-time projects, along with an increase in average selling price.

Gross profit included restructuring and restructuring related charges (\$6.8 in 2017 and \$0.5 in 2016). Excluding these charges, adjusted gross profit decreased \$6.5 (3%) and adjusted gross profit margin decreased 40 basis points to 38.6%, primarily driven by higher commodity and fuel costs and the decline in volume, partially offset by the increase in average selling price.

Operating expenses decreased \$2.1 (1%) primarily due to favorable foreign currency impact of \$1.0, lower compensation and benefits resulting from fiscal 2016 restructuring actions, current year productivity initiatives, a decrease in acquisition and integration costs, a decrease in restructuring and restructuring related charges, and a trade name impairment in 2016 that did not repeat in 2017, partially offset by four additional months of Red Valve operating expenses in the current year, an increase in variable compensation, and an increase in sales and marketing investments. Our operating expense-to-revenue ratio improved by 80 basis points to 21.7% in 2017. Operating expenses included the following items:

	Year Ended September 30,	
	2017	2016
Business acquisition and integration costs	\$ 1.1	\$ 3.7
Restructuring and restructuring related charges	4.9	6.4
Trade name impairment	—	2.2

On an adjusted basis, which excluded business acquisition and integration costs, restructuring and restructuring related charges, and a trade name impairment, operating expenses increased \$4.2 (1%) primarily driven by four additional months of Red Valve operating expenses in the current year, an increase in variable compensation, and an increase in sales and marketing investments, partially offset by favorable foreign currency impact of \$0.5, lower compensation and benefits resulting from fiscal 2016 restructuring actions and current year productivity initiatives. Our adjusted operating expense-to-revenue ratio improved by 40 basis points to 21.3% in 2017.

Edgar Filing: Hillenbrand, Inc. - Form 10-K

Amortization expense decreased \$3.8 (12%) primarily due to backlog amortization related to Abel and Red Valve in fiscal 2016 that did not repeat in fiscal 2017, partially offset by amortization on the acquired intangibles of Red Valve.

Interest expense was flat compared to the prior year, primarily due to slightly higher interest rates on lower debt balances.

Other (expense) income, net increased \$2.5 from \$1.7 of expense in 2016 to \$4.2 of expense in 2017, primarily driven by an increase in foreign exchange loss.

Table of Contents

The effective tax rate was 31.8% in 2017 compared to 28.8% in 2016. The increase was primarily a result of the recognition of a deferred tax liability for unremitted earnings, a one-time reduction in the domestic manufacturer's deduction, and a change in the geographic mix of income. These unfavorable items were partially offset by a decrease in the valuation allowance against deferred tax assets in 2017. For more information, see Note 7 to our financial statements included in Part II, Item 8, of this Form 10-K. Excluding the tax effect of the adjustments discussed above, our adjusted effective income tax rate was 32.1% in 2017 compared to 29.5% in 2016.

Year Ended September 30, 2016 Compared to Year Ended September 30, 2015

Net revenue decreased \$58.4 (4%), which included an unfavorable foreign currency impact of \$23.4.

The Process Equipment Group's revenue decreased \$28.1 (3%) primarily due to unfavorable foreign currency impact (\$20.4), as well as decreased volume in equipment that processes proppants (used in hydraulic fracturing) and parts and equipment used in power and mining (including coal). These decreases were partially offset by the increased revenue associated with the acquisitions of Abel and Red Valve.

Batesville's revenue decreased \$30.3 (5%) primarily due to unfavorable foreign currency impact (\$3.0) and a decrease in volume (\$26.8). Lower volume was driven by what we estimate to be a decrease in North American burials primarily due to an increase in the rate at which families opted for cremation.

Gross profit increased \$0.2 (less than 1%), which included an unfavorable foreign currency impact of \$7.1. Gross profit margin improved 140 basis points to 37.1%. On an adjusted basis, which excluded restructuring and inventory step-up charges, gross profit increased \$3.1 (1%), and adjusted gross profit margin improved 160 basis points to 37.5%.

The Process Equipment Group's gross profit increased \$9.7 (3%), primarily driven by the increased profits associated with the acquisitions of Abel and Red Valve, as well as productivity and pricing improvements. The gross profit increase was partially offset by an unfavorable foreign currency impact (\$6.7), decreased demand for equipment that processes proppants (used in hydraulic fracturing) and parts and equipment used in power and mining (including coal), a decline in product and business mix, the inventory step-up charges related to the Abel and Red Valve acquisitions, and an increase in restructuring and restructuring related charges. Gross profit margin improved 200 basis points to 36.0%, primarily driven by productivity and pricing improvements and the higher margins associated with Abel and Red Valve, partially offset by under-absorption of fixed overhead costs, a decline in product and business mix, inventory step-up charges, and an increase in restructuring and restructuring related charges.

Gross profit included restructuring and restructuring related charges (\$3.2 in 2016 and \$1.5 in 2015) and inventory step-up charges related to the Abel and Red Valve acquisitions (\$2.4 in 2016). Excluding these items, adjusted gross profit increased \$13.8 (4%) and adjusted gross profit margin improved 240 basis points to 36.6% in 2016.

Batesville's gross profit decreased \$9.5 (4%), and gross profit margin improved 40 basis points to 38.9%. The decline in gross profit was primarily due to the decrease in volume, partially offset by productivity improvements across the supply chain, lower commodity and fuel costs, and a decrease in restructuring and restructuring related charges. The improved gross profit margin was primarily driven by productivity improvements across the supply chain, lower commodity costs, and a decrease in restructuring and restructuring related charges.

Gross profit included restructuring and restructuring related charges (\$0.5 in 2016 and \$1.7 in 2015). Excluding these charges, adjusted gross profit decreased \$10.7 (5%) and adjusted gross profit margin improved 20 basis points to 39.0% in 2016.

Operating expenses increased \$15.9 (5%) primarily driven by the addition of operating expenses from Abel and Red Valve, higher corporate project costs, a trade name impairment recorded in 2016, and an increase in restructuring and restructuring related charges. These increases were partially offset by favorable foreign currency impact (\$4.7), lower compensation and benefits resulting from current year restructuring actions, and certain litigation costs in fiscal 2015 that did not repeat in 2016. Our operating expense-to-revenue ratio increased by 180 basis points to 22.5% in 2016. The increased ratio was primarily due to the net revenue decline, higher corporate project costs, a trade name impairment in 2016, and increased restructuring and restructuring related charges, and was partially offset by lower compensation and benefits resulting from current year restructuring actions. Operating expenses included the following items:

Table of Contents

	Year Ended September 30,	
	2016	2015
Business acquisition and integration costs	\$ 3.7	\$ 3.6
Restructuring and restructuring related charges	6.4	5.6
Litigation expenses	—	0.5
Trade name impairment	2.2	—

On an adjusted basis, which excluded business acquisition and integration costs, restructuring and restructuring related charges, a trade name impairment, and certain litigation expenses, operating expenses increased \$13.3 (4%), primarily driven by the addition of operating expenses from Abel and Red Valve and higher corporate project costs, partially offset by favorable foreign currency impact (\$4.7) and lower compensation and benefits resulting from current year restructuring actions. Our adjusted operating expense-to-revenue ratio increased by 160 basis points to 21.7% in 2016. The increased ratio was primarily due to the net revenue decline and higher corporate project costs, partially offset by lower compensation and benefits resulting from current year restructuring actions.

Amortization expense increased \$4.9 (17%) primarily due to the acquired intangibles of Abel and Red Valve.

Pension settlement charge decreased \$17.7 due to one-time lump-sum payments made in 2015 from the Company's U.S. pension plan to former employees who elected to receive such payments. These payments settled the Company's pension obligations to those who made the election to participate. See Note 5 to our financial statements included in Part II, Item 8, of this Form 10-K for further information on this settlement.

Interest expense increased \$1.5 primarily due to an increase in our weighted-average outstanding borrowings and higher variable interest rates.

Other (expense) income, net decreased \$6.2 from \$7.9 of expense in 2015 to \$1.7 of expense in 2016, primarily driven by positive change in foreign exchange gain (loss) of \$4.7 in 2016. The foreign exchange loss of \$4.4 in 2015 was largely driven by the rapid appreciation of the Swiss Franc against other currencies after the Swiss National Bank removed currency support tied to the Euro in January 2015.

The income tax rate was 28.8% in 2016 compared to 30.2% in 2015. The year-over-year decrease in the effective tax rate was largely due to the excess tax benefits on share-based compensation and the shifting of income to lower tax rate jurisdictions, partially offset by the net increase in the valuation allowance on deferred tax assets. For more information, see Note 7 to our financial statements included in Part II, Item 8, of this Form 10-K. Excluding the tax effect of all adjustments discussed above, our adjusted effective income tax rate was 29.5% in 2016 compared to 31.2% in 2015.

## OPERATIONS REVIEW — PROCESS EQUIPMENT GROUP

	Year Ended September 30,					
	2017		2016		2015	
	Amount	% of Revenue	Amount	% of Revenue	Amount	% of Revenue
Net revenue	\$ 1,028.2	100.0	\$ 964.7	100.0	\$ 992.8	100.0
Gross profit	381.0	37.1	347.5	36.0	337.8	34.0
Operating expenses	218.1	21.2	212.5	22.0	193.5	19.5
Amortization expense	29.0	2.8	32.7	3.4	25.7	2.6

Year Ended September 30, 2017 Compared to Year Ended September 30, 2016

Net revenue increased \$63.5 (7%) primarily due to the increased demand for plastics projects and screening and separating equipment (including equipment that processes proppants for hydraulic fracturing), four additional months of Red Valve revenue (\$14.1) in the current year, and increased demand for equipment and systems used in food and pharmaceutical applications, partially offset by unfavorable foreign currency impact (\$3.8) and lower demand for industrial equipment and parts used in power and mining (including coal).



## Table of Contents

We expect future revenue for the Process Equipment Group to continue to be influenced by order backlog because of the lead time involved in fulfilling engineered-to-order equipment for customers. Though backlog can be an indicator of future revenue, it does not include projects and parts orders that are booked and shipped within the same quarter. The timing of order placement, size of orders, extent of order customization, and customer delivery dates can create fluctuations in backlog and revenue. Revenue attributable to backlog is also affected by foreign exchange rate fluctuations for orders denominated in currencies other than U.S. dollars. Backlog increased \$132.0 (26%) from \$500.2 on September 30, 2016, to \$632.2 on September 30, 2017, which included a favorable foreign currency impact of \$20.8. The increase in backlog is primarily driven by an increase in orders for projects in the plastics industry, as well as screening and separating equipment that processes proppants (used in hydraulic fracturing).

Gross profit increased \$33.5 (10%) primarily driven by increased demand for plastics projects and screening and separating equipment (including equipment that processes proppants for hydraulic fracturing), increased profits from four additional months of Red Valve results in the current year, increased demand for equipment and systems used in food and pharmaceutical applications, savings related to restructuring actions taken in 2016, restructuring and restructuring related charges in fiscal 2016 that did not repeat in fiscal 2017, and inventory step-up charges related to the Abel and Red Valve acquisitions in 2016 that did not repeat in 2017, partially offset by unfavorable foreign currency impact (\$1.4), and lower demand for industrial equipment and parts used in power and mining (including coal). Gross profit margin improved 110 basis points to 37.1%, primarily driven by pricing and productivity improvements, the higher margin associated with Red Valve, a decrease in restructuring and restructuring related charges, inventory step-up charges related to the Abel and Red Valve acquisitions in 2016 that did not repeat in 2017, and savings related to restructuring actions taken in 2016, partially offset by unfavorable product mix.

Gross profit included restructuring and restructuring related charges (\$0.6 in 2017 and \$3.2 in 2016) and inventory step-up charges related to the Abel and Red Valve acquisitions (\$2.4 in 2016). Excluding these items, adjusted gross profit increased \$28.5 (8%) and adjusted gross profit margin improved 50 basis points to 37.1% in 2017.

Operating expenses increased \$5.6 (3%), primarily driven by four additional months of Red Valve operating expenses in the current year, an increase in variable compensation, and an increase in sales and marketing investments, partially offset by favorable currency impact (\$0.9), a decrease in restructuring and restructuring related charges, and a trade name impairment recorded in 2016 that did not repeat in 2017. Our operating expense-to-revenue ratio improved by 80 basis points to 21.2%,

Operating expenses included business acquisition and integration costs (\$0.6 in 2017 and \$0.3 in 2016), restructuring and restructuring related costs (\$2.2 in 2017 and \$4.8 in 2016), and a trade name impairment in 2016 of \$2.2. Excluding these items, adjusted operating expenses increased \$10.1 (5%), primarily driven by four additional months of Red Valve operating expenses in the current year, an increase in variable compensation, and an increase in sales and marketing investments, partially offset by favorable foreign currency impact of \$1.0. Adjusted operating expenses as a percentage of net revenue improved 40 basis points to 20.9% in 2017.

Amortization expense decreased \$3.7 (11%) primarily due to backlog amortization related to Abel and Red Valve in fiscal 2016 that did not repeat in fiscal 2017, partially offset by amortization on the acquired intangibles of Red Valve.

### Year Ended September 30, 2016 Compared to Year Ended September 30, 2015

Net revenue decreased \$28.1 (3%), primarily due to unfavorable foreign currency impact (\$20.4), as well as decreased volume in equipment that processes proppants (used in hydraulic fracturing) and parts and equipment used in power and mining (including coal). These decreases were partially offset by the increased revenue associated with the acquisitions of Abel and Red Valve.

Gross profit increased \$9.7 (3%), primarily driven by the increased profits associated with the acquisitions of Abel and Red Valve, as well as productivity and pricing improvements. The gross profit increase was partially offset by an unfavorable foreign currency impact (\$6.7), decreased demand for equipment that processes proppants (used in hydraulic fracturing) and parts and equipment used in power and mining (including coal), a decline in product and business mix, the inventory step-up charges related to the Abel and Red Valve acquisitions, and an increase in restructuring and restructuring related charges. Gross profit margin improved 200 basis points to 36.0%, primarily driven by productivity and pricing improvements and the higher margins associated with Abel and Red Valve, partially offset by under-absorption of fixed overhead costs, a decline in product and business mix, inventory step-up charges, and an increase in restructuring and restructuring related charges.

Gross profit included restructuring and restructuring related charges (\$3.2 in 2016 and \$1.5 in 2015) and inventory step-up charges related to the Abel and Red Valve acquisitions (\$2.4 in 2016). Excluding these items, adjusted gross profit increased \$13.8 (4%) and adjusted gross profit margin improved 240 basis points to 36.6% in 2016, primarily driven by productivity and

Table of Contents

pricing improvements and the higher margins associated with Abel and Red Valve, partially offset by under-absorption of fixed overhead costs and a decline in product and business mix.

Operating expenses increased \$19.0 (10%) primarily driven by the addition of operating expenses from Abel and Red Valve, a trade name impairment charge, and an increase in restructuring and restructuring related costs, partially offset by favorable foreign currency impact (\$4.4) and a decrease in business acquisition and integration costs. Our operating expense-to-revenue ratio increased by 250 basis points to 22.0%, primarily due to the net revenue decline, a trade name impairment recorded in 2016, and the increase in restructuring and restructuring related charges, partially offset by a decrease in business acquisition and integration costs.

Operating expenses included business acquisition and integration costs (\$0.3 in 2016 and \$1.1 in 2015), restructuring and restructuring related costs (\$4.8 in 2016 and \$3.9 in 2015), and a trade name impairment in 2016 of \$2.2. Excluding these items, adjusted operating expenses increased \$16.7 (9%), which included favorable foreign currency impact of \$4.4. The increase in adjusted operating expenses was primarily driven by the addition of operating expenses from Abel and Red Valve. Our adjusted operating expense-to-revenue ratio increased 230 basis points to 21.3%. The increased ratio was primarily due to the net revenue decline.

Amortization expense increased \$7.0 (27%) primarily due to the acquired intangibles of Abel and Red Valve.

## OPERATIONS REVIEW — BATESVILLE

	Year Ended September 30,		2016		2015	
	2017	% of Revenue	Amount	% of Revenue	Amount	% of Revenue
Net revenue	\$562.0	100.0	\$573.7	100.0	\$604.0	100.0
Gross profit	210.3	37.4	223.1	38.9	232.6	38.5
Operating expenses	83.9	14.9	91.4	15.9	97.8	16.2
Amortization expense	0.2	—	0.3	0.1	2.0	0.3

## Year Ended September 30, 2017 Compared to Year Ended September 30, 2016

Net revenue decreased \$11.7 (2%), primarily due to a decrease in volume (\$18.3), partially offset by an increase in average selling price (\$6.3). Lower volume was driven by a decrease in burial sales resulting from what we estimate to be a decrease in North American burials driven by the increased rate at which families opted for cremation, as well as product line simplification initiatives.

Gross profit decreased \$12.8 (6%), and gross profit margin decreased 150 basis points to 37.4%. The decrease in gross profit and gross profit margin was primarily due to an increase in restructuring and restructuring related charges, higher commodity and fuel costs, and the decline in volume, partially offset by productivity improvements across the supply chain including the impact of one-time projects, along with an increase in average selling price.

Gross profit included restructuring and restructuring related charges (\$6.8 in 2017 and \$0.5 in 2016). Excluding restructuring and restructuring related charges, adjusted gross profit decreased \$6.5 (3%) and adjusted gross profit margin decreased 40 basis points to 38.6% in 2017.

Operating expenses decreased \$7.5 (8%) to \$83.9 in 2017, and our operating expense-to-revenue ratio improved 100 basis points to 14.9%, primarily due to lower compensation and benefits resulting from fiscal year 2016 restructuring actions, current year productivity initiatives, and a decrease in restructuring and restructuring related charges.

Operating expenses included restructuring and restructuring related charges of \$1.1 in 2016. Excluding these charges, adjusted operating expenses decreased \$6.4 (7%) and our adjusted operating expense-to-revenue ratio improved 80 basis points to 14.9%, primarily due to lower compensation and benefits resulting from fiscal 2016 restructuring actions and current year productivity initiatives.

Table of Contents

## Year Ended September 30, 2016 Compared to Year Ended September 30, 2015

Net revenue decreased \$30.3 (5%), primarily due to unfavorable foreign currency impact (\$3.0) and a decrease in volume (\$26.8). Lower volume was driven by what we estimate to be a decrease in North American burials primarily due to an increase in the rate at which families opted for cremation.

Gross profit decreased \$9.5 (4%), and gross profit margin improved 40 basis points to 38.9%. The decline in gross profit was primarily due to the decrease in volume, partially offset by productivity improvements across the supply chain, lower commodity and fuel costs, and a decrease in restructuring and restructuring related charges. The improved gross profit margin was primarily driven by productivity improvements across the supply chain, lower commodity costs, and a decrease in restructuring and restructuring related charges.

Gross profit included restructuring and restructuring related charges (\$0.5 in 2016 and \$1.7 in 2015). Excluding restructuring and restructuring related charges, adjusted gross profit decreased \$10.7 (5%) and adjusted gross profit margin improved 20 basis points to 39.0% in 2016.

Operating expenses decreased \$6.4 (7%) to \$91.4 in 2016 primarily due to lower compensation and benefits resulting from current year restructuring actions, lower variable compensation expense, and certain litigation costs in fiscal 2015 that did not repeat in 2016. These decreases were partially offset by an increase in restructuring and restructuring related charges in 2016. Our operating expense-to-revenue ratio improved 30 basis points to 15.9%.

Operating expenses included restructuring and restructuring related charges (\$1.1 in 2016 and \$0.2 in 2015) and \$0.5 of certain litigation costs in 2015. Excluding these costs, adjusted operating expenses decreased 7% to \$90.3 in 2016, which was primarily due to lower compensation and benefits resulting from current year restructuring actions and lower variable compensation expense. Our adjusted operating expense-to-revenue ratio improved 40 basis points to 15.7%.

## REVIEW OF CORPORATE EXPENSES

	Year Ended September 30,		2016		2015	
	2017	% of Revenue	Amount	% of Revenue	Amount	% of Revenue
Core operating expenses	\$39.2	2.5	\$38.7	2.5	\$35.3	2.2
Business acquisition and integration costs	0.5	—	3.4	0.2	2.5	0.2
Restructuring and restructuring related charges	2.7	0.2	0.5	0.1	1.5	0.1
Operating expenses	\$42.4	2.7	\$42.6	2.8	\$39.3	2.5

Core operating expenses represent operating expenses excluding restructuring and restructuring related charges and costs related to business acquisition and integration, which we incur as a result of our strategy to grow through selective acquisitions.

## Year Ended September 30, 2017 Compared to Year Ended September 30, 2016

Core operating expenses increased \$0.5 (1%) in 2017 primarily due to an increase in variable compensation. These expenses as a percentage of net revenue were flat compared to 2016.

Business acquisition and integration costs include legal, tax, accounting, and other advisory fees and due diligence costs associated with investigating opportunities and integrating completed acquisitions. As a natural consequence of

our acquisition strategy, we incur costs to investigate opportunities that ultimately do not always result in a consummated transaction. The depth of these efforts and the significance of the associated costs will fluctuate from time-to-time.

Year Ended September 30, 2016 Compared to Year Ended September 30, 2015

Core operating expenses increased \$3.4 (10%) in 2016 primarily due to higher corporate project costs and variable compensation. These expenses as a percentage of net revenue increased 30 basis points to 2.5%.

Table of Contents

## NON-GAAP OPERATING PERFORMANCE MEASURES

The following is a reconciliation from consolidated net income, the most directly comparable GAAP operating performance measure, to our non-GAAP adjusted EBITDA.

	Year Ended September 30,		
	2017	2016	2015
Consolidated Net Income	\$128.4	\$116.8	\$113.2
Interest income	(0.9 )	(1.2 )	(1.0 )
Interest expense	25.2	25.3	23.8
Income tax expense	59.9	47.3	49.1
Depreciation and amortization	56.6	60.4	54.3
EBITDA	\$269.2	\$248.6	\$239.4
Business acquisition and integration	1.1	3.7	3.6
Inventory step-up	—	2.4	—
Restructuring and restructuring related	10.7	10.2	7.5
Trade name impairment	—	2.2	—
Pension settlement charge	—	—	17.7
Litigation costs	—	—	0.5
Adjusted EBITDA	\$281.0	\$267.1	\$268.7

Consolidated net income for 2017 compared to 2016 increased \$11.6 (10%), primarily driven by the increased demand for plastics projects, screening and separating equipment (including equipment that processes proppants for hydraulic fracturing), and equipment and systems used in food and pharmaceutical applications, as well as increased earnings associated with the acquisition of Red Valve, pricing and productivity improvements, backlog amortization related to Abel and Red Valve in fiscal 2016 that did not repeat in fiscal 2017, savings related to restructuring actions taken in 2016, a reduction in business acquisition and integration costs, inventory step-up charges related to Abel and Red Valve in 2016 that did not repeat in 2017, a trade name impairment in 2016 that did not repeat in 2017, and a favorable foreign currency impact (\$0.6). This increase in consolidated net income was partially offset by unfavorable product mix, lower demand for industrial equipment and parts used in power and mining (including coal), a decrease in volume at Batesville, an increase in the effective tax rate, increased commodity and fuel costs at Batesville, and an increase in variable compensation.

Adjusted EBITDA for 2017 compared to 2016 increased \$13.9 (5%), primarily driven by the increased demand for plastics projects, screening and separating equipment (including equipment that processes proppants for hydraulic fracturing), and equipment and systems used in food and pharmaceutical applications, as well as increased earnings associated with the acquisition of Red Valve, pricing and productivity improvements, and savings related to restructuring actions taken in 2016. This increase in consolidated adjusted EBITDA was partially offset by unfavorable foreign currency impact (\$0.9), unfavorable product mix, lower demand for industrial equipment and parts used in power and mining (including coal), a decrease in volume at Batesville, increased commodity and fuel costs at Batesville, and an increase in variable compensation.

Consolidated net income for 2016 compared to 2015 increased \$3.6 (3%), primarily driven by a pension settlement charge in 2015 that did not recur in 2016, the increased earnings associated with the acquisitions of Abel and Red Valve, productivity and pricing improvements, improvement in the effective tax rate, and a decrease in foreign currency exchange loss, partially offset by unfavorable foreign currency impact (\$1.3), a decrease in the volume of equipment sales at the Process Equipment Group, an increase in restructuring and restructuring related charges, inventory step-up charges related to the Abel and Red Valve acquisitions, and a trade name impairment in 2016.

Adjusted EBITDA for 2016 compared to 2015 decreased \$1.6 (1%), driven by unfavorable foreign currency impact (\$2.7) and a decrease in the volume of equipment sales at the Process Equipment Group, partially offset by the increased earnings associated with the acquisitions of Abel and Red Valve, productivity and pricing improvements, and a decrease in foreign currency exchange loss.

#### LIQUIDITY AND CAPITAL RESOURCES

In this section, we discuss our ability to access cash to meet business needs. We discuss how we see cash flow being affected for the next twelve months and how we intend to use it. We describe actual results in generating and utilizing cash by

31

---



## Table of Contents

comparing 2017 to 2016. Finally, we identify other significant matters, such as contractual obligations and contingent liabilities and commitments that could affect liquidity on an ongoing basis.

### Ability to Access Cash

Our debt financing includes long term notes, including the 5.5% senior unsecured notes and the 4.60% Series A unsecured notes (“Series A Notes”), and our revolving credit facility and term loan (collectively, the “Facility”) as part of our overall financing strategy. We believe we continue to have ready access to capital markets and regularly review the optimal mix of fixed-rate and variable-rate debt. In addition to cash balances and our ability to access long-term financing, we had \$621.2 of maximum borrowing capacity available under the Facility as of September 30, 2017, of which \$554.4 of borrowing capacity is immediately available based on our leverage covenant at September 30, 2017, with additional amounts available in the event of a qualifying acquisition. The available borrowing capacity reflects a reduction of \$10.8 for outstanding letters of credit issued under the Facility. The Company may request an increase of up to \$300.0 in the total borrowing capacity under the Facility, subject to approval of the lenders.

In the normal course of business, the Process Equipment Group provides to certain customers bank guarantees and other credit arrangements in support of performance, warranty, advance payment, and other contractual obligations. This form of trade finance is customary in the industry and, as a result, we are required to maintain adequate capacity to provide the guarantees. As of September 30, 2017, we had guarantee arrangements totaling \$227.9, under which \$174.6 was utilized for this purpose. These arrangements include a €150.0 Syndicated Letter of Guarantee Facility (as amended, the “LG Facility”) under which unsecured letters of credit, bank guarantees, or other surety bonds may be issued. The Company may request an increase to the total capacity under the LG facility by an additional €70.0, subject to approval of the lenders.

We have significant operations outside the U.S. The majority of foreign earnings are considered to be indefinitely reinvested in foreign jurisdictions where the Company has made, and intends to continue to make, substantial investments to support the ongoing development and growth of our international operations. Accordingly, no significant U.S. federal and state income taxes have been accrued on the portion of our foreign earnings that is considered to be indefinitely reinvested in foreign jurisdictions. During fiscal 2017, the Company recognized a deferred tax liability of \$4.0 representing the assumed foreign taxes on the distribution of funds among certain of our foreign subsidiaries. However, we expect these funds will remain indefinitely reinvested outside of the U.S. The cash at our international subsidiaries totaled \$60.4 at September 30, 2017. We do not intend, nor do we foresee a need, to repatriate these funds to the U.S. Such repatriation for use in domestic operations would expose us to additional taxes pursuant to current regulatory and tax laws.

### 12-month Outlook

We believe the 12-month outlook for our business remains positive. Although cash flow from operations in the Process Equipment Group naturally experiences substantial fluctuations driven by changes in working capital requirements (due to the type of product and geography of customer projects in process at any point in time), we believe we have significant flexibility to meet our financial commitments including working capital needs, capital expenditures, and financing obligations.

We expect to continue to grow at least partially through acquisitions and to continue to focus on building platforms based on highly engineered equipment and systems for diverse niche markets. Therefore, we expect to continue to use a combination of some of our cash flows from operations and our Facility to fund these acquisitions. When we consider attractive targets, we often look for companies with a relatively low physical asset base, in order to limit the need to invest significant additional cash into targets post-acquisition.

Our anticipated contribution to our U.S. and non-U.S. pension plans in 2018 is \$9.9. This amount is lower than 2017, as we do not anticipate contributing to our U.S. defined benefit pension plan in 2018. In 2017, we contributed \$80.0 to our U.S. defined benefit pension plan, which was funded with cash on hand and funds borrowed from the Facility. As a result, the U.S. defined benefit pension plan assets are now greater than the benefit obligations at September 30, 2017. See Note 5 to our financial statements included in Part II, Item 8, of this Form 10-K for more detail. We will continue to monitor plan funding levels, performance of the assets within the plans, and overall economic activity, and we may make additional discretionary funding decisions based on the net impact of the above factors.

We currently expect to pay quarterly cash dividends in the future comparable to those we paid in 2017, which will require approximately \$13 each quarter based on our outstanding common stock at September 30, 2017. We are authorized by our Board of Directors to purchase up to \$200.0 of our common stock in total under our existing share repurchase program, and may make such purchases, depending on market conditions and other needs for cash consistent with our growth strategy. We repurchased approximately 778,000 shares of our common stock in 2017, for a total cost of approximately \$28.0. At

Table of Contents

September 30, 2017, we had approximately \$100.6 remaining for share repurchases under the existing Board authorization. See Part I, Item 5 within this Form 10-K for more information on share repurchases.

We believe existing cash, cash flows from operations, and the issuance of debt will continue to be sufficient to fund our operating activities and cash commitments for investing and financing activities. Based on these factors, we believe our current liquidity position is strong and will continue to meet all of our financial commitments for the foreseeable future.

## Cash Flows

(in millions)	Year Ended September 30,		
	2017	2016	2015
Cash flows provided by (used in)			
Operating activities	\$246.2	\$238.2	\$105.0
Investing activities	(13.5 )	(253.5 )	(29.5 )
Financing activities	(215.1 )	21.6	(83.2 )
Effect of exchange rate changes on cash and cash equivalents	(3.6 )	(2.6 )	(2.0 )
Increase (decrease) in cash and cash equivalents	\$14.0	\$3.7	\$(9.7 )

## Operating Activities

Operating activities provided \$246.2 of cash during 2017, in contrast to providing \$238.2 of cash during 2016, an \$8.0 increase. This increase was primarily due to the timing of working capital requirements within the Process Equipment Group, which was partially offset by the \$80 contribution to our U.S. defined benefit pension plan in 2017. In addition, as a result of the pension contribution, tax payments were lower in 2017 by approximately \$30. The decrease in working capital requirements was primarily driven by the timing of project orders, the associated advanced payments, and decreased payables to suppliers that were outstanding at the end of 2017.

Operating activities provided \$238.2 of cash during 2016, in contrast to providing \$105.0 of cash during 2015, a \$133.2 increase. This increase was primarily driven by the timing of working capital requirements within the Process Equipment Group and the payment of a litigation settlement at Batesville in fiscal 2015 that did not repeat in 2016. These increases in operating cash flow were partially offset by an increase in cash paid for taxes. The decrease in working capital requirements within the Process Equipment Group was primarily driven by the timing of project orders and the associated payables to suppliers that were outstanding at the end of 2016. The working capital balance at September 30, 2015 was higher due to an increased outflow of supplier payments in 2015 driven by several significant project orders that were received in the final quarter of 2014. In addition, payments on certain customer contracts were delayed due to the movement of delivery dates, causing our net working capital investment in those contracts to increase during 2015.

Working capital requirements for the Process Equipment Group may continue to fluctuate in this manner due primarily to the type of product and geography of customer projects in process at any point in time. Working capital needs are lower when advance payments from customers are more heavily weighted toward the beginning of the project. Conversely, working capital needs are higher when a larger portion of the cash is to be received in later stages of manufacturing.

## Investing Activities

Cash used in investing activities in 2017 compared to 2016 decreased \$240 primarily due to the acquisitions of Abel and Red Valve in 2016, compared to no acquisitions in 2017.

Cash used in investing activities in 2016 compared to 2015 increased \$224.0 primarily due to the acquisitions of Abel and Red Valve, partially offset by lower capital expenditures.

#### Financing Activities

Cash provided by (used in) financing activities was largely impacted by our net borrowing activities. Our general practice is to utilize our cash to pay down debt unless it is needed for an acquisition. Daily borrowing and repayment activity under the Facility may fluctuate significantly between periods as we fulfill the capital needs of our business units. Cash used in financing activities in 2017 was \$215.1 compared to cash provided by financing activities in 2016 of \$21.6. We had net repayments of \$147.2 in 2017 compared to net borrowings of \$83.6 in 2016. The decrease in cash provided by financing activities was due primarily to borrowings used to fund the acquisitions of Abel and Red Valve in 2016 that did not repeat in 2017 and an increase

Table of Contents

in repurchases of common stock, partially offset by the borrowings used to fund the \$80.0 contribution to the Company's U.S. defined benefit pension plan in 2017 and an increase in proceeds from stock plans.

Cash provided by financing activities in 2016 was \$21.6 compared to cash used in financing activities in 2015 of \$83.2. We had net borrowings of \$83.6 in 2016 compared to net repayments of \$26.2 in 2015, due primarily to the acquisitions of Abel and Red Valve, partially offset by the improvement in working capital needs within the Process Equipment Group.

We returned \$51.9 to shareholders in 2017 in the form of quarterly dividends. We increased our quarterly dividend in 2017 to \$0.2050 per common share from \$0.2025 paid during 2016 and \$0.2000 paid in 2015. We repurchased approximately 778,000 shares of our common stock during 2017, for a total cost of approximately \$28.0.

## Off-Balance Sheet Arrangements

We have no significant off-balance sheet arrangements outside of those disclosed previously in the Ability to Access Cash section or the Contractual Obligations and Contingent Liabilities and Commitments section below.

## Inflation

The effect of broad-based inflation on the Company's revenues and net earnings was not significant in 2017, 2016, or 2015.

## Contractual Obligations and Contingent Liabilities and Commitments

The following table summarizes our future obligations as of September 30, 2017. This will help give you an understanding of the significance of cash outlays that are fixed beyond the normal accounts payable we have already incurred and have recorded in the financial statements.

(in millions)	Payment Due by Period				
	Total	Less Than 1 Year	1-3 Years	4-5 Years	After 5 Years
10 year, 5.5% fixed rate senior unsecured notes	\$150.0	\$—	\$150.0	\$—	\$—
Revolving credit facility <sup>(1)</sup>	68.0	—	68.0	—	—
Term loan	148.5	18.0	130.5	—	—
Series A Notes	100.0	—	—	—	100.0
Interest on financing agreements <sup>(2)</sup>	69.0	17.9	31.0	9.8	10.3
Operating lease obligations (noncancellable)	100.4	18.5	27.9	18.7	35.3
Purchase obligations <sup>(3)</sup>	198.1	190.0	7.3	0.8	—
Defined benefit plan funding <sup>(4)</sup>	138.6	10.7	21.2	20.0	86.7
Other long-term liabilities <sup>(5)</sup>	19.1	5.6	4.7	2.4	6.4
Total contractual obligations <sup>(6)</sup>	\$991.7	\$260.7	\$440.6	\$51.7	\$238.7

(1) Our revolving credit facility expires in December 2019. Although we may make earlier principal payments, we have reflected the principal balance due at expiration.

Cash obligations for interest requirements relate to our fixed-rate debt obligation at its contractual rate and (2) borrowings under the variable-rate revolving credit facility and term loan at their current rate at September 30, 2017.

(3) Agreements to purchase goods or services that are enforceable and legally binding and that specify all significant terms, including fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and

the approximate timing of the transaction.

- (4) Includes both projected contributions to achieve minimum funding objectives and additional discretionary contributions, where currently planned.
- (5) Includes the estimated liquidation of liabilities related to both our short-term and long-term casket pricing obligation, self-insurance reserves, and severance payments.
- (6) We have excluded from the table our \$9.9 liability related to uncertain tax positions as the current portion is not significant and we are not able to reasonably estimate the timing of the long-term portion.

Table of Contents

Recently Issued and Adopted Accounting Standards

For a summary of recently issued and adopted accounting standards applicable to us, see Note 2 to our financial statements included in Part II, Item 8, of this Form 10-K.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

In this section, we tell you about market risks we think could have a significant impact on our bottom line or the financial strength of our Company. The term “market risk” generally means how results of operations and the value of assets and liabilities could be affected by market factors such as interest rates, currency exchange rates, the value of commodities, and debt and equity price risks. If those factors change significantly, it could help or hurt our bottom line, depending on how we react to them.

We are exposed to various market risks. We have established policies, procedures, and internal processes governing our management of market risks and the use of financial instruments to manage our exposure to such risks. Our primary exposures are to: fluctuations in market prices for purchases of certain commodities; volatility in interest rates associated with our revolving credit facility and term loan; volatility in the fair value of the assets held by our pension plans; and variability in exchange rates in foreign locations.

We are subject to market risk from fluctuating market prices of certain purchased commodity raw materials including steel, wood, red metals, and fuel. While these materials are typically available from multiple suppliers, commodity raw materials are subject to market price fluctuations. We generally buy these commodities based upon market prices that are established with the supplier as part of the purchasing process. We generally attempt to obtain firm pricing from our larger suppliers for volumes consistent with planned production. To the extent that commodity prices increase and we do not have firm pricing from our suppliers, or if our suppliers are not able to honor such prices, we may experience a decline in our gross margins to the extent we are not able to increase selling prices of our products or obtain supply chain efficiencies to offset increases in commodity costs.

At September 30, 2017, we had \$68.0 outstanding under our \$700.0 revolving credit facility and \$148.5 outstanding under a related term loan. We are subject to interest rate risk associated with our revolving credit facility and related term loan, which bear a variable rate of interest that is based upon the lender’s base rate or the LIBOR rate. The interest we pay on our borrowings is dependent on interest rate conditions and the timing of our financing needs. Part of the exposure to this variability is managed through the use of interest rate swaps. Assuming these borrowings remain at \$216.5 for 12 months, a one percentage point change in the related interest rates would increase or decrease our annual interest expense by approximately \$1.7 (net of related interest rate swap impact). Based upon debt balances as of September 30, 2016, a one percentage point change in the related interest rates would have increased or decreased our annual interest expense by approximately \$3.6.

Our pension plans’ assets are also subject to volatility that can be caused by fluctuations in general economic conditions. Plan assets are invested by the plans’ fiduciaries, which direct investments according to specific policies. Those policies subject investments to the following restrictions in our domestic plan: short-term securities must be rated A2/P2 or higher, liability-hedging fixed income securities must have an average quality credit rating of investment grade, and investments in equities in any one company may not exceed 10% of the equity portfolio. Favorable or unfavorable investment performance over the long term will impact our pension expense if it deviates from our assumption related to future rate of return.

We are subject to variability in foreign currency exchange rates in our international operations. Exposure to this variability is periodically managed through the use of natural hedges and also by entering into currency exchange agreements. As of September 30, 2017 and 2016, a 10% change in the foreign exchange rates affecting unhedged

balance sheet exposures would have impacted pre-tax earnings by less than 1%.

The translation of the financial statements of our non-U.S. operations from local currencies into U.S. dollars is also sensitive to changes in foreign exchange rates. These translation gains or losses are recorded as cumulative translation adjustments (“CTA”) within accumulated other comprehensive loss on our balance sheet. The hypothetical change in CTA is calculated by multiplying the net assets of our non-U.S. operations by a 10% change in the applicable foreign exchange rates. The result of the appreciation or depreciation of all applicable currencies against the U.S. dollar would be a change in shareholders’ equity of approximately \$55 and \$63 as of September 30, 2017 and 2016.



Table of Contents

Item 8. Financial Statements and Supplementary Data

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

	Page
<u>Management's Report on Internal Control Over Financial Reporting</u>	<u>37</u>
<u>Report of Independent Registered Public Accounting Firm</u>	<u>38</u>
Financial Statements:	
<u>Consolidated Statements of Income for years ended September 30, 2017, 2016, and 2015</u>	<u>39</u>
<u>Consolidated Statements of Comprehensive Income for years ended September 30, 2017, 2016, and 2015</u>	<u>40</u>
<u>Consolidated Balance Sheets at September 30, 2017 and 2016</u>	<u>41</u>
<u>Consolidated Statements of Cash Flows for years ended September 30, 2017, 2016, and 2015</u>	<u>42</u>
<u>Consolidated Statements of Shareholders' Equity for years ended September 30, 2017, 2016, and 2015</u>	<u>43</u>
<u>Notes to Consolidated Financial Statements</u>	<u>44-77</u>
Financial Statement Schedule for years ended September 30, 2017, 2016, and 2015:	
<u>Schedule II — Valuation and Qualifying Accounts</u>	<u>78</u>

Table of Contents

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. In order to evaluate the effectiveness of internal control over financial reporting, management has conducted an assessment, including testing, using the criteria set forth by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission in Internal Control — Integrated Framework (2013 Framework). The Company's internal control over financial reporting, as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934 (as amended, Exchange Act), is a process designed to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Based on our assessment under the criteria established in Internal Control — Integrated Framework (2013 Framework), issued by the COSO, management has concluded that the Company maintained effective internal control over financial reporting as of September 30, 2017.

The effectiveness of the Company's internal control over financial reporting as of September 30, 2017, has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report included herein.

By: /s/ Eric M. Teegarden  
Eric M. Teegarden  
Vice President, Controller and Chief Accounting Officer

By: /s/ Kristina A. Cerniglia  
Kristina A. Cerniglia  
Senior Vice President and Chief Financial Officer

By: /s/ Joe A. Raver  
Joe A. Raver  
President and Chief Executive Officer

Table of Contents

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Hillenbrand, Inc.:

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Hillenbrand, Inc. and its subsidiaries as of September 30, 2017 and September 30, 2016, and the results of their operations and their cash flows for each of the three years in the period ended September 30, 2017 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the accompanying index presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of September 30, 2017, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As discussed in Note 2 to the consolidated financial statements, the Company changed the manner in which it accounts for deferred tax assets and liabilities in 2017.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/PricewaterhouseCoopers LLP  
Indianapolis, Indiana  
November 15, 2017

38

---

Table of Contents

HILLENBRAND, INC.  
 CONSOLIDATED STATEMENTS OF INCOME  
 (in millions, except per share amounts)

	Year Ended September 30,		
	2017	2016	2015
Net revenue	\$1,590.2	\$1,538.4	\$1,596.8
Cost of goods sold	998.9	967.8	1,026.4
Gross profit	591.3	570.6	570.4
Operating expenses	344.4	346.5	330.6
Amortization expense	29.2	33.0	28.1
Pension settlement charge	—	—	17.7
Interest expense	25.2	25.3	23.8
Other (expense) income, net	(4.2)	(1.7)	(7.9)
Income before income taxes	188.3	164.1	162.3
Income tax expense	59.9	47.3	49.1
Consolidated net income	128.4	116.8	113.2
Less: Net income attributable to noncontrolling interests	2.2	4.0	1.8
Net income <sup>(1)</sup>	\$126.2	\$112.8	\$111.4
Net income <sup>(1)</sup> — per share of common stock			
Basic earnings per share	\$1.99	\$1.78	\$1.76
Diluted earnings per share	\$1.97	\$1.77	\$1.74
Weighted-average shares outstanding — basic	63.6	63.3	63.2
Weighted-average shares outstanding — diluted	64.0	63.8	63.9
Cash dividends per share	\$0.8200	\$0.8100	\$0.8000

(1) Net income attributable to Hillenbrand

See Notes to Consolidated Financial Statements

Table of Contents

## HILLENBRAND, INC.

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in millions)

	Year Ended September 30,		
	2017	2016	2015
Consolidated net income	\$128.4	\$116.8	\$113.2
Other comprehensive (loss) income, net of tax			
Currency translation	24.9	(9.8 )	(47.6 )
Pension and postretirement (net of tax of \$10.9, \$4.8, and \$2.1)	22.2	(13.1 )	(8.4 )
Net unrealized (loss) gain on derivative instruments (net of tax of \$1.0, \$0.2, and \$0.4)	1.7	0.7	(0.1 )
Total other comprehensive income (loss), net of tax	48.8	(22.2 )	(56.1 )
Consolidated comprehensive income	177.2	94.6	57.1
Less: Comprehensive income attributable to noncontrolling interests	2.4	3.7	1.4
Comprehensive income <sup>(2)</sup>	\$174.8	\$90.9	\$55.7

(2) Comprehensive income attributable to Hillenbrand

See Notes to Consolidated Financial Statements

Table of Contents

HILLENBRAND, INC.  
 CONSOLIDATED BALANCE SHEETS  
 (in millions)

	September 30,	
	2017	2016
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	\$66.0	\$52.0
Trade receivables, net	206.1	205.0
Receivables from long-term manufacturing contracts	125.2	125.8
Inventories	151.6	153.1
Deferred income taxes	—	23.9
Prepaid expenses	28.2	18.2
Other current assets	16.5	22.3
Total current assets	593.6	600.3
Property, plant, and equipment, net	150.4	152.5
Intangible assets, net	523.9	541.5
Goodwill	647.5	634.3
Other assets	41.1	31.1
Total Assets	\$1,956.5	\$1,959.7
<b>LIABILITIES</b>		
Current Liabilities		
Trade accounts payable	\$158.0	\$135.7
Liabilities from long-term manufacturing contracts and advances	132.3	78.6
Current portion of long-term debt	18.8	13.8
Accrued compensation	66.9	57.3
Deferred income taxes	—	22.8
Other current liabilities	135.7	125.5
Total current liabilities	511.7	433.7
Long-term debt	446.9	595.1
Accrued pension and postretirement healthcare	129.6	232.7
Deferred income taxes	75.7	22.6
Other long-term liabilities	26.7	29.4
Total Liabilities	1,190.6	1,313.5
Commitments and contingencies (Note 11)		
<b>SHAREHOLDERS' EQUITY</b>		
Common stock, no par value (63.8 and 63.7 shares issued, 63.1 and 63.0 shares outstanding)	—	—
Additional paid-in capital	349.9	348.7
Retained earnings	507.1	433.3
Treasury stock (0.7 and 0.7 shares)	(24.4	) (19.9
Accumulated other comprehensive loss	(81.2	) (129.8
Hillenbrand Shareholders' Equity	751.4	632.3
Noncontrolling interests	14.5	13.9
Total Shareholders' Equity	765.9	646.2

Total Liabilities and Equity

\$1,956.5 \$1,959.7

See Notes to Consolidated Financial Statements

41

---



Table of Contents

HILLENBRAND, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(in millions)

	Year Ended September 30,		
	2017	2016	2015
Operating Activities			
Consolidated net income	\$128.4	\$116.8	\$113.2
Adjustments to reconcile net income to cash provided by operating activities:			
Depreciation and amortization	56.6	60.4	54.3
Trade name impairment	—	2.2	—
Pension settlement charge	—	—	17.7
Deferred income taxes	37.1	(4.7 )	(0.5 )
Net loss (gain) on disposal or impairment of property	(4.6 )	0.3	(2.1 )
Equity in net (income) loss from affiliates	0.4	(0.3 )	2.1
Share-based compensation	10.5	8.5	12.0
Trade accounts receivable and receivables on long-term manufacturing contracts	10.7	9.7	(15.4 )
Inventories	5.4	11.3	5.2
Prepaid expenses and other current assets	(6.2 )	5.5	(8.5 )
Trade accounts payable	17.2	30.2	(76.6 )
Accrued expenses and other current liabilities	64.6	(10.7 )	1.0
Income taxes payable	4.8	3.8	13.5
Defined benefit plan funding	(90.6 )	(15.5 )	(15.4 )
Defined benefit plan expense	6.4	11.9	14.5
Other, net	5.5	8.8	(10.0 )
Net cash provided by operating activities	246.2	238.2	105.0
Investing Activities			
Capital expenditures	(22.0 )	(21.2 )	(31.0 )
Proceeds from sales of property, plant, and equipment	5.7	2.0	2.8
Acquisitions of businesses, net of cash acquired	—	(235.4 )	—
Return of investment capital from affiliates	3.2	1.1	1.5
Other, net	(0.4 )	—	(2.8 )
Net cash used in investing activities	(13.5 )	(253.5 )	(29.5 )
Financing Activities			
Repayments on term loan	(13.5 )	(9.0 )	(9.0 )
Proceeds from revolving credit facility	819.3	719.8	430.2
Repayments on revolving credit facility	(953.0 )	(627.2 )	(547.0 )
Proceeds from unsecured Series A Notes, net of financing costs	—	—	99.6
Payment of dividends on common stock	(51.9 )	(51.1 )	(50.4 )
Repurchases of common stock	(28.0 )	(21.2 )	(11.2 )
Net proceeds on stock plans	13.7	11.1	3.4
Other, net	(1.7 )	(0.8 )	1.2
Net cash provided by (used in) financing activities	(215.1 )	21.6	(83.2 )
Effect of exchange rate changes on cash and cash equivalents	(3.6 )	(2.6 )	(2.0 )
Net cash flows	14.0	3.7	(9.7 )

Edgar Filing: Hillenbrand, Inc. - Form 10-K

Cash and cash equivalents:			
At beginning of period	52.0	48.3	58.0
At end of period	\$66.0	\$52.0	\$48.3
Cash paid for interest	\$20.3	\$22.7	\$20.0
Cash paid for income taxes	\$18.2	\$48.0	\$36.4
See Notes to Consolidated Financial Statements			

42

---

Table of Contents

## HILLENBRAND, INC.

## CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(in millions)

	Shareholders of Hillenbrand, Inc.							
	Common Shares	Additional Paid-in Capital	Retained Earnings	Treasury Stock Shares	Accumulated Other Comprehensive Loss	Noncontrolling Interests	Total	
Balance at September 30, 2014	63.5	\$ 342.1	\$ 311.7	0.6	\$ (18.3)	\$ (52.2 )	\$ 10.5	\$ 593.8
Total other comprehensive loss, net of tax	—	—	—	—	—	(55.7 )	(0.4 )	(56.1 )
Net income	—	—	111.4	—	—	—	1.8	113.2
Issuance/retirement of stock for stock awards/options	0.1	(5.1 )	—	(0.3)	8.5	—	—	3.4
Share-based compensation	—	12.0	—	—	—	—	—	12.0
Purchases of common stock	—	—	—	0.4	(11.2 )	—	—	(11.2 )
Dividends	—	0.6	(51.0 )	—	—	—	—	(50.4 )
Other	—	1.3	—	—	—	—	(0.2 )	1.1
Balance at September 30, 2015	63.6	350.9	372.1	0.7	(21.0 )	(107.9 )	11.7	605.8
Total other comprehensive loss, net of tax	—	—	—	—	—	(21.9 )	(0.3 )	(22.2 )
Net income	—	—	112.8	—	—	—	4.0	116.8
Issuance/retirement of stock for stock awards/options	0.1	(11.2 )	—	(0.7)	22.3	—	—	11.1
Share-based compensation	—	8.5	—	—	—	—	—	8.5
Purchases of common stock	—	—	—	0.7	(21.2 )	—	—	(21.2 )
Dividends	—	0.5	(51.6 )	—	—	—	(1.5 )	(52.6 )
Balance at September 30, 2016	63.7	348.7	433.3	0.7	(19.9 )	(129.8 )	13.9	646.2
Total other comprehensive income, net of tax	—	—	—	—	—	48.6	0.2	48.8
Net income	—	—	126.2	—	—	—	2.2	128.4
Issuance/retirement of stock for stock awards/options	0.1	(9.8 )	—	(0.7)	23.5	—	—	13.7
Share-based compensation	—	10.5	—	—	—	—	—	10.5
Purchases of common stock	—	—	—	0.7	(28.0 )	—	—	(28.0 )
Dividends	—	0.5	(52.4 )	—	—	—	(1.8 )	(53.7 )
Balance at September 30, 2017	63.8	\$ 349.9	\$ 507.1	0.7	\$ (24.4)	\$ (81.2 )	\$ 14.5	\$ 765.9

See Notes to Consolidated Financial Statements

Table of Contents

HILLENBRAND, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(in millions, except share and per share data)

1. Background

Hillenbrand, Inc. (“Hillenbrand”) is a global diversified industrial company with multiple market-leading brands that serve a wide variety of industries around the world. We strive to provide superior return for our shareholders, exceptional value for our customers, and great professional opportunities for our employees through deployment of the Hillenbrand Operating Model (“HOM”). The HOM is a consistent and repeatable framework designed to produce sustainable and predictable results. The HOM describes our mission, vision, values and mindset as leaders; applies our management practices in Strategy Management, Segmentation, Lean, Talent Development, and Acquisitions; and prescribes three steps (Understand, Focus, and Grow) designed to make our businesses both bigger and better. Our goal is to continue developing Hillenbrand as a world-class global diversified industrial company through the deployment of the HOM.

Our strategy is to leverage our historically strong financial foundation and the implementation of the HOM to deliver sustainable profit growth, revenue expansion and substantial free cash flow and then reinvest available cash in new growth initiatives that are focused on building leadership positions in our core markets and near adjacencies, both organically and inorganically, in order to create shareholder value.

Hillenbrand is composed of two business segments: the Process Equipment Group and Batesville®. The Process Equipment Group businesses design, develop, manufacture, and service highly engineered industrial equipment around the world. Batesville is a recognized leader in the North American death care industry. Hillenbrand was incorporated on November 1, 2007, in the state of Indiana and began trading on the New York Stock Exchange under the symbol “HI” on April 1, 2008. “Hillenbrand,” “the Company,” “we,” “us,” “our,” and similar words refer to Hillenbrand and its subsidiaries.

2. Summary of Significant Accounting Policies

**Basis of presentation** — The accompanying consolidated financial statements include the accounts of Hillenbrand and its subsidiaries. They also include two subsidiaries where the Company’s ownership percentage is less than 100%. The portion of the business that is not owned by the Company is presented as noncontrolling interests within equity in the balance sheets. Income attributable to the noncontrolling interests is separately reported within the statements of income. All significant intercompany accounts and transactions have been eliminated.

**Use of estimates** — We prepared the consolidated financial statements in conformity with accounting principles generally accepted in the U.S. (“GAAP”). GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Foreign currency translation** — The financial statements of our foreign subsidiaries are translated into U.S. dollars using period-end exchange rates for assets and liabilities and average exchange rates for operating results. Unrealized translation gains and losses are included in accumulated other comprehensive loss in shareholders’ equity. When a transaction is denominated in a currency other than the subsidiary’s functional currency, we recognize a transaction gain or loss in “other (expense) income, net” when the transaction is settled.

Cash and cash equivalents include short-term investments with original maturities of three months or less. The carrying amounts reported in the balance sheet for cash and cash equivalents are valued at cost, which approximates their fair value.

Trade receivables are recorded at the invoiced amount and generally do not bear interest, unless they become past due. The allowance for doubtful accounts is a best estimate of the amount of probable credit losses and collection risk in the existing accounts receivable portfolio. The allowance for cash discounts and sales returns reserve are based upon historical experience and trends. Account balances are charged against the allowance when we believe it is probable the receivable will not be recovered. We generally hold trade accounts receivable until they are collected. At September 30, 2017 and 2016, we had reserves against trade receivables of \$21.6 and \$21.0.

Inventories are valued at the lower of cost or market. Inventory costs are determined by the last-in, first-out (“LIFO”) method for approximately 32% of inventories at September 30, 2017 and 2016. Costs of remaining inventories have been determined principally by the first-in, first-out (“FIFO”) and average cost methods. If the FIFO method of inventory accounting, which

Table of Contents

approximates current cost, had been used for inventory accounted for using the LIFO method, that inventory would have been approximately \$15.0 and \$15.2 higher than reported at September 30, 2017 and 2016.

	September 30,	
	2017	2016
Raw materials and components	\$52.6	\$51.4
Work in process	55.4	54.0
Finished goods	43.6	47.7
Total inventories	\$151.6	\$153.1

Property, plant, and equipment are carried at cost less accumulated depreciation. Depreciation is computed using principally the straight-line method based on estimated useful lives of three to 50 years for buildings and improvements and three to 25 years for machinery and equipment. Maintenance and repairs are expensed as incurred. Upon disposal or retirement, the cost and accumulated depreciation of assets are eliminated. Any gain or loss is reflected in the Company's income from operations. We review these assets for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. An impairment loss would be recognized when estimated future undiscounted cash flows relating to the asset are less than its carrying amount. The impairment loss is measured as the amount by which the carrying amount of an asset exceeds its fair value. Total depreciation expense for 2017, 2016, and 2015 was \$25.4, \$25.6, and \$26.2.

	September 30, 2017		September 30, 2016	
	Cost	Accumulated Depreciation	Cost	Accumulated Depreciation
Land and land improvements	\$15.9	\$ (3.5 )	\$17.3	\$ (3.6 )
Buildings and building equipment	110.5	(68.0 )	105.6	(64.3 )
Machinery and equipment	335.8	(240.3 )	329.0	(231.5 )
Total	\$462.2	\$ (311.8 )	\$451.9	\$ (299.4 )

Intangible assets are stated at the lower of cost or fair value. With the exception of certain trade names, intangible assets are amortized on a straight-line basis over periods ranging from three to 21 years, representing the period over which we expect to receive future economic benefits from these assets. We assess the carrying value of trade names annually, or more often if events or changes in circumstances indicate there may be impairment. Estimated amortization expense related to intangible assets for the next five years is: \$32.2 in 2018, \$32.0 in 2019, \$31.4 in 2020, \$30.4 in 2021, and \$29.3 in 2022.

	September 30, 2017		September 30, 2016	
	Cost	Accumulated Amortization	Cost	Accumulated Amortization
Finite-lived assets:				
Trade names	\$0.2	\$ (0.1 )	\$0.2	\$ (0.1 )
Customer relationships	468.7	(125.9 )	459.5	(100.7 )
Technology, including patents	80.7	(39.9 )	77.9	(33.3 )
Software	48.3	(41.5 )	47.4	(39.8 )
Other	0.2	(0.2 )	0.4	(0.3 )
	598.1	(207.6 )	585.4	(174.2 )
Indefinite-lived assets:				
Trade names	133.4	—	130.3	—
Total	\$731.5	\$ (207.6 )	\$715.7	\$ (174.2 )

In the third quarter of 2016, the Company recorded a trade name impairment charge of \$2.2, included in operating expenses, on two trade names related to the Process Equipment Group segment. The decline in the estimated fair value of these trade names was largely driven by the decreased demand for equipment and parts used in coal mining and coal power. As of September 30, 2017, we had approximately \$13 of trade name book value in the Process Equipment Group segment's reporting units most significantly impacted by demand for coal mining and coal power.

Table of Contents

As a result of the required annual impairment assessment performed in the third quarter of 2017, the fair value of trade names was determined to meet or exceed the carrying value for all trade names, resulting in no impairment to trade names.

Goodwill is not amortized, but is subject to annual impairment tests. Goodwill has been assigned to reporting units. We assess the carrying value of goodwill annually, or more often if events or changes in circumstances indicate there may be impairment. Impairment testing is performed at a reporting unit level.

	Process Equipment Group	Batesville	Total
Balance September 30, 2015	\$ 535.7	\$ 8.3	\$544.0
Acquisitions	96.4	—	96.4
Adjustments	(0.3 )	—	(0.3 )
Foreign currency adjustments	(5.8 )	—	(5.8 )
Balance September 30, 2016	626.0	8.3	634.3
Acquisitions, including purchase price adjustments	(0.9 )	—	(0.9 )
Foreign currency adjustments	14.1	—	14.1
Balance September 30, 2017	\$ 639.2	\$ 8.3	\$647.5

As a result of the required annual impairment assessment performed in the third quarter of 2017, the Company tested the recoverability of its goodwill, and in all reporting units, the fair value of goodwill was determined to exceed the carrying value, resulting in no impairment of goodwill. Since the fair value of each reporting unit exceeded its carrying value, the second step of the goodwill impairment test was not necessary. The fair value of the reporting unit in the Process Equipment Group segment that is most directly impacted by demand in domestic coal mining and coal power exceeded its carrying value by less than 10%. The carrying value of goodwill at September 30, 2017 for this reporting unit was \$71.3. In the event that the assumptions used (e.g., order backlog, revenue and profit growth rates, discount rate, industry valuation multiples) for this reporting unit are not consistent with actual performance in 2018, we may be required to perform an interim impairment analysis with respect to the carrying value of goodwill for this reporting unit prior to our annual test, and based on the outcome of that analysis, could be required to take a non-cash impairment charge as a result of any such test.

**Investments** — Our investment portfolio consists of investments in private equity limited partnerships. The carrying value of the portfolio was \$1.4 and \$7.6 at September 30, 2017 and 2016 and is included in other assets on the balance sheets. The fair value of these investments is not readily available. We use the equity method of accounting for substantially all private equity limited partnerships, with earnings or losses reported in “other (expense) income, net” in the income statements. We regularly evaluate all investments for possible impairment.

**Environmental liabilities** — Expenditures that relate to an existing condition caused by past operations which do not contribute to current or future revenue generation are expensed. A reserve is established when it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. These reserves are determined without consideration of possible loss recoveries. Based on consultations with an environmental engineer, the range of liability is estimated based on current interpretations of environmental laws and regulations. A determination is made of the specific measures that are believed to be required to remediate the site, the estimated total cost to carry out the remediation plan, and the periods in which we will make payments toward the remediation plan. We do not make an estimate of inflation for environmental matters because the number of sites is small, the magnitude of costs to execute remediation plans is not significant, and the estimated time frames to remediate sites are not believed to be lengthy.



Specific costs included in environmental expense and reserves include site assessment, remediation plan development, clean-up costs, post-remediation expenditures, monitoring, fines, penalties, and legal fees. The amount reserved represents the expected undiscounted future cash outflows associated with such plans and actions and is not significant to Hillenbrand.

Self-insurance — We are self-funded up to certain limits for product and general liability, workers compensation, and auto liability insurance programs, as well as certain employee health benefits including medical, drug, and dental. These policies have deductibles and self-funded retentions up to \$0.5 per occurrence, depending upon the type of coverage and policy period. Our policy is to estimate reserves based upon a number of factors, including known claims, estimated incurred but not reported claims, and outside actuarial analysis. The outside actuarial analysis is based on historical information along with certain assumptions about future events. These reserves are classified as other current and other long-term liabilities within the balance sheets.

Table of Contents

Treasury stock consists of our common shares that have been issued but subsequently reacquired. We account for treasury stock purchases under the cost method. When these shares are reissued, we use an average-cost method to determine cost. Proceeds in excess of cost are credited to additional paid-in capital.

On July 24, 2008, our Board of Directors approved a stock repurchase program for the repurchase of up to \$100.0 of our common stock. On February 23, 2017, our Board of Directors approved an increase of \$100.0 to the existing stock repurchase program. The authorization brings the maximum cumulative repurchase authorization up to \$200.0. The repurchase program has no expiration date, but may be terminated by the Board of Directors at any time. As of September 30, 2017, we had repurchased approximately 3,600,000 shares for approximately \$99.4 in the aggregate. Such shares were classified as treasury stock. We repurchased approximately 778,000 shares of our common stock during 2017, at a total cost of approximately \$28.0. In 2017 and 2016, approximately 700,000 shares and 800,000 shares were issued from treasury stock under our stock compensation programs. At September 30, 2017, we had approximately \$100.6 remaining for share repurchases under the existing Board authorization.

Preferred stock — The Company has authorized 1,000,000 shares of preferred stock (no par value), of which no shares were issued at September 30, 2017 and 2016.

Accumulated other comprehensive loss included all changes in Hillenbrand shareholders' equity during a period except those that resulted from investments by or distributions to our shareholders.

	September 30,	
	2017	2016
Currency translation	\$(36.9)	\$(61.6 )
Pension and postretirement (net of taxes of \$23.4 and \$34.1)	(45.3 )	(67.5 )
Unrealized gain (loss) on derivative instruments (net of taxes of \$0.8 and \$0.5)	1.0	(0.7 )
Accumulated other comprehensive loss	\$(81.2)	\$(129.8)

Revenue recognition — Net revenue includes gross revenue less sales discounts, customer rebates, sales incentives, and product returns, all of which require us to make estimates for the portion of these allowances that have yet to be credited or paid to our customers. We estimate these allowances based upon historical rates and projections of customer purchases toward contractual rebate thresholds.

A portion of Hillenbrand's revenue is derived from long-term manufacturing contracts. The majority of this revenue is recognized based on the percentage-of-completion method. Under this method, revenue is recognized based upon the costs incurred to date as compared to the total estimated project costs. Approximately 25%, 24%, and 25% of Hillenbrand's revenue was attributable to these long-term manufacturing contracts for 2017, 2016, and 2015.

Accounting for these contracts involves management judgment in estimating total contract revenue and cost. Contract revenues are largely determined by negotiated contract prices and quantities, modified by our assumptions regarding contract options, change orders, and incentive and award provisions associated with technical performance clauses. Contract costs are incurred over longer periods of time and, accordingly, the estimation of these costs requires management judgment. Cost estimates are largely based on negotiated or estimated purchase contract terms, historical performance trends, and other economic projections. Significant factors that influence these estimates include inflationary trends, technical and schedule risk, internal and subcontractor performance trends, business volume assumptions, asset utilization, and anticipated labor agreements. Revenue and cost estimates are regularly monitored and revised based on changes in circumstances. Anticipated losses on long-term contracts are recognized immediately when such losses become evident. We maintain financial controls over the customer qualification, contract pricing, and estimation processes to reduce the risk of contract losses.

Revenue for components, most replacement parts, and service is recognized when title and risk of loss passes to the customer.

Cost of goods sold consists primarily of purchased material costs, fixed manufacturing expense, variable direct labor, and overhead costs. It also includes costs associated with the distribution and delivery of products.

Research and development costs are expensed as incurred as a component of operating expenses and were \$11.9, \$12.6, and \$12.7 for 2017, 2016, and 2015.

Warranty costs — We provide for the estimated warranty cost of a product at the time revenue is recognized. Warranty expense is accrued based upon historical information and may also include specific provisions for known conditions.  
Warranty

Table of Contents

obligations are affected by actual product performance and by material usage and service costs incurred in making product corrections. Our warranty provision takes into account the best estimate of amounts necessary to settle future and existing claims on products sold. The Process Equipment Group generally offers a one to two-year warranty on a majority of its products. It engages in extensive product quality programs and processes in an effort to minimize warranty obligations, including active monitoring and evaluation of the quality of component suppliers. Warranty reserves were \$15.8 and \$16.6 for 2017 and 2016. Warranty costs were \$4.1, \$4.3, and \$4.0 for 2017, 2016, and 2015.

**Income taxes** — We establish deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Deferred tax assets and liabilities are determined based on the differences between the financial statements and the tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date. The majority of the cash at our foreign subsidiaries represents earnings considered to be permanently reinvested for which deferred taxes have not been provided, as we do not intend, nor do we foresee a need, to repatriate these funds.

We have a variety of deferred income tax assets in numerous tax jurisdictions. The recoverability of these deferred income tax assets is assessed periodically and valuation allowances are recognized if it is determined that it is more likely than not that the benefits will not be realized. When performing this assessment, we consider future taxable income, the reversal of existing temporary differences, and tax planning strategies. We account for accrued interest and penalties related to unrecognized tax benefits in income tax expense.

**Derivative financial instruments** — The Company has hedging programs in place to manage its currency exposures. The objectives of our hedging programs are to mitigate exposures in gross margin and non-functional-currency-denominated assets and liabilities. Under these programs, we use derivative financial instruments to manage the economic impact of fluctuations in currency exchange rates. These include foreign currency exchange forward contracts, which generally have terms up to 24 months.

The Company has interest rate and cross currency swaps in place to manage or hedge the risks associated with our indebtedness and interest payments. Our objectives in using these swaps are to add stability to interest expense and to manage our exposure to interest rate movements.

We require that hedging derivative instruments be highly effective in reducing the risk exposure that they are designated to hedge. As a result, there was no significant ineffectiveness from any of our derivative activities during the period. We formally designate any instrument that meets these hedging criteria as a hedge.

The aggregate notional amount of all derivative instruments was \$262.4 and \$208.3 at September 30, 2017 and 2016.

We measure all derivative instruments at fair value and report them on our balance sheets as assets or liabilities. Contracts designated as hedges for customer orders or intercompany purchases have an offsetting tax-adjusted amount in accumulated other comprehensive gain (loss). Foreign exchange contracts designated to hedge foreign currency exposures within our balance sheet have an offsetting amount recorded in “Other (expense) income, net”.

The carrying value of all of derivative instruments at fair value resulted in assets of \$3.8 and \$1.4 (included in other current assets and other assets) and liabilities of \$2.3 and \$3.3 (included in other current liabilities) at September 30, 2017 and 2016. See Note 13 for additional information on the fair value of our derivative instruments.

Changes in the fair value of derivatives are accounted for depending on the intended use of the derivative, designation of the hedging relationship, and whether or not the criteria to apply hedge accounting has been satisfied. Gains and

losses on derivative instruments reported in accumulated other comprehensive gain (loss) are subsequently included in earnings in the periods in which earnings are affected by the hedged item. The amounts recognized in accumulated other comprehensive income (loss) and subsequently through earnings were not significant from 2015 through 2017. Net gains and losses on foreign exchange contracts offset foreign exchange effects on the hedged items. The Company does not enter into derivative contracts for purposes of speculation.

Business acquisitions and related business acquisition and integration costs — Assets and liabilities associated with business acquisitions are recorded at fair value, using the acquisition method of accounting. We allocate the purchase price of acquisitions based upon the fair value of each component, which may be derived from observable or unobservable inputs and assumptions. We may utilize third-party valuation specialists to assist us in this allocation. Initial purchase price allocations

## Table of Contents

are preliminary and subject to revision within the measurement period, generally not to exceed one year from the date of acquisition.

Business acquisition and integration costs are expensed as incurred and are reported as a component of cost of goods sold, operating expenses, interest expense, and “other (expense) income, net,” depending on the nature of the cost. We define these costs to include finder’s fees, advisory, legal, accounting, valuation, and other professional or consulting fees, as well as travel associated with the evaluation and effort to acquire specific businesses. Business acquisition and integration costs also include costs associated with acquisition tax planning, retention bonuses, and related integration costs. These costs exclude the ongoing expenses of our business development department.

Restructuring costs may occur when we take action to exit or significantly curtail a part of our operations or change the deployment of assets or personnel. A restructuring charge can consist of an impairment or accelerated depreciation of effected assets, severance costs associated with reductions to the workforce, costs to terminate an operating lease or contract, and charges for legal obligations for which no future benefit will be derived.

Recently adopted accounting standards — In June 2014, the FASB issued ASU 2014-12, Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period. ASU 2014-12 states that a performance target in a share-based payment that affects vesting and that could be achieved after the requisite service period should be accounted for as a performance condition. ASU 2014-12 became effective and was adopted for our fiscal year beginning October 1, 2016. The adoption of this standard did not have a significant impact on our consolidated financial statements.

In August 2014, the FASB issued ASU 2014-15, Presentation of Financial Statements - Going Concern. ASU 2014-15 provides guidance about management’s responsibility to evaluate whether there is substantial doubt about an entity’s ability to continue as a going concern or to provide related footnote disclosures. ASU 2014-15 became effective and was adopted for our fiscal year beginning October 1, 2016. The adoption of this standard did not have an impact on our consolidated financial statements.

In January 2015, the FASB issued ASU 2015-01, Income Statement—Extraordinary and Unusual Items. ASU 2015-01 eliminates from GAAP the concept of extraordinary items. ASU 2015-01 became effective and was adopted for our fiscal year beginning October 1, 2016. The adoption of this standard did not have a significant impact on our consolidated financial statements.

In February 2015, the FASB issued ASU 2015-02, Consolidation: Amendments to the Consolidation Analysis. The new standard amends the consolidation guidance in ASC 810 and significantly changes the consolidation analysis required under current generally accepted accounting principles. ASU 2015-02 became effective and was adopted for our fiscal year beginning October 1, 2016. The adoption of this standard did not have a significant impact on our consolidated financial statements.

In April 2015, the FASB issued ASU 2015-03, Interest - Imputation of Interest. ASU 2015-03 simplifies the presentation of debt issuance costs. The amendments in this ASU require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. In August 2015, the FASB issued ASU 2015-15, Interest - Imputation of Interest: Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements. This standard permits an entity to defer and present debt issuance costs related to line-of-credit arrangements as an asset and to subsequently amortize the deferred debt issuance costs ratably over the term of the line-of-credit arrangement. These new standards do not affect the recognition and measurement of debt issuance costs. ASU 2015-03 and ASU 2015-15 became effective and were retrospectively adopted for our fiscal year beginning October 1, 2016. The retrospective adoption resulted in \$1.2 of debt issuance costs being reclassified from other assets

to a reduction of the carrying value of long-term debt as of September 30, 2016. Debt issuance costs related to line-of-credit arrangements were not reclassified.

In April 2015, the FASB issued ASU 2015-05, Intangibles - Goodwill and Other - Internal-Use Software. ASU 2015-05 helps entities evaluate the accounting for fees paid by a customer in a cloud computing arrangement by providing guidance as to whether an arrangement includes the sale or license of software. ASU 2015-05 became effective and was adopted for our fiscal year beginning October 1, 2016. The adoption of this standard did not have a significant impact on our consolidated financial statements.

In September 2015, the FASB issued ASU 2015-16, Business Combinations. ASU 2015-16 simplifies the accounting for adjustments made to provisional amounts. The amendments in ASU 2015-16 require that the acquirer recognize adjustments to

## Table of Contents

provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amount is determined. The acquirer is also required to record, in the same period's financial statements, the effect on earnings of changes in depreciation, amortization, or other income effects, if any, as a result of the change to the provisional amounts, calculated as if the accounting had been completed at the acquisition date. In addition, an entity is required to present separately on the face of the income statement or disclose in the notes to the financial statements the portion of the amount recorded in current-period earnings by line item that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the acquisition date. ASU 2015-16 became effective and was adopted for our fiscal year beginning October 1, 2016. The adoption of this standard did not have a significant impact on our consolidated financial statements.

In November 2015, the FASB issued ASU 2015-17, Income Taxes. ASU 2015-17 requires that deferred income tax liabilities and assets be classified as noncurrent in a classified statement of financial position in order to simplify the presentation of deferred income taxes. ASU 2015-17 was early adopted for our fiscal year beginning October 1, 2016. The adoption of this standard resulted in a reclassification of \$7.4 from current deferred income taxes to non-current deferred income taxes on the Consolidated Balance Sheets as of September 30, 2017. No periods prior to adoption were retrospectively adjusted.

Recently issued accounting standards — In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers. ASU 2014-09 requires entities to recognize revenue in a way that depicts the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The FASB has also issued several updates to ASU 2014-09. The new standard supersedes U.S. GAAP guidance on revenue recognition and requires the use of more estimates and judgments than the present standards. It also requires significant disclosures sufficient to enable users to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers, including qualitative and quantitative disclosures about contracts with customers, significant judgments and changes in judgments, and assets recognized from the costs to obtain or fulfill a contract. ASU 2014-09 will be effective for our fiscal year beginning October 1, 2018, including interim periods within that reporting period, and allows for either full retrospective adoption or modified retrospective adoption, with early adoption permitted on October 1, 2017.

We have begun the assessment process and continue to evaluate the impact that ASU 2014-09 will have on our consolidated financial statements and financial reporting processes, including evaluating new disclosure requirements. Based on our initial assessment, which included a comparison of our existing accounting policies and practices against the new standard and a review of contracts active during and through the end of 2016, we believe the key areas of consideration for our financial statements include percentage-of-completion accounting, separate performance obligations, and related revenue recognized over time. Based on our initial assessment, we also expect to adopt this new standard using the modified retrospective method, which will result in a cumulative effect adjustment as of the date of adoption, and we currently do not expect the adoption of ASU 2014-09 to have a material impact on our results of operations, financial condition, or cash flows.

In February 2016, the FASB issued ASU 2016-02, Leases. ASU 2016-02 requires lessees to recognize a right of use asset and related lease liability for leases that have terms of more than twelve months. For income statement purposes, the FASB retained a dual model, requiring leases to be classified as either operating or finance, with the classifications based on criteria that are similar to those applied under the current lease guidance, without the explicit bright lines. ASU 2016-02 will be effective for our fiscal year beginning on October 1, 2019, with early adoption permitted. We are currently evaluating the impact that ASU 2016-02 will have on our consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13, "Measurement of Credit Losses on Financial Statements." ASU 2016-13 replaces the current incurred loss impairment model with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to determine credit loss



estimates. ASU 2016-13 will be effective for our fiscal year beginning on October 1, 2020, with early adoption permitted for our fiscal year beginning October 1, 2019. We are currently evaluating the impact that ASU 2016-13 will have on our consolidated financial statements.

In November 2016, the FASB issued ASU 2016-18, Statement of Cash Flows: Restricted Cash. ASU 2016-18 requires that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. ASU 2016-17 will be effective for our fiscal year beginning on October 1, 2018, with early adoption permitted. We expect the adoption of ASU 2016-18 to have a financial statement presentation and disclosure impact only.

## Table of Contents

In January 2017, the FASB issued ASU 2017-01, Clarifying the Definition of a Business. ASU 2017-01 assists entities in determining whether a transaction involves an asset or a business. Specifically, it states that when substantially all of the fair value of the gross assets acquired (or disposed of) is concentrated in a single identifiable asset or group of similar identifiable assets, the set is not a business. If this initial test is not met, a set cannot be considered a business unless it includes an input and a substantive process that together significantly contribute to the ability to create output. ASU 2017-01 will be effective for our fiscal year beginning on October 1, 2018, with early adoption permitted. We are currently evaluating ASU 2017-01, but do not expect a significant impact on our consolidated financial statements.

In January 2017, the FASB issued ASU 2017-04, Simplifying the Test for Goodwill Impairment. ASU 2017-04 eliminates Step 2 from the goodwill impairment test and modifies the concept of impairment from the condition that exists when the carrying amount of goodwill exceeds its implied fair value to the condition that exists when the carrying amount of a reporting unit exceeds its fair value. ASU 2017-04 will be effective for our fiscal year beginning on October 1, 2020, with early adoption permitted. We are currently evaluating the impact that ASU 2017-04 will have on our consolidated financial statements.

In March 2017, the FASB issued ASU 2017-07, Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost. ASU 2017-07 states that an employer must report the service cost component in the same line item or items as other compensation costs arising from services rendered by the pertinent employees during the period and present the other components of net benefit cost (as defined in paragraphs 715-30-35-4 and 715-60-35-9) in the income statement separately from the service cost component and outside a subtotal of income from operations (if one is presented). In addition, ASU 2017-07 limits the capitalization of compensation costs to the service cost component only (if capitalization is appropriate). ASU 2017-07 will be effective for our fiscal year beginning on October 1, 2018, with early adoption permitted. We are currently evaluating the impact that ASU 2017-07 will have on our consolidated financial statements.

In May 2017, the FASB issued ASU 2017-09, Compensation - Stock Compensation (Topic 718): Scope of Modification Accounting. ASU 2017-09 clarifies when changes to the terms or conditions of a share-based payment award must be accounted for as modifications (in accordance with Topic 718). The new guidance will provide relief to entities that make non-substantive changes to share-based payment awards. ASU 2017-09 will be effective for our fiscal year beginning on October 1, 2018, with early adoption permitted. The amendment would be applied prospectively to an award modified on or after the adoption date. We do not expect ASU 2017-09 to have a significant impact on our consolidated financial statements.

In August 2017, the FASB issued ASU 2017-12, Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities. ASU 2017-12 intends to better align an entity's risk management activities and financial reporting for hedging relationships through changes to both the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results. The amendments expand and refine hedge accounting for both nonfinancial and financial risk components, and align the recognition and presentation of the effects of the hedging instrument and the hedged item in the financial statements. In addition, this ASU makes certain targeted improvements to simplify the application of hedge accounting guidance. ASU 2017-12 will be effective for our fiscal year beginning on October 1, 2019, with early adoption permitted. The amendment would be applied to hedging relationships existing on the date of adoption and the effect of adoption would be reflected as of the beginning of the fiscal year of adoption (that is, the initial application date). We are currently evaluating the impact that ASU 2017-12 will have on our consolidated financial statements.

### 3. Business Acquisitions

We incurred \$1.1 and \$3.7 of business acquisition and integration costs during 2017 and 2016, recorded in operating expenses.

#### Abel

We completed the acquisition of Abel Pumps LP and Abel GmbH & Co. KG and certain of their affiliates (collectively “Abel”) on October 2, 2015, for €95 in cash. We utilized borrowings under our \$700.0 revolving credit facility and \$180.0 term loan (together, the “Facility”) to fund this acquisition. Based in Büchen, Germany, Abel is a globally-recognized leader in positive displacement pumps. Abel specializes in designing, developing, and manufacturing piston and piston diaphragm pumps as well as pumping solutions and in providing related parts and service. This equipment is sold under the ABEL<sup>®</sup> Pump Technology brand in the power generation, wastewater treatment, mining, general industry, and marine markets. The results of Abel are reported in our Process Equipment Group segment for the relevant periods.

Based on the final purchase allocation, we recorded goodwill of \$36 and acquired identifiable intangible assets of \$58, which consisted of \$5 of trade names not subject to amortization, \$9 of developed technology, \$3 of backlog, and \$41 of customer relationships. In addition, we recorded \$14 of net tangible assets, primarily working capital. Goodwill is deductible for tax

Table of Contents

purposes. Supplemental proforma information has not been provided as the acquisition did not have a material impact on consolidated results of operations.

## Red Valve

On February 1, 2016, we completed the acquisition of Red Valve Company, Inc. (“Red Valve”) for \$130.4 in cash, net of certain adjustments. We utilized borrowings under our Facility to fund this acquisition. Based in Carnegie, Pennsylvania, Red Valve is a global leader in highly-engineered valves designed to operate in the harshest municipal and industrial wastewater environments. Its products support mission critical applications in water/wastewater, power and mining, and other general industrial markets. The results of Red Valve are reported in our Process Equipment Group segment for the relevant periods.

Based on the final purchase allocation, we recorded goodwill of \$59 and acquired identifiable intangible assets of \$61, which consisted of \$4 of trade names not subject to amortization, \$8 of developed technology, \$1 of backlog, and \$48 of customer relationships. In addition, we recorded \$10 of net tangible assets, primarily working capital. Goodwill is deductible for tax purposes. Supplemental proforma information has not been provided, as the acquisition did not have a material impact on consolidated results of operations.

Both of these acquisitions continue Hillenbrand’s strategy to transform into a world-class global diversified industrial company by increasing our ability to expand into new markets and geographies within the highly attractive flow control space. The fair value of these acquisitions did not ascribe a significant amount to tangible assets, as we often seek to acquire companies with a relatively low physical asset base in order to limit the need to invest significant additional cash post-acquisition.

## 4. Financing Agreements

	September 30,	
	2017	2016
\$700 revolving credit facility (excluding outstanding letters of credit)	\$68.0	\$198.5
\$180 term loan	148.5	162.0
\$150 senior unsecured notes, net of discount <sup>(1)</sup>	148.9	148.5
\$100 Series A Notes <sup>(2)</sup>	99.7	99.6
Other	0.6	0.3
Total debt	465.7	608.9
Less: current portion	18.8	13.8
Total long-term debt	\$446.9	\$595.1

(1) Includes debt issuance costs of \$0.6 and \$0.8 at September 30, 2017 and September 30, 2016.

(2) Includes debt issuance costs of \$0.3 and \$0.4 at September 30, 2017 and September 30, 2016.

The following table summarizes the scheduled maturities of long-term debt for 2018 through 2022:

Amount
2018\$ 18.0
201918.0
2020330.5
2021—

2022—

On December 19, 2014, the Company entered into a Second Amendment (the “JPM Amendment”) to the Amended and Restated Credit Agreement, dated as of November 19, 2012, which governs our Facility, by and among the Company and certain of its affiliates, the lenders party thereto from time to time, and JPMorgan Chase Bank, N.A., as administrative agent. The JPM Amendment provides for revolving loans of up to \$700.0 and a term loan in the amount of \$180.0 and extends the maturity date of the Facility to December 19, 2019. The JPM Amendment also amends a financial covenant in the Facility to provide the Company and its subsidiaries greater flexibility to consummate acquisitions. The financial covenant amendment allows for an increase in the Company’s permitted maximum leverage ratio during the three quarters subsequent to an

52

---

## Table of Contents

acquisition valued in excess of \$75.0. We are allowed this increase up to two times during the term of the Facility (each, a “Leverage Holiday”). New deferred financing costs related to the JPM Amendment were \$1.0, which along with existing costs of \$2.0, are being amortized to interest expense over the term of the Facility.

Borrowings under the Facility bear interest at variable rates plus a margin amount based upon our leverage. There is also a facility fee based upon our leverage. All revolving amounts due under the Facility mature upon expiration. By its terms, the term loan amortizes such that 38% of the principal will be repaid over approximately a five-year term, with the balance due at maturity. The Company also has the ability, under certain circumstances and with the lenders’ approval, to increase the total borrowing capacity under the Facility by \$300.0. These borrowings are classified as long-term, with the exception of the term loan, where payments due within the next 12 months are classified as current. The Facility is an unsubordinated obligation of Hillenbrand and ranks equally in right of payment with all our other existing and future unsubordinated obligations.

With respect to the Facility, as of September 30, 2017, we had \$10.8 in outstanding letters of credit issued and \$621.2 of maximum borrowing capacity. Of the maximum borrowing capacity, \$554.4 is immediately available based on our leverage covenant at September 30, 2017, with additional amounts available in the event of a qualifying acquisition. The weighted-average interest rates on borrowings under the Facility were 1.40% and 1.48% for 2017 and 2016. The weighted average facility fee was 0.23% and 0.21% for 2017 and 2016. The weighted-average interest rate on the term loan was 2.27% and 1.76% for 2017 and 2016. We have interest rate swaps on \$50.0 of outstanding borrowings under the Facility in order to manage exposure to our variable rate interest payments. We have cross currency swaps on \$55.0 of outstanding borrowings under the revolving credit facility to manage currency and interest rate risk exposure on foreign currency denominated debt. The cross currency swaps are not designated as hedging instruments for accounting purposes.

In July 2010, we issued \$150 of senior unsecured notes (“Notes”) due July 2020. The Notes bear interest at a fixed rate of 5.5% per year, payable semi-annually in arrears beginning January 2011. The Notes were issued at a discount of \$1.6, resulting in an initial carrying value of \$148.4. We are amortizing the discount to interest expense over the term of the Notes using the effective interest rate method, resulting in an annual interest rate of 5.65%. Deferred financing costs associated with the Notes of \$2.1 are being amortized to interest expense on a straight-line basis over the term of the Notes. The Notes are unsubordinated obligations of Hillenbrand and rank equally in right of payment with all of our other existing and future unsubordinated obligations.

The indenture governing the Notes does not limit our ability to incur additional indebtedness. It does, however, contain certain covenants that restrict our ability to incur secured debt and to engage in certain sale and leaseback transactions. The indenture provides holders of debt securities with remedies if we fail to perform specific obligations. In the event of a “Change of Control Triggering Event” (as defined in the indenture), each holder of the Notes has the right to require the Company to purchase all or a portion of its Notes at a purchase price equal to 101% of the principal amount plus accrued and unpaid interest. The Notes are redeemable with prior notice at a price equal to par plus accrued interest and a make-whole amount.

On December 15, 2014, we issued \$100.0 in 4.60% Series A unsecured notes (“Series A Notes”) pursuant to the Private Shelf Agreement, dated as of December 6, 2012 (as amended, the “Shelf Agreement”), among the Company, Prudential Investment Management, Inc. (“Prudential”) and each Prudential Affiliate (as defined therein) that became a purchaser thereunder. The Series A Notes are unsecured, mature on December 15, 2024, and bear interest at 4.60% payable semi-annually in arrears. The Company may at any time upon providing notice, prepay all or part of the Series A Notes at 100% of the principal amount prepaid plus a Make-Whole Amount (as defined therein). Deferred financing costs of \$0.4 related to the Series A Notes are being amortized to interest expense over the term of the Series A Notes.

On December 15, 2014, December 19, 2014, and March 24, 2016, the Company and certain of the Company's domestic subsidiaries entered into amendments (collectively, the "Prudential Amendments") to the Shelf Agreement. The Prudential Amendments, among other things, amend a financial covenant contained in the Shelf Agreement to provide for Leverage Holidays similar to those discussed above regarding the Facility, extend the maturity date of the Shelf Agreement to March 24, 2019, and increase the aggregate principal amount available under the private shelf facility from \$150 to \$200, of which \$100.0 has been drawn. The Shelf Agreement is an uncommitted facility, and the issuance of notes under the Shelf Agreement is subject to successful placement by Prudential. If a Leverage Holiday is elected, in addition to the interest accruing on the Series A Notes, the Company must pay to each holder of a Series A Note a fee equivalent to 0.75% per annum during the Leverage Holiday period.

On February 18, 2015, we entered into an Amendment Agreement (the "Amendment Agreement"), amending and restating our €150.0 Syndicated Letter of Guarantee Facility (as amended, "LG Facility"), dated as of June 3, 2013, under which unsecured letters of credit, bank guarantees, or other surety bonds may be issued. The Amendment Agreement extends the maturity date of the LG Facility until at least December 19, 2019, and, among other amendments, amends a financial covenant contained in

Table of Contents

the LG Facility to provide for Leverage Holidays similar to those discussed above regarding the Facility. The Company has the potential, under certain circumstances and with the lenders' approval, to increase the total capacity under the LG facility by an additional €70.0. Guarantees provided under the LG Facility are priced at tiered rates based upon our leverage, and charges for unused capacity are assessed at 35% of the applicable guarantee rate (0.90% at September 30, 2017). Deferred financing costs of \$1.3 are being amortized to interest expense over the term of the LG Facility. There were no direct borrowings under the LG Facility.

In the normal course of business, the Process Equipment Group provides to certain customers bank guarantees and other credit arrangements in support of performance, warranty, advance payment, and other contractual obligations. This form of trade finance is customary in the industry and, as a result, we are required to maintain adequate capacity to provide the guarantees. As of September 30, 2017, we had credit arrangements totaling \$227.9, under which \$174.6 was utilized for this purpose. These arrangements included the LG Facility and other ancillary credit facilities.

The availability of borrowings under the Facility, the Shelf Agreement, and the LG Facility is subject to our ability to meet certain conditions including compliance with covenants, absence of default, and continued accuracy of certain representations and warranties. Financial covenants include a maximum ratio of Indebtedness to EBITDA (as defined in the agreements) of 3.5 to 1.0 and a minimum ratio of EBITDA (as defined in the agreements) to interest expense of 3.5 to 1.0. As of September 30, 2017, we were in compliance with all covenants.

The Facility, Notes, Series A Notes, and LG Facility are fully and unconditionally guaranteed by certain of the Company's domestic subsidiaries.

We had restricted cash of \$0.8 included in other current assets in the Consolidated Balance Sheets at September 30, 2017 and 2016.

In April 2015, the FASB issued ASU 2015-03, Interest - Imputation of Interest, which requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. This standard became effective and was retrospectively adopted for our fiscal year beginning October 1, 2016. As of September 30, 2017 and 2016, there were \$0.9 and \$1.2 in debt issuance costs recorded as a reduction in the carrying value of the related debt liability under the senior unsecured notes and Series A Notes. The \$0.9 in debt issuance costs as of September 30, 2017 will be amortized over the remaining terms of the senior unsecured Notes and Series A Notes.

## 5. Retirement Benefits

Defined Benefit Retirement Plans — Approximately 44% of our employees participate in one of four defined benefit retirement programs, including the master defined benefit retirement plan in the U.S., the defined benefit plans of our German and Swiss subsidiaries, and the supplemental executive defined benefit retirement plan. We fund the pension trusts in compliance with ERISA or local funding requirements and as necessary to provide for current service and for any unfunded projected future benefit obligations over a reasonable period. The benefits for these plans are based primarily on years of service and the employee's level of compensation during specific periods of employment. All pension plans have a September 30 measurement date.

Effect on Operations — The components of net pension costs under defined benefit retirement plans were:

	U.S. Pension Benefits			Non-U.S. Pension Benefits		
	Year Ended September 30,			Year Ended September 30,		
	2017	2016	2015	2017	2016	2015
Service cost	\$ 3.6	\$ 3.9	\$ 4.3	\$ 1.3	\$ 1.8	\$ 1.7



Edgar Filing: Hillenbrand, Inc. - Form 10-K

Interest cost	8.8	9.5	14.4	0.7	1.8	2.8
Expected return on plan assets	(13.7 )	(9.7 )	(14.3 )	(0.5 )	(1.0 )	(1.0 )
Amortization of unrecognized prior service cost, net	0.4	0.6	0.9	0.1	0.1	—
Amortization of actuarial loss	3.6	3.8	5.3	1.1	0.3	0.1
Settlement expense	0.1	—	17.7	0.6	0.5	—
Net pension costs	\$ 2.8	\$ 8.1	\$ 28.3	\$ 3.3	\$ 3.5	\$ 3.6

Table of Contents

Prior to 2016, we estimated the service and interest cost components of our defined benefit retirement plans using a single weighted-average discount rate derived from the yield curve used to measure the benefit obligation at the beginning of the period. Beginning in fiscal 2016, we elected to use a full yield curve approach in the estimation of these components of benefit cost. Under this approach, we applied discounting using individual spot rates from a yield curve composed of the rates of return on several hundred high-quality, fixed income corporate bonds available at the measurement date. These spot rates align to each of the projected benefit obligations and service cost cash flows. The service cost component relates to the active participants in the plan, so the relevant cash flows on which to apply the yield curve are considerably longer in duration on average than the total projected benefit obligation cash flows, which also include benefit payments to retirees. Interest cost is computed by multiplying each spot rate by the corresponding discounted projected benefit obligation cash flows. The full yield curve approach reduces any actuarial gains and losses based upon interest rate expectations (e.g. built-in gains in interest cost in an upward sloping yield curve scenario), or gains and losses merely resulting from the timing and magnitude of cash outflows associated with our benefit obligations.

We elected the full yield curve approach to improve the correlation between projected benefit cash flows and the corresponding yield curve spot rates and to provide a more precise measurement of service and interest rate costs. This change did not affect the measurement of our total benefit obligations as the change in service cost and interest cost was completely offset in the actuarial (gain) loss reported. We accounted for this change as a change in estimate prospectively starting in fiscal 2016. The change drove a collective decrease in service cost and interest cost of approximately \$3.1 in 2016.

On April 1, 2015, we announced an offer to provide former employees who are participants in the Company's U.S. defined benefit pension plan (the "Plan") the opportunity to elect a lump sum distribution of their earned Plan benefits. The Plan's fiduciaries made lump sum payments to electing eligible participants in September 2015, funded by the existing assets in the Plan. As a result, the assets in the Plan decreased by benefits paid of \$75.9, and the projected obligation of the plan decreased by \$81.9, consisting of benefits paid of \$75.9 and the gain due to settlement of \$6.0, which was included in accumulated other comprehensive income. The Company also recorded a non-cash income statement settlement pre-tax charge of \$17.7 in September 2015.

During 2017, we also began implementing a plan to transition our U.S. employees not covered by a collective bargaining agreement and our employees covered by collective bargaining agreements at two of our U.S. facilities from a defined benefit-based model to a defined contribution structure over a three-year sunset period. This change caused remeasurements for the U.S. defined benefit pension plan for the affected populations. The remeasurements did not cause a material change, as the assumptions did not materially differ from the assumptions at September 30, 2016.

Table of Contents

Obligations and Funded Status — The change in benefit obligation and funded status of the Company's defined benefit retirement plans were:

	U.S. Pension Benefits		Non-U.S. Pension Benefits	
	September 30,		September 30,	
	2017	2016	2017	2016
Change in benefit obligation:				
Projected benefit obligation at beginning of year	\$ 294.2	\$ 272.2	\$ 140.9	\$ 134.2
Service cost	3.6	3.9	1.3	1.8
Interest cost	8.8	9.5	0.7	1.8
Actuarial (gain) loss	(6.9 )	19.7	(9.5 )	11.7
Benefits paid	(11.0 )	(11.1 )	(5.7 )	(8.8 )
Gain due to settlement	(6.9 )	—	(1.2 )	—
Employee contributions	—	—	0.8	0.7
Effect of exchange rates on projected benefit obligation	—	—	6.1	(0.5 )
Projected benefit obligation at end of year	281.8	294.2	133.4	140.9
Change in plan assets:				
Fair value of plan assets at beginning of year	173.7	158.9	29.7	29.5
Actual return on plan assets	17.9	19.1	0.3	0.5
Employee and employer contributions	81.8	6.8	8.5	8.5
Benefits paid	(11.0 )	(11.1 )	(5.7 )	(8.8 )
Gain due to settlement	—	—	(1.6 )	—
Effect of exchange rates on plan assets	—	—	0.2	—
Fair value of plan assets at end of year	262.4	173.7	31.4	29.7
Funded status:				
Plan assets less than benefit obligations	\$ (19.4 )	\$ (120.5 )	\$ (102.0 )	\$ (111.2 )
Amounts recorded in the consolidated balance sheets:				
Prepaid pension costs, non-current	\$ 8.2	\$ —	\$ 0.4	\$ —
Accrued pension costs, current portion	(1.8 )	(1.8 )	(6.8 )	(6.6 )
Accrued pension costs, long-term portion	(25.8 )	(118.7 )	(95.6 )	(104.6 )
Plan assets greater (less) than benefit obligations	\$ (19.4 )	\$ (120.5 )	\$ (102.0 )	\$ (111.2 )

Net actuarial losses (\$71.9) and prior service costs (\$1.0), less an aggregate tax effect (\$25.0), are included as components of accumulated other comprehensive loss at September 30, 2017. Net actuarial losses (\$103.4) and prior service costs (\$1.6), less an aggregate tax effect (\$35.2), are included as components of accumulated other comprehensive loss at September 30, 2016. The amount that will be amortized from accumulated other comprehensive loss into net pension costs in 2018 is expected to be \$4.1.

Accumulated Benefit Obligation — The accumulated benefit obligation for all defined benefit retirement plans was \$407.7 and \$414.7 at September 30, 2017 and 2016. Selected information for plans with accumulated benefit obligations in excess of plan assets was:

	U.S. Pension Benefits		Non-U.S. Pension Benefits	
	September 30,		September 30,	
	2017	2016	2017	2016
Projected benefit obligation	\$ 27.7	\$ 294.2	\$ 102.0	\$ 108.6

Edgar Filing: Hillenbrand, Inc. - Form 10-K

Accumulated benefit obligation	27.6	276.5	102.0	108.6
Fair value of plan assets	—	173.7	—	—

56

---

Table of Contents

The weighted-average assumptions used in accounting for defined benefit retirement plans were:

	U.S. Pension Benefits			Non-U.S. Pension Benefits		
	Year Ended September 30,			Year Ended September 30,		
	2017	2016	2015	2017	2016	2015
Discount rate for obligation, end of year	3.7 %	3.6 %	4.4 %	1.1 %	1.0 %	2.1 %
Discount rate for expense, during the year	3.5 %	4.4 %	4.4 %	0.5 %	1.7 %	1.9 %
Expected rate of return on plan assets	5.6 %	5.5 %	6.3 %	2.0 %	2.0 %	3.5 %
Rate of compensation increase	3.0 %	3.0 %	3.0 %	2.0 %	2.0 %	0.2 %

The discount rates are evaluated annually based on current market conditions. In setting these rates, we utilize long-term bond indices and yield curves as a preliminary indication of interest rate movements, then make adjustments to the indices to reflect differences in the terms of the bonds covered under the indices in comparison to the projected outflow of pension obligations. See prior comments on our change to a full yield curve approach in 2016. The overall expected long-term rate of return is based on historical and expected future returns, which are inflation-adjusted and weighted for the expected return for each component of the investment portfolio. The rate of assumed compensation increase is also based on our specific historical trends of past wage adjustments in recent years.

U.S. Pension Plan Assets — Long-term strategic investment objectives utilize a diversified mix of equity and fixed income securities to preserve the funded status of the trusts and balance risk and return. The primary investment strategy is a dynamic target allocation method that periodically rebalances among various investment categories depending on the current funded position. This program is designed to actively move from return-seeking investments (such as equities) toward liability-hedging investments (such as long-duration fixed income) as funding levels improve. The target investment in return-seeking assets is not to exceed 60% of total domestic plan assets. Plan assets are invested by the plans' fiduciaries, which direct investments according to specific policies. Those policies subject investments to the following restrictions in our domestic plan: short-term securities must be rated A2/P2 or higher, liability-hedging fixed income securities must have an average quality credit rating of investment grade and investments in equities in any one company may not exceed 10% of the equity portfolio.

During the first quarter of 2017, we made an \$80.0 contribution to our U.S. defined benefit pension plan using cash on hand and funds borrowed from our Facility. Although this action increased Plan assets and reduced 2017 pension expense, the majority of the pension expense savings in 2017 from this action was offset by the additional interest expense on the funds borrowed and certain tax effects from the transaction.

Non-U.S. Pension Plan Assets — Long-term strategic investment objectives utilize a diversified mix of suitable assets of appropriate liquidity to generate income and capital growth that, together with contributions from participants and Hillenbrand, we believe will meet the cost of the current and future benefits that the plan provides. Long-term strategic investment objectives also seek to limit the risk of the assets failing to meet the liabilities over the long term.

None of Hillenbrand's common stock was directly owned by the pension plan trusts at September 30, 2017.

The tables below provide the fair value of our pension plan assets by asset category at September 30, 2017 and 2016. The accounting guidance on fair value measurements specifies a fair value hierarchy based upon the observability of inputs used in valuation techniques (Level 1, 2, and 3). See Note 13 for definitions.

Fair values are determined as follows:

• Cash equivalents are stated at the carrying amount, which approximates fair value, or at the fund's net asset value.  
 • Equity securities are stated at the last reported sales price on the day of valuation.

• Corporate bonds actively traded are stated at the closing price reported in the active markets in which the bonds are traded.

• Government index funds are stated at the closing price reported in the active market in which the fund is traded.

• Corporate bond funds and equity mutual funds are stated at the closing price in the active markets in which the underlying securities of the funds are traded.

• Real estate is stated based on a discounted cash flow approach, which includes future rental receipts, expenses, and residual values as the highest and best use of the real estate from a market participant view as rental property.

Table of Contents

## U.S. Pension Plans

The plan assets of our U.S. pension plans consist of certain investments that are measured at fair value using the net asset value per share (or its equivalent) as a practical expedient. Accordingly, these assets are not required to be classified and reported under the fair value hierarchy. At September 30, 2017 and 2016, the fair values of these investments were \$262.4 and \$173.7.

## Non-U.S. Pension Plans

	Fair Value at September 30, 2017 Using Inputs Considered as:			
	Total	Level 1	Level 2	Level 3
Non-U.S. Pension Plans				
Cash equivalents	\$5.2	\$ 5.2	\$ —	\$ —
Equity securities	6.8	6.8	—	—
Other types of investments:				
Government index funds	5.7	5.7	—	—
Corporate bond funds	9.8	9.8	—	—
Real estate and real estate funds	2.0	—	—	2.0
Other	1.9	—	1.9	—
Total Non-U.S. pension plan assets	\$31.4	\$ 27.5	\$ 1.9	\$ 2.0

	Fair Value at September 30, 2016 Using Inputs Considered as:			
	Total	Level 1	Level 2	Level 3
Non-U.S. Pension Plans				
Cash equivalents	\$4.1	\$ 4.1	\$ —	\$ —
Equity securities	6.5	6.5	—	—
Other types of investments:				
Government index funds	5.8	5.8	—	—
Corporate bond funds	9.7	9.7	—	—
Real estate and real estate funds	2.0	—	—	2.0
Other	1.6	—	1.6	—
Total Non-U.S. pension plan assets	\$29.7	\$ 26.1	\$ 1.6	\$ 2.0

Cash Flows — During 2017, 2016, and 2015 we contributed cash of \$89.6, \$14.6, and \$14.9, to our defined benefit pension plans. We expect to make estimated contributions of \$9.9 in 2018 to our pension plans. Due to the funded status of our U.S. defined benefit pension plan, we do not expect to make contributions to this plan in 2018. We will evaluate business conditions and capital and equity market volatility to determine whether we will make any additional discretionary contributions.

Estimated Future Benefit Payments — The following represents estimated future benefit payments, including expected future service, which are expected to be paid from plan assets or Company contributions as necessary:

	U.S. Pension Plans	Non-U.S. Pension Plans
	Projected Pension	Projected Pension
	Benefits Payout	Benefits Payout
2018	\$ 12.9	\$ 8.0

2019	13.4	7.7
2020	14.1	7.9
2021	14.8	7.2
2022	15.4	7.3
2023 - 2027	82.4	34.4

Defined Contribution Plans — We sponsor a number of defined contribution plans. Depending on the plan, we may make contributions up to 4% of an employee's compensation and matching contributions up to 6% of compensation. Company contributions generally vest over a period of zero to five years. Expenses related to our defined contribution plans were \$11.4,



Table of Contents

\$9.9, and \$9.1 for 2017, 2016, and 2015. See comments above regarding our retirement strategy change for certain U.S. employees in 2017.

Postretirement Healthcare Plan — The Company offers a domestic postretirement healthcare plan that provides healthcare benefits to eligible qualified retirees and their spouses. The plan includes retiree cost-sharing provisions and generally extends retiree coverage for medical, prescription, and dental benefits beyond the COBRA continuation period to the date of Medicare eligibility. We use a measurement date of September 30. The net postretirement healthcare benefit cost for 2017, 2016, and 2015 was \$0.3 for each year.

	September 30,	
	2017	2016
Benefit obligation at beginning of year	\$ 10.3	\$ 10.3
Interest cost	0.2	0.3
Service cost	0.4	0.4
Actuarial (gain) loss	(0.9 )	0.2
Net benefits paid	(1.0 )	(0.9 )
Benefit obligation at end of year	\$ 9.0	\$ 10.3

Amounts recorded in the balance sheets:

Accrued postretirement benefits, current portion	\$ 0.8	\$ 0.9
Accrued postretirement benefits, long-term portion	8.2	9.4
Net amount recognized	\$ 9.0	\$ 10.3

The weighted-average assumptions used in revaluing our obligation under the postretirement healthcare plan were:

	Year Ended		
	September 30,		
	2017	2016	2015
Discount rate for obligation	3.3%	3.1%	3.7%
Healthcare cost rate assumed for next year	7.6%	7.3%	7.6%
Ultimate trend rate	4.5%	4.5%	4.5%

Net actuarial gains of \$3.4 and \$3.1 and prior service costs of \$0.8 and \$0.5, less tax of \$1.6 and \$1.3, were included as a component of accumulated other comprehensive loss at September 30, 2017 and 2016. The estimated amount that will be amortized from accumulated other comprehensive loss as a reduction to postretirement healthcare costs in 2018 is \$0.4. A one percentage-point increase or decrease in the assumed healthcare cost trend rates as of September 30, 2017, would cause an increase or decrease in service and interest costs of \$0.1, along with an increase or decrease in the benefit obligation of \$0.6.

We fund the postretirement healthcare plan as benefits are paid. Current plan benefits are expected to require net Company contributions for retirees of \$0.8 per year for the foreseeable future.

Table of Contents

## 6. Other Long-Term Liabilities

	September 30,	
	2017	2016
Casket pricing obligation	\$3.1	\$3.9
Rabbi trust liability	4.3	4.0
Self-insurance loss reserves	14.3	13.3
Other	11.8	13.7
	33.5	34.9
Less current portion	(6.8 )	(5.5 )
Total long-term portion	\$26.7	\$29.4

The casket pricing obligation is associated with a program for the future sale of caskets made in connection with prearranged funerals and was discontinued for arrangements made after December 31, 2004. The remaining liability under the program is being recognized as a component of revenue as casket sales subject to the program are delivered and the obligation is satisfied.

## 7. Income Taxes

	Year Ended September 30,		
	2017	2016	2015
Domestic	\$108.2	\$99.3	\$110.0
Foreign	80.1	64.8	52.3
Total earnings before income taxes	\$188.3	\$164.1	\$162.3

## Income tax expense:

## Current provision:

Federal	\$0.5	\$28.9	\$35.0
State	(0.4 )	5.1	4.4
Foreign	22.7	18.0	10.2
Total current provision	22.8	52.0	49.6

## Deferred provision (benefit):

Federal	32.0	3.2	(0.5 )
State	5.0	(0.7 )	1.6
Foreign	0.1	(7.2 )	(1.6 )
Total deferred provision (benefit)	37.1	(4.7 )	(0.5 )
Income tax expense	\$59.9	\$47.3	\$49.1

	Year Ended September 30,		
	2017	2016	2015
Federal statutory rates	35.0 %	35.0 %	35.0 %
Adjustments resulting from the tax effect of:			
State income taxes, net of federal benefit	1.6	2.0	2.3
Foreign income tax rate differential	(5.8 )	(6.7 )	(6.2 )
Domestic manufacturer's deduction	(0.3 )	(1.9 )	(2.2 )
Share-based compensation	(1.1 )	(1.5 )	—

Edgar Filing: Hillenbrand, Inc. - Form 10-K

Unremitted Earnings	2.7	—	—
Valuation allowance	(1.3)	1.7	0.3
Other, net	1.0	0.2	1.0
Effective income tax rate	31.8 %	28.8 %	30.2 %

60

---

Table of Contents

	September 30,	
	2017	2016
Deferred tax assets:		
Employee benefit accruals	\$46.0	\$90.1
Loss and tax credit carryforwards	43.7	40.6
Rebates and other discounts	5.8	5.7
Self-insurance reserves	4.6	4.6
Casket pricing obligation	1.3	1.6
Allowance for doubtful accounts	1.0	1.1
Inventory, net	3.1	3.2
Other, net	10.3	11.9
Total deferred tax assets before valuation allowance	115.8	158.8
Less valuation allowance	(3.1 )	(5.5 )
Total deferred tax assets, net	112.7	153.3
Deferred tax liabilities:		
Depreciation	(11.6 )	(9.7 )
Amortization	(134.9 )	(134.9 )
Long-term contracts and customer prepayments	(28.9 )	(21.2 )
Unremitted earnings of foreign operations	(4.2 )	(0.2 )
Other, net	(5.1 )	(8.8 )
Total deferred tax liabilities	(184.7 )	(174.8 )
Deferred tax liabilities, net	\$(72.0)	\$(21.5)
Amounts recorded in the balance sheets:		
Deferred tax assets, current	\$—	\$23.9
Deferred tax assets, non-current	3.7	—
Deferred tax liabilities, current	—	(22.8 )
Deferred tax liabilities, non-current	(75.7 )	(22.6 )
Total	\$(72.0)	\$(21.5)

At September 30, 2017, we had \$4.7 of deferred tax assets related to U.S. federal and state net operating losses and tax credit carryforwards, which will begin to expire in 2018, and \$39.0 of deferred tax assets related to foreign net operating loss carryforwards, which will begin to expire in 2018. Deferred tax assets as of September 30, 2017, were reduced by a valuation allowance of \$3.1 relating to foreign net operating loss carryforwards and foreign tax credit carryforwards. At September 30, 2017 and 2016, we had \$18.3 and \$16.6 of current income tax payable classified as other current liabilities on our balance sheets.

We establish a valuation allowance for deferred tax assets when it is determined that the amount of expected future taxable income is not likely to support the use of the deduction or credit.

As of September 30, 2017 and 2016, U.S. federal and state income taxes have not been provided on accumulated undistributed earnings of substantially all our foreign subsidiaries, as these earnings were considered permanently reinvested. However, as of September 30, 2017, \$4.0 of deferred tax liability on unremitted earnings of foreign subsidiaries was recognized, representing the assumed tax on the distribution of such earnings among certain of our foreign subsidiaries. The total permanently reinvested earnings were \$241.2 and \$172.7 for 2017 and 2016. These amounts represent book earnings translated at historical rates. It is not practicable to estimate the tax liabilities that would be incurred upon full repatriation of undistributed earnings due to foreign tax credit limitation uncertainty and uncertainty on applicable withholding tax rate on certain foreign to foreign distributions.



Table of Contents

A reconciliation of the unrecognized tax benefits is as follows:

	September 30,		
	2017	2016	2015
Balance at September 30	\$7.7	\$7.8	\$8.4
Additions for tax positions related to the current year	0.7	0.2	0.6
Additions for tax positions of prior years	3.4	1.7	0.8
Reductions for tax positions of prior years	(1.5 )	(2.0 )	(2.0 )
Settlements	(0.4 )	—	—
Balance at September 30	\$9.9	\$7.7	\$7.8

The gross unrecognized tax benefit included \$9.9 and \$7.7 at September 30, 2017 and 2016, which, if recognized, would impact the effective tax rate in future periods.

We recognize accrued interest and penalties related to unrecognized tax benefits as income tax expense. During 2017 and 2016, we recognized \$0.7 in additional interest and penalties. Excluded from the reconciliation were \$1.3 and \$1.3 of accrued interest and penalties at September 30, 2017 and 2016.

We operate in multiple income tax jurisdictions both inside and outside the U.S. and are currently under examination in various federal, state, and foreign jurisdictions. Specifically, we are currently under examination in the U.S. for 2016 and under examination in Germany for 2009 through 2013. In addition, there are other ongoing audits in various stages of completion in several state and foreign jurisdictions.

It is possible that the liability associated with the unrecognized tax benefits will increase or decrease within the next 12 months. These changes may be the result of ongoing audits or the expiration of statutes of limitations and could range up to \$1.0 based on current estimates. Audit outcomes and the timing of audit settlements are subject to significant uncertainty. Although we believe that adequate provision has been made for such issues, it is possible that their ultimate resolution could affect our earnings. Conversely, if these issues are resolved favorably in the future, the related provision would be reduced and yield a positive impact on earnings. We do not expect that the outcome of these audits will significantly impact the financial statements.

## 8. Earnings per Share

The dilutive effects of performance-based stock awards described in Note 9 are included in the computation of diluted earnings per share at the level the related performance criteria are met through the respective balance sheet date. At September 30, 2017, 2016, and 2015, potential dilutive effects, representing 600,000, 800,000, and 1,600,000 shares were excluded from the computation of diluted earnings per share as the related performance criteria were not yet met, although we expect to meet various levels of criteria in the future.

	Year Ended September 30,		
	2017	2016	2015
Net income <sup>(1)</sup>	\$126.2	\$112.8	\$111.4
Weighted average shares outstanding — basic (in millions)	63.6	63.3	63.2
Effect of dilutive stock options and unvested time-based restricted stock (in millions)	0.4	0.5	0.7
Weighted average shares outstanding — diluted (in millions)	64.0	63.8	63.9
Earnings per share — basic	\$1.99	\$1.78	\$1.76
Earnings per share — diluted	\$1.97	\$1.77	\$1.74

Shares with anti-dilutive effect excluded from the computation of diluted earnings per share (millions)	0.4	0.8	0.7
---	-----	-----	-----

(1) Net income attributable to Hillenbrand

62

---

Table of Contents

## 9. Share-Based Compensation

We have share-based compensation plans under which 12,685,436 shares are registered. As of September 30, 2017, 2,908,018 shares were outstanding under these plans and 5,672,778 shares had been issued, leaving 4,104,640 shares available for future issuance. Our primary plan, the Hillenbrand, Inc. Stock Incentive Plan, provides for long-term performance compensation for management and members of the Board of Directors. Under the Stock Incentive Plan, a variety of discretionary awards for employees and non-employee directors are authorized, including incentive or non-qualified stock options, stock appreciation rights, restricted stock, restricted stock units, and bonus stock. In addition, our Executive Deferred Compensation Program and our Board of Directors' Deferred Compensation Plan allow for voluntary deferrals of compensation and directors' fees into restricted stock units. These programs are administered by the Board of Directors and its Compensation and Management Development Committee.

	Year Ended September 30,		
	2017	2016	2015
Stock-based compensation cost	\$10.5	\$8.5	\$12.0
Less impact of income tax	3.8	3.1	4.4
Stock-based compensation cost, net of tax	\$6.7	\$5.4	\$7.6

The Company realized current tax benefits of \$6.0 from the exercise of stock options and the payment of stock awards during 2017.

Stock Options — The fair values of option grants are estimated on the date of grant using the Black-Scholes option-pricing model. For grants issued prior to 2017, fair values were estimated using the binomial option-pricing model. The grants are contingent upon continued employment and generally vest over a three-year period. Expense is recognized on a straight-line basis over the applicable vesting periods. Option terms generally do not exceed 10 years. The weighted-average fair value of options granted was \$8.37, \$7.80, and \$8.38 per share for 2017, 2016, and 2015. The following assumptions were used in the determination of fair value:

	Year Ended September 30,			
	2017	2016	2015	
Risk-free interest rate	1.9 %	0.5 - 2.2%	0.1 - 2.2%	
Weighted-average dividend yield	2.2 %	2.6 %	2.5 %	%
Weighted-average volatility factor	28.8%	31.0 %	31.8 %	%
Exercise factor <sup>(1)</sup>	n/a	33.6 %	33.1 %	%
Post-vesting termination rate <sup>(1)</sup>	n/a	5.0 %	5.0 %	%
Expected life (years)	5.8	4.5	4.6	

(1) Assumption only applicable to the binomial option-pricing model used in 2016 and 2015

The risk-free interest rate is based upon observed interest rates appropriate for the term of the employee stock options. The remaining assumptions require significant judgment utilizing historical information, peer data, and future expectations. The dividend yield is based on the history of dividend payouts and the computation of expected volatility is based on historical stock volatility. The expected life of employee stock options represents the weighted-average period the stock options are expected to remain outstanding. In 2017, the expected life was based on historical exercise activity. Prior to 2017, the expected life was a derived output of the binomial model. The post-vesting termination rate and the exercise factor are based on the history of exercises and forfeitures for previous stock options.





Table of Contents

A summary of outstanding stock option awards as of September 30, 2017 and changes during the year is presented below:

	Number of Shares	Weighted-Average Exercise Price
Outstanding at September 30, 2016	2,274,596	\$ 25.41
Granted	477,594	35.90
Exercised	(800,248 )	22.37
Forfeited	(109,606 )	34.06
Expired/cancelled	(8,405 )	30.44
Outstanding at September 30, 2017	1,833,931	\$ 28.93
Exercisable at September 30, 2017	1,103,512	\$ 25.58

As of September 30, 2017, there was \$2.9 of unrecognized stock-based compensation associated with unvested stock options expected to be recognized over a weighted-average period of 1.8 years. This unrecognized compensation expense included a reduction for our estimate of potential forfeitures. As of September 30, 2017, the average remaining life of the outstanding stock options was 6.5 years with an aggregate intrinsic value of \$18.2. As of September 30, 2017, the average remaining life of the exercisable stock options was 5.1 years with an aggregate intrinsic value of \$14.6. The total intrinsic value of options exercised by employees and directors during 2017, 2016, and 2015 was \$11.2, \$7.5, and \$2.8.

**Time-Based Stock Awards and Performance-Based Stock Awards** — These awards are consistent with our compensation program’s guiding principles and are designed to (i) align management’s interests with those of shareholders, (ii) motivate and provide incentive to achieve superior results, (iii) maintain a significant portion of at-risk incentive compensation, (iv) delineate clear accountabilities, and (v) ensure competitive compensation. We believe that our blend of compensation components provides the Company’s management with the appropriate incentives to create long-term value for shareholders while taking thoughtful and prudent risks to grow the value of the Company. Our stock plan enables us to grant several types of restricted stock unit awards including time-based, performance-based contingent on the creation of shareholder value (“SV”), and performance-based based on a relative total shareholder return formula (“TSR”).

Our time-based stock awards provide an unconditional delivery of shares after a specified period of service. We record expense associated with time-based awards on a straight-line basis over the vesting period, net of estimated forfeitures.

The vesting of the SV awards is contingent upon the creation of shareholder value as measured by the cumulative cash returns and final period net operating profit after tax compared to the established hurdle rate over a three-year period and a corresponding service requirement. The hurdle rate is a reflection of the weighted-average cost of capital and targeted capital structure. The number of shares awarded is based upon the fair value of our stock at the date of grant adjusted for the attainment level at the end of the period. Based on the extent to which the performance criteria are achieved, it is possible for none of the awards to vest or for a range up to the maximum to vest. We record expense associated with the awards on a straight-line basis over the vesting period based upon an estimate of projected performance. The actual performance of the Company is evaluated quarterly, and the expense is adjusted according to the new projections. As a result, depending on the degree to which performance criteria are achieved or projections change, expenses related to the SV awards may become more volatile as we approach the final performance measurement date at the end of the three-year period.

The vesting of TSR awards is determined by comparing our total shareholder return during a three-year period to the respective total shareholder returns of companies in a designated performance peer group of 15 companies. Based on the Company's relative ranking within the performance peer group, it is possible for none of the awards to vest or for a range up to the maximum to vest. The Monte-Carlo simulation method is used to determine fair value of TSR awards at the grant date. The Monte-Carlo simulation model estimates the fair value of this market-based award based upon the expected term, risk-free interest rate, expected dividend yield, and expected volatility measure for the Company and its peer group. Compensation expense for the TSR awards is recognized over the vesting period regardless of whether the market conditions are expected to be achieved.

Table of Contents

A summary of the non-vested stock awards as of September 30, 2017 (representing the maximum number of shares that could be vested) and changes during the year is presented below:

	Number of Shares	Weighted-Average Grant Date Fair Value
<b>Time-Based Stock Awards</b>		
Non-vested time-based stock awards at September 30, 2016	82,615	\$ 30.80
Granted	47,024	35.41
Vested	(33,388 )	31.28
Forfeited	(5,977 )	32.50
Non-vested time-based stock awards at September 30, 2017	90,274	\$ 33.04
	Number of Shares	Weighted-Average Grant Date Fair Value
<b>Performance-Based Stock Awards</b>		
Non-vested performance-based stock awards at September 30, 2016	783,436	\$ 33.33
Granted	302,407	39.72
Vested	(203,981 )	33.42
Forfeited	(284,408 )	34.16
Non-vested performance-based stock awards at September 30, 2017	597,454	\$ 36.14

The total vest date fair value of shares held by Hillenbrand employees and directors which vested during 2017, 2016, and 2015 was \$10.9, \$7.4, and \$7.1 (including dividends).

As of September 30, 2017, \$1.2 and \$5.4 of unrecognized stock-based compensation was associated with our unvested time-based and performance-based (including SV and TSR) stock awards. The unrecognized amount of compensation related to the SV awards is based upon projected performance to date. The unrecognized compensation cost of the time-based and performance based awards is expected to be recognized over a weighted-average period of 1.9 and 1.7 years and includes a reduction for an estimate of potential forfeitures. As of September 30, 2017, the outstanding time-based stock awards and performance-based stock awards had an aggregate fair value of \$3.6 and \$23.0. The weighted-average grant date fair value of time-based stock awards was \$30.59 and \$30.99 per share for 2016 and 2015. The weighted-average grant date fair value of performance-based stock awards was \$33.14 and \$33.44 per share for 2016 and 2015.

Dividends payable in stock accrue on both time-based and SV awards during the performance period and are subject to the same terms as the original grants. Dividends do not accrue on TSR awards during the performance period. As of September 30, 2017, a total of 14,138 shares had accumulated on unvested stock awards due to dividend reinvestments and were excluded from the tables above. The aggregate fair value of these shares at September 30, 2017 was \$0.5.

**Vested Deferred Stock** — Certain stock-based compensation programs allow or require deferred delivery of shares after vesting. As of September 30, 2017, there were 372,221 fully vested deferred shares, which were excluded from the tables above. The aggregate fair value of these shares at September 30, 2017 was \$14.5.

Table of Contents

## 10. Other Comprehensive Income (Loss)

	Pension and Postretirement	Currency Translation	Net Unrealized Gain (Loss) on Derivative Instruments	Total Attributable to Hillenbrand, Inc.	Noncontrolling Interests	Total
Balance at September 30, 2016	\$ (67.5 )	\$ (61.6 )	\$ (0.7 )	\$ (129.8 )		
Other comprehensive income before reclassifications						
Before tax amount	28.1	24.7	3.2	56.0	\$ 0.2	\$56.2
Tax expense	(9.3 )	—	(1.2 )	(10.5 )	—	(10.5 )
After tax amount	18.8	24.7	2.0	45.5	0.2	45.7
Amounts reclassified from accumulated other comprehensive income <sup>(1)</sup>	3.4	—	(0.3 )	3.1	—	3.1
Net current period other comprehensive income	22.2	24.7	1.7	48.6	\$ 0.2	\$48.8
Balance at September 30, 2017	\$ (45.3 )	\$ (36.9 )	\$ 1.0	\$ (81.2 )		

(1) Amounts are net of tax.

Reclassifications out of Accumulated Other Comprehensive Income include:

Affected Line in the Consolidated Statement of Operations:	Year Ended September 30, 2017			
	Net Loss Recognized	Prior Service Costs Recognized	(Gain)/Loss on Derivative Instruments	Total
Net revenue	\$ —	\$ —	\$ (0.1 )	\$ (0.1 )
Cost of goods sold	3.2	0.3	(0.5 )	3.0
Operating expenses	1.4	0.1	—	1.5
Other (expense) income, net	—	—	0.1	0.1
Total before tax	\$ 4.6	\$ 0.4	\$ (0.5 )	4.5
Tax expense				(1.4 )
Total reclassifications for the period, net of tax				\$ 3.1

(1) These accumulated other comprehensive income components are included in the computation of net periodic pension cost (see Note 5).

Table of Contents

	Pension and Postretirement	Currency Translation	Net Unrealized Gain (Loss) on Derivative Instruments	Total Attributable to Hillenbrand, Inc.	Noncontrolling Interests	Total
Balance at September 30, 2015	\$ (54.4 )	\$ (52.1 )	\$ (1.4 )	\$ (107.9 )		
Other comprehensive income before reclassifications						
Before tax amount	(22.7 )	(9.5 )	0.2	(32.0 )	\$ (0.3 )	\$(32.3)
Tax benefit (expense)	6.5	—	0.1	6.6	—	6.6
After tax amount	(16.2 )	(9.5 )	0.3	(25.4 )	(0.3 )	(25.7 )
Amounts reclassified from accumulated other comprehensive income <sup>(1)</sup>	3.1	—	0.4	3.5	—	3.5
Net current period other comprehensive income (loss)	(13.1 )	(9.5 )	0.7	(21.9 )	\$ (0.3 )	\$(22.2)
Balance at September 30, 2016	\$ (67.5 )	\$ (61.6 )	\$ (0.7 )	\$ (129.8 )		

(1) Amounts are net of tax.

Reclassifications out of Accumulated Other Comprehensive Income include:

Affected Line in the Consolidated Statement of Operations:	Year Ended September 30, 2016			
	Amortization of Pension and Postretirement <sup>(1)</sup>	Prior Service Costs Recognized	(Gain)/Loss on Derivative Instruments	Total
Net revenue	\$ —	\$ —	\$ 0.3	\$ 0.3
Cost of goods sold	3.0	0.3	—	3.3
Operating expenses	1.3	0.2	—	1.5
Other (expense) income, net	—	—	0.4	0.4
Total before tax	\$ 4.3	\$ 0.5	\$ 0.7	5.5
Tax expense				(2.0 )
Total reclassifications for the period, net of tax				\$ 3.5

(1) These accumulated other comprehensive income components are included in the computation of net periodic pension cost (see Note 5).

Table of Contents

	Pension and Postretirement	Currency Translation	Net Unrealized Gain (Loss) on Derivative Instruments	Total Attributable to Hillenbrand, Inc.	Noncontrolling Interests	Total
Balance at September 30, 2014	\$ (46.0 )	\$ (4.9 )	\$ (1.3 )	\$ (52.2 )		
Other comprehensive income before reclassifications						
Before tax amount	(18.0 )	(47.2 )	(6.6 )	(71.8 )	\$ (0.4 )	\$(72.2)
Tax benefit	6.1	—	3.1	9.2	—	9.2
After tax amount	(11.9 )	(47.2 )	(3.5 )	(62.6 )	(0.4 )	(63.0 )
Amounts reclassified from accumulated other comprehensive income <sup>(1)</sup>	3.5	—	3.4	6.9	—	6.9
Net current period other comprehensive loss	(8.4 )	(47.2 )	(0.1 )	(55.7 )	\$ (0.4 )	\$(56.1)
Balance at September 30, 2015	\$ (54.4 )	\$ (52.1 )	\$ (1.4 )	\$ (107.9 )		

(1) Amounts are net of tax.

Reclassifications out of Accumulated Other Comprehensive Income include:

Affected Line in the Consolidated Statement of Operations:	Year Ended September 30, 2015			
	Amortization of Pension and Postretirement <sup>(1)</sup>	Net Loss on Prior Service Costs Recognized	(Gain)/Loss on Derivative Instruments	Total
Net revenue	\$ —	\$ —	\$ 2.5	\$ 2.5
Cost of goods sold	3.5	0.5	0.1	4.1
Operating expenses	1.3	0.3	—	1.6
Other (expense) income, net	—	—	1.9	1.9
Total before tax	\$ 4.8	\$ 0.8	\$ 4.5	10.1
Tax expense				(3.2 )
Total reclassifications for the period, net of tax				\$ 6.9

(1) These accumulated other comprehensive income components are included in the computation of net periodic pension cost (see Note 5).

## 11. Commitments and Contingencies

**Lease Commitments** — We lease certain manufacturing facilities, warehouse distribution centers, service centers, and sales offices under operating leases. Rental expense for 2017, 2016, and 2015 was \$23.6, \$27.8 and \$30.0. The aggregate future minimum lease payments for operating leases, excluding renewable periods, as of September 30, 2017, were as follows:

	Amount
2018	\$ 18.5
2019	15.8

Edgar Filing: Hillenbrand, Inc. - Form 10-K

2020	12.1
2021	10.4
2022	8.3
Thereafter	35.3
	\$ 100.4

68

---



Table of Contents

## Litigation

General — Like most companies, we are involved from time to time in claims, lawsuits, and government proceedings relating to our operations, including environmental, patent infringement, business practices, commercial transactions, product and general liability, workers' compensation, auto liability, employment, and other matters. The ultimate outcome of these matters cannot be predicted with certainty. An estimated loss from these contingencies is recognized when we believe it is probable that a loss has been incurred and the amount of the loss can be reasonably estimated; however, it is difficult to measure the actual loss that might be incurred related to litigation. If a loss is not considered probable and/or cannot be reasonably estimated, we are required to make a disclosure if there is at least a reasonable possibility that a significant loss may have been incurred. Legal fees associated with claims and lawsuits are generally expensed as incurred.

Claims other than employment and employment-related matters have deductibles and self-funded retentions up to \$0.5 per occurrence or per claim, depending upon the type of coverage and policy period. Outside insurance companies and third-party claims administrators assist in establishing individual claim reserves, and an independent outside actuary provides estimates of ultimate projected losses, including incurred but not reported claims, which are used to establish reserves for losses. Claim reserves for employment-related matters are established based upon advice from internal and external counsel and historical settlement information for claims and related fees when such amounts are considered probable of payment.

The recorded amounts represent our best estimate of the costs we will incur in relation to such exposures, but it is possible that actual costs will differ from those estimates.

## 12. Other (Expense) Income, Net

	Year Ended		
	September 30,		
	2017	2016	2015
Equity in net income (loss) of affiliates	\$(0.4)	\$0.3	\$(2.1)
Foreign currency exchange gain (loss), net	(1.4 )	0.3	(4.4 )
Other, net	(2.4 )	(2.3 )	(1.4 )
Other (expense) income, net	\$(4.2)	\$(1.7)	\$(7.9)

## 13. Fair Value Measurements

Fair value is defined as the exit price, or the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. The authoritative guidance establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are from sources independent of the Company. Unobservable inputs reflect the Company's assumptions about the factors market participants would use in valuing the asset or liability developed based upon the best information available in the circumstances. The categorization of financial assets and liabilities within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The hierarchy is broken down into three levels:

Level 1: Inputs are quoted prices in active markets for identical assets or liabilities.

Level 2: Inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, and inputs (other than quoted prices) that are

observable for the asset or liability, either directly or indirectly.

Level 3: Inputs are unobservable for the asset or liability.

See the section below titled “Valuation Techniques” for further discussion of how Hillenbrand determines fair value for investments.

69

---

Table of Contents

	Carrying Value at 9/30/2017	Fair Value at September 30, 2017 Using Inputs Considered as:		
		Level 1	Level 2	Level 3
Assets:				
Cash and cash equivalents	\$ 66.0	\$ 66.0	\$ —	\$ —
Investments in rabbi trust	4.3	4.3	—	—
Derivative instruments	3.8	—	3.8	—
Liabilities:				
\$150 senior unsecured notes	149.5	161.2	—	—
Revolving credit facility	68.0	—	68.0	—
Term loan	148.5	—	148.5	—
\$100 Series A Notes	100.0	—	106.7	—
Derivative instruments	2.3	—	2.3	—

	Carrying Value at 9/30/2016	Fair Value at September 30, 2016 Using Inputs Considered as:		
		Level 1	Level 2	Level 3
Assets:				
Cash and cash equivalents	\$ 52.0	\$ 52.0	\$ —	\$ —
Investments in rabbi trust	4.0	4.0	—	—
Derivative instruments	1.4	—	1.4	—
Liabilities:				
\$150 senior unsecured notes	149.3	163.5	—	—
Revolving credit facility	198.5	—	198.5	—
Term loan	162.0	—	162.0	—
\$100 Series A Notes	100.0	—	110.8	—
Derivative instruments	3.3	—	3.3	—

## Valuation Techniques

- The fair value of the investments in the rabbi trust were based on quoted prices in active markets. The trust assets consist of participant-directed investments in publicly traded mutual funds.

We estimate the fair value of our foreign currency derivatives using industry accepted models. The significant Level 2 inputs used in the valuation of our derivatives include spot rates, forward rates, and volatility. These inputs were obtained from pricing services, broker quotes, and other sources.

• The fair value of the 10-year, 5.5% fixed-rate senior unsecured notes was based on quoted prices in an active market. The fair values of the revolving credit facility, term loan, and Series A Notes were estimated based on internally-developed models, using current market interest rate data for similar issues, as there is no active market for our revolving credit facility, term loan or Series A Notes.

## 14. Segment and Geographical Information

We conduct our operations through two reportable business segments: the Process Equipment Group and Batesville. These reporting segments are determined on the basis of our management structure, and how we internally report financial information used to make operating decisions and evaluate results.

We record the direct costs of business operations to the reporting segments, including stock-based compensation, asset impairments, restructuring activities, and business acquisition costs. Corporate provides management and administrative services to each reporting segment. These services include treasury management, human resources, legal, business development, and other public company support functions such as internal audit, investor relations, financial reporting, and tax compliance. With limited exception for certain professional services and back-office and technology costs, we do not allocate these types of corporate expenses to the reporting segments.

Table of Contents

	Year Ended September 30,		
	2017	2016	2015
Net revenue			
Process Equipment Group	\$1,028.2	\$964.7	\$992.8
Batesville	562.0	573.7	604.0
Total net revenue	\$1,590.2	\$1,538.4	\$1,596.8
Adjusted EBITDA			
Process Equipment Group	\$177.7	\$160.9	\$160.5
Batesville	141.9	143.5	145.5
Corporate	(38.6 )	(37.3 )	(37.3 )
Net revenue <sup>(1) (2)</sup>			
United States	\$896.1	\$857.0	\$915.0
Germany	425.6	403.0	420.7
All other foreign business units	268.5	278.4	261.1
Total revenue	\$1,590.2	\$1,538.4	\$1,596.8
Depreciation and amortization			
Process Equipment Group	\$41.3	\$45.2	\$37.2
Batesville	13.8	14.1	15.8
Corporate	1.5	1.1	1.3
Total depreciation and amortization	\$56.6	\$60.4	\$54.3

(1) We attribute revenue to a geography based upon the location of the business unit that consummates the external sale.

(2) In 2017, the Company corrected its disclosure of net revenue by geography. The effect of this adjustment for the year ended September 30, 2016 was to decrease Germany net revenue by \$79.7, from \$482.7 as previously disclosed to \$403.0 and to increase the All other foreign business units net revenue by \$79.7, from \$198.7 as previously disclosed to \$278.4. The effect for the year ended September 30, 2015 was to decrease Germany net revenue by \$56.6, from \$477.3 as previously disclosed to \$420.7 and to increase the All other foreign business units net revenue by \$56.6, from \$204.5 as previously disclosed to \$261.1. Management performed an assessment of the materiality of this correction and concluded that the net revenue by geography as originally disclosed was not material to previously issued financial statements.

	September 30,	
	2017	2016
Total assets assigned		
Process Equipment Group	\$1,722.2	\$1,694.6
Batesville	203.4	211.8
Corporate	30.9	53.3
Total assets	\$1,956.5	\$1,959.7
Tangible long-lived assets, net		
United States	\$84.4	\$89.5
Germany	39.0	35.8
All other foreign business units	27.0	27.2

Tangible long-lived assets, net \$150.4 \$152.5

71

---

Table of Contents

The following schedule reconciles segment adjusted EBITDA to consolidated net income.

	Year Ended September 30,		
	2017	2016	2015
Adjusted EBITDA:			
Process Equipment Group	\$177.7	\$160.9	\$160.5
Batesville	141.9	143.5	145.5
Corporate	(38.6 )	(37.3 )	(37.3 )
Less:			
Interest income	(0.9 )	(1.2 )	(1.0 )
Interest expense	25.2	25.3	23.8
Income tax expense	59.9	47.3	49.1
Depreciation and amortization	56.6	60.4	54.3
Business acquisition costs	1.1	3.7	3.6
Inventory step-up	—	2.4	—
Restructuring and restructuring related	10.7	10.2	7.5
Litigation	—	—	0.5
Pension settlement charge	—	—	17.7
Trade name impairment	—	2.2	—
Consolidated net income	\$128.4	\$116.8	\$113.2

## 15. Unaudited Quarterly Financial Information

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
2017				
Net revenue	\$ 356.1	\$ 395.3	\$ 395.9	\$ 442.9
Gross profit	126.0	148.6	152.4	164.3
Net income <sup>(1)</sup>	21.7	33.4	32.9	38.2
Earnings per share — basic	0.34	0.52	0.52	0.60
Earnings per share — diluted	0.34	0.52	0.52	0.60
2016				
Net revenue	\$ 351.7	\$ 387.0	\$ 371.0	\$ 428.7
Gross profit	128.2	142.7	143.5	156.2
Net income <sup>(1)</sup>	20.0	26.1	30.7	36.0
Earnings per share — basic	0.32	0.41	0.49	0.57
Earnings per share — diluted	0.31	0.41	0.48	0.56

(1) Net income attributable to Hillenbrand

Table of Contents

16. Condensed Consolidating Information

Certain 100% owned domestic subsidiaries of Hillenbrand fully and unconditionally, jointly and severally, agreed to guarantee all of the indebtedness and guarantee obligations relating to our obligations under our senior unsecured notes. The following are the condensed consolidating financial statements, including the guarantors, which present the statements of income, balance sheets, and cash flows of (i) the parent holding company, (ii) the guarantor subsidiaries, (iii) the non-guarantor subsidiaries, and (iv) eliminations necessary to present the information for Hillenbrand on a consolidated basis.



Table of Contents

## Condensed Consolidating Statements of Income

	Year Ended September 30, 2017					Year Ended September 30, 2016					Year Ended S	
	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated	Parent	Guar
Net revenue	\$—	\$901.4	\$904.7	\$(215.9)	\$1,590.2	\$—	\$846.8	\$892.8	\$(201.2)	\$1,538.4	\$—	\$912.8
Cost of goods sold	—	467.3	647.4	(115.8 )	998.9	—	428.7	638.4	(99.3 )	967.8	—	475.1
Gross profit	—	434.1	257.3	(100.1 )	591.3	—	418.1	254.4	(101.9 )	570.6	—	436.7
Operating expenses	42.4	237.8	164.3	(100.1 )	344.4	41.8	242.0	164.6	(101.9 )	346.5	33.1	244.4
Amortization expense	—	13.5	15.7	—	29.2	—	13.0	20.0	—	33.0	0.4	11.4
Pension settlement charge	—	—	—	—	—	—	—	—	—	—	3.3	14.4
Interest expense	21.8	—	3.4	—	25.2	22.7	0.2	2.4	—	25.3	20.5	0.8
Other income (expense), net	(0.6 )	(3.4 )	(0.2 )	—	(4.2 )	(0.3 )	(2.2 )	0.8	—	(1.7 )	(0.2 )	(4.0 )
Equity in net income (loss) of subsidiaries	164.4	8.2	—	(172.6 )	—	144.4	10.2	—	(154.6 )	—	141.1	12.5
Income (loss) before income taxes	99.6	187.6	73.7	(172.6 )	188.3	79.6	170.9	68.2	(154.6 )	164.1	83.6	174.1
Income tax expense (benefit)	(26.6 )	65.9	20.6	—	59.9	(33.2 )	62.4	18.1	—	47.3	(27.8 )	60.5
Consolidated net income	126.2	121.7	53.1	(172.6 )	128.4	112.8	108.5	50.1	(154.6 )	116.8	111.4	113.6
Less: Net income attributable to noncontrolling interests	—	—	2.2	—	2.2	—	—	4.0	—	4.0	—	—
Net income (loss) <sup>(1)</sup>	\$126.2	\$121.7	\$50.9	\$(172.6)	\$126.2	\$112.8	\$108.5	\$46.1	\$(154.6)	\$112.8	\$111.4	\$113.6
Consolidated comprehensive income (loss)	\$174.8	\$131.8	\$86.4	\$(215.8)	\$177.2	\$90.9	\$116.4	\$33.1	\$(145.8)	\$94.6	\$55.7	\$103.1
Less: Comprehensive income attributable to noncontrolling interests	—	—	2.4	—	2.4	—	—	3.7	—	3.7	—	—
Comprehensive income (loss) <sup>(2)</sup>	\$174.8	\$131.8	\$84.0	\$(215.8)	\$174.8	\$90.9	\$116.4	\$29.4	\$(145.8)	\$90.9	\$55.7	\$103.1

- (1) Net income attributable to Hillenbrand
- (2) Comprehensive income attributable to Hillenbrand

74

---

Table of Contents

## Condensed Consolidating Balance Sheets

	September 30, 2017					September 30, 2016				
	Parent	Guarantors	Non-Guarantors	Elimination	Consolidated	Parent	Guarantors	Non-Guarantors	Elimination	Consolidated
Cash and cash equivalents	\$0.1	\$4.9	\$61.0	\$—	\$66.0	\$4.4	\$5.6	\$42.0	\$—	\$52.0
Trade receivables, net	—	114.5	91.6	—	206.1	—	120.6	84.4	—	205.0
Receivables from long-term manufacturing contracts	—	8.5	116.7	—	125.2	—	10.6	115.2	—	125.8
Inventories	—	68.2	85.9	(2.5 )	151.6	—	69.8	86.1	(2.8 )	153.1
Deferred income taxes	—	—	—	—	—	1.6	17.4	—	4.9	23.9
Prepaid expense	2.1	7.6	18.5	—	28.2	2.2	6.5	9.5	—	18.2
Intercompany receivables	—	1,050.4	93.9	(1,144.3 )	—	—	1,003.1	97.4	(1,100.5 )	—
Other current assets	0.2	1.6	14.4	0.3	16.5	4.6	1.5	15.9	0.3	22.3
Total current assets	2.4	1,255.7	482.0	(1,146.5 )	593.6	12.8	1,235.1	450.5	(1,098.1 )	600.3
Property, plant and equipment, net	4.7	64.5	81.2	—	150.4	4.9	65.7	81.9	—	152.5
Intangible assets, net	3.6	211.3	309.0	—	523.9	4.1	220.4	317.0	—	541.5
Goodwill	—	283.9	363.6	—	647.5	—	271.8	362.5	—	634.3
Investment in consolidated subsidiaries	2,298.0	664.1	—	(2,962.1 )	—	2,143.4	820.2	—	(2,963.6 )	—
Other assets	20.2	29.0	4.4	(12.5 )	41.1	18.9	22.7	0.8	(11.3 )	31.1
Total Assets	\$2,328.9	\$2,508.5	\$1,240.2	\$(4,121.1)	\$1,956.5	\$2,184.1	\$2,635.9	\$1,212.7	\$(4,073.0)	\$1,959.7
Trade accounts payable	\$1.0	\$36.7	\$120.0	\$0.3	\$158.0	\$0.4	\$28.4	\$106.9	\$—	\$135.7
Liabilities from long-term manufacturing contracts and advances	—	26.2	106.1	—	132.3	—	14.0	64.6	—	78.6
Current portion of long-term debt	18.0	—	0.8	—	18.8	13.5	—	0.3	—	13.8
Accrued compensation	7.6	17.9	41.4	—	66.9	4.7	17.3	35.3	—	57.3

Edgar Filing: Hillenbrand, Inc. - Form 10-K

Deferred income taxes	—	—	—	—	—	—	—	18.1	4.7	22.8
Intercompany payables	1,142.8	4.0	—	(1,146.8 )	—	1,098.8	4.5	—	(1,103.3 )	—
Other current liabilities	14.0	42.2	79.3	0.2	135.7	13.9	39.8	71.6	0.2	125.5
Total current liabilities	1,183.4	127.0	347.6	(1,146.3 )	511.7	1,131.3	104.0	296.8	(1,098.4 )	433.7
Long-term debt	392.0	—	54.9	—	446.9	416.6	—	178.5	—	595.1
Accrued pension and postretirement healthcare	0.8	33.3	95.5	—	129.6	1.1	127.0	104.6	—	232.7
Deferred income taxes	—	27.5	60.9	(12.7 )	75.7	—	5.8	27.8	(11.0 )	22.6
Other long-term liabilities	1.3	15.3	10.1	—	26.7	2.8	16.3	10.3	—	29.4
Total Liabilities	1,577.5	203.1	569.0	(1,159.0 )	1,190.6	1,551.8	253.1	618.0	(1,109.4 )	1,313.5
Total Hillenbrand Shareholders' Equity	751.4	2,305.4	656.7	(2,962.1 )	751.4	632.3	2,382.8	580.8	(2,963.6 )	632.3
Noncontrolling interests	—	—	14.5	—	14.5	—	—	13.9	—	13.9
Total Equity	751.4	2,305.4	671.2	(2,962.1 )	765.9	632.3	2,382.8	594.7	(2,963.6 )	646.2
Total Liabilities and Equity	\$2,328.9	\$2,508.5	\$1,240.2	\$(4,121.1)	\$1,956.5	\$2,184.1	\$2,635.9	\$1,212.7	\$(4,073.0)	\$1,959.7

Table of Contents

## Condensed Consolidating Statements of Cash Flows

	Year Ended September 30, 2017				Year Ended September 30, 2016				Year Ended September 30, 2015				
	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated	Parent	Guarantors	Non-Guarantors
Net cash provided by (used in) operating activities	\$79.9	\$126.7	\$168.3	\$(128.7)	\$246.2	\$157.8	\$239.9	\$(49.5)	\$(110.0)	\$238.2	\$76.0	\$91.0	\$238.2
Investing activities:													
Capital expenditures	(0.7 )	(9.7 )	(11.6 )	—	(22.0 )	(2.6 )	(8.0 )	(10.6 )	—	(21.2 )	(1.1 )	(14.5 )	(15.8 )
Proceeds from property, plant, and equipment	—	5.3	0.4	—	5.7	—	1.6	0.4	—	2.0	—	2.8	—
Acquisition of business, net of cash acquired	—	—	—	—	—	—	(130.4 )	(105.0 )	—	(235.4 )	—	—	—
Return of investment capital from affiliates	3.2	—	—	—	3.2	1.1	—	—	—	1.1	1.5	—	—
Other, net	—	(0.4 )	—	—	(0.4 )	—	—	—	—	—	—	(2.5 )	(0.3 )
Net cash provided by (used in) investing activities	2.5	(4.8 )	(11.2 )	—	(13.5 )	(1.5 )	(136.8 )	(115.2 )	—	(253.5 )	0.4	(14.2 )	(15.8 )
Financing activities:													
Repayments on term loan	(13.5 )	—	—	—	(13.5 )	(9.0 )	—	—	—	(9.0 )	(9.0 )	—	—
Proceeds from revolving credit facility	289.5	—	529.8	—	819.3	375.5	—	344.3	—	719.8	331.7	—	98.5
Repayments on revolving credit facility	(296.5)	—	(656.5 )	—	(953.0 )	(457.5 )	—	(169.7 )	—	(627.2 )	(441.8 )	—	(105.2 )
Proceeds from Series A unsecured notes, net of financing	—	—	—	—	—	—	—	—	—	—	99.6	—	—

Edgar Filing: Hillenbrand, Inc. - Form 10-K

costs													
Payment of dividends - intercompany	—	(122.6)	(6.1)	128.7	—	—	(104.6)	(5.4)	110.0	—	—	(80.3)	(5.3)
Payment of dividends on common stock	(51.9)	—	—	—	(51.9)	(51.1)	—	—	—	(51.1)	(50.4)	—	—
Repurchases of common stock	(28.0)	—	—	—	(28.0)	(21.2)	—	—	—	(21.2)	(11.2)	—	—
Net proceeds (payments) on stock plans	13.7	—	—	—	13.7	11.1	—	—	—	11.1	3.4	—	—
Other, net	—	—	(1.7)	—	(1.7)	—	—	(0.8)	—	(0.8)	1.2	—	—
Net cash (used in) provided by financing activities	(86.7)	(122.6)	(134.5)	128.7	(215.1)	(152.2)	(104.6)	168.4	110.0	21.6	(76.5)	(80.3)	(12.3)
Effect of exchange rates on cash and cash equivalents	—	—	(3.6)	—	(3.6)	—	—	(2.6)	—	(2.6)	—	—	(2.0)
Net cash flow	(4.3)	(0.7)	19.0	—	14.0	4.1	(1.5)	1.1	—	3.7	(0.1)	(3.5)	(6.1)
Cash and equivalents at beginning of period	4.4	5.6	42.0	—	52.0	0.3	7.1	40.9	—	48.3	0.4	10.6	47.0
Cash and equivalents at end of period	\$0.1	\$4.9	\$61.0	\$—	\$66.0	\$4.4	\$5.6	\$42.0	\$—	\$52.0	\$0.3	\$7.1	\$40.9

Table of Contents

## 17. Restructuring

The following schedule details the restructuring charges by segment and the classification of those charges on the income statement.

	Year Ended September 30,			2016		
	2017		Total	Cost		Total
	Cost	of Operating		Cost	of Operating	
	of good	expenses		of good	expenses	
	sold			sold		
Process Equipment Group	\$0.5	\$ 1.4	\$ 1.9	\$3.0	\$ 4.1	\$ 7.1
Batesville	5.5	—	5.5	0.2	1.1	1.3
Corporate	—	2.1	2.1	—	0.5	0.5
Total	\$6.0	\$ 3.5	\$ 9.5	\$3.2	\$ 5.7	\$ 8.9

The 2017 charges related primarily to the closure of a plant at Batesville and corporate functional restructuring. The 2016 charges primarily related to severance costs at the Process Equipment Group as we integrated and streamlined the business operations within the segment. At September 30, 2017, \$2.7 of restructuring costs were accrued and are expected to be paid over the next twelve months.

Table of Contents

SCHEDULE II  
HILLENBRAND, INC.  
VALUATION AND QUALIFYING ACCOUNTS  
FOR THE YEARS ENDED SEPTEMBER 30, 2017, 2016, AND 2015

(in millions)	Balance at Beginning of Period	Additions Charged to Revenue, Costs, and Expense	Charged to Other Accounts	Deductions Net of Recoveries (a)	Balance at End of Period
Allowance for doubtful accounts, early pay discounts, and sales returns:					
Year ended September 30, 2017	\$ 21.0	\$2.5	\$ 0.1	\$ (2.0 )	\$ 21.6
Year ended September 30, 2016	\$ 20.0	\$3.7	\$ 0.4	\$ (3.1 )	\$ 21.0
Year ended September 30, 2015	\$ 19.2	\$2.4	\$ (0.2 )	\$ (1.4 )	\$ 20.0
Allowance for inventory valuation:					
Year ended September 30, 2017	\$ 18.0	\$2.4	\$ 0.8	\$ (2.2 )	\$ 19.0
Year ended September 30, 2016	\$ 14.8	\$4.3	\$ 0.6	\$ (1.7 )	\$ 18.0
Year ended September 30, 2015	\$ 14.6	\$3.4	\$ (1.2 )	\$ (2.0 )	\$ 14.8

(a) Reflects the write-off of specific receivables against recorded reserves and other adjustments.



Table of Contents

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

Item 9A. CONTROLS AND PROCEDURES

Management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. In order to evaluate the effectiveness of internal control over financial reporting, management has conducted an assessment, including testing, using the criteria set forth by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission in Internal Control — Integrated Framework (2013 Framework). The Company's internal control over financial reporting, as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended (Exchange Act), is a process designed to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Based on our assessment under the criteria established in Internal Control — Integrated Framework (2013 Framework), issued by the COSO, management has concluded that the Company maintained effective internal control over financial reporting as of September 30, 2017.

The effectiveness of the Company's internal control over financial reporting as of September 30, 2017, has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears on page 38.

There have been no changes to our internal controls over financial reporting. Management's report on our internal control over financial reporting is included under Item 8.

We have established disclosure controls and procedures and internal controls over financial reporting to provide reasonable assurance that material information relating to us, including our consolidated subsidiaries, is made known on a timely basis to management and the Board of Directors. No control system, no matter how well designed and operated, can provide absolute assurance that the objectives of the control system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

Our management, with the participation of our President and Chief Executive Officer and the Senior Vice President and Chief Financial Officer (the "Certifying Officers"), evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")). Based upon that evaluation, the Certifying Officers concluded that our disclosure controls and procedures as of the end of the period covered by this report are effective.

Item 9B. OTHER INFORMATION

None.

PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

Information related to executive officers is included in this report under Part I, Item 1 within the caption “Executive Officers of the Registrant.” Information relating to the directors will appear in the section entitled “Election of Directors” in our Proxy Statement to be filed with the Securities and Exchange Commission relating to our 2018 Annual Meeting of Shareholders (“the 2018 Proxy Statement”), which section is incorporated herein by reference. Required information regarding compliance with Section 16(a) of the Exchange Act is incorporated by reference to the 2018 Proxy Statement, where such information will be included under the caption “Section 16(a) Beneficial Ownership Reporting Compliance.” Information regarding our Code of Ethical Business Conduct and the corporate governance matters covered by this Item is incorporated by reference to the 2018 Proxy Statement, where such information will be included under the heading “The Board of Directors and Committees.”

Table of Contents

Item 11. EXECUTIVE COMPENSATION

The information required by this Item is incorporated herein by reference to the 2018 Proxy Statement, where such information will be included under the headings “The Board of Directors and Committees,” “Executive Compensation,” “Security Ownership of Beneficial Owners of More than 5% of the Company’s Common Stock,” and “Compensation of Directors.”

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT, AND RELATED SHAREHOLDER MATTERS

The information required by this Item is incorporated herein by reference to the 2018 Proxy Statement, where such information will be included under the headings “Election of Directors,” “Security Ownership of Directors and Management,” and “Equity Compensation Plan Information.”

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this Item is incorporated herein by reference to the 2018 Proxy Statement, where such information will be included under the heading “The Board of Directors and Committees.”

Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this Item is incorporated herein by reference to the 2018 Proxy Statement, where such information will be included under the heading “Ratification of Appointment of the Independent Registered Public Accounting Firm.”

PART IV

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following documents have been filed as a part of this report or, where noted, incorporated by reference:

(1) Financial Statements

The financial statements of the Company and its consolidated subsidiaries listed on the Index to Consolidated Financial Statements on page 36.

(2) Financial Statement Schedule

The financial statement schedule on page 78 is filed in response to Item 8 and Item 15(d) of Form 10-K and is listed on the Index to Consolidated Financial Statements.

(3) Exhibits

The Exhibit Index, which index follows the signature page to this report and is hereby incorporated herein by reference, sets forth a list of those exhibits filed herewith, and includes and identifies management contracts or compensatory plans or arrangements required to be filed as exhibits to this Form 10-K by Item 601(b)(10)(iii) of Regulation S-K.

In reviewing any agreements included as exhibits to this report, please remember that they are included to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about us or the other parties to the agreements. The agreements may contain representations and warranties by the parties to the agreements, including us. These representations and warranties have been made solely for the benefit of the other parties to the applicable agreement and:

- should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;
- may have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;
- may apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and

Table of Contents

were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments.

Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time.

Table of Contents

Exhibit Index

<u>Exhibit 3.1</u>	Restated and Amended Articles of Incorporation of Hillenbrand, Inc., effective March 31, 2008
<u>Exhibit 3.2</u>	Articles of Correction of the Restated and Amended Articles of Incorporation of Hillenbrand, Inc., effective March 31, 2008
<u>Exhibit 3.3</u>	Articles of Amendment of the Restated and Amended Articles of Incorporation of Hillenbrand, Inc., effective February 27, 2015
<u>Exhibit 3.4</u>	Amended and Restated Code of By-laws of Hillenbrand, Inc.
<u>Exhibit 4.1</u>	Form of Indenture between Hillenbrand, Inc. and U.S. Bank National Association as trustee
<u>Exhibit 4.2</u>	Form of Hillenbrand, Inc. 5.5% fixed rate 10 year global note
<u>Exhibit 4.3</u>	Supplemental Indenture dated as of January 10, 2013, by and among Hillenbrand, Inc., Batesville Casket Company, Inc., Batesville Manufacturing, Inc., Batesville Services, Inc., Coperion Corporation, K-Tron Investment Co., TerraSource Global Corporation, Process Equipment Group, Inc., Rotex Global, LLC, and U.S. Bank National Association, as trustee
<u>Exhibit 10.1</u>	** Form of Indemnity Agreement between Hillenbrand, Inc. and certain executive officers, including named executive officers
<u>Exhibit 10.2</u>	** Form of Indemnity Agreement between Hillenbrand, Inc. and its non-employee directors
<u>Exhibit 10.3</u>	** Hillenbrand, Inc. Board of Directors' Deferred Compensation Plan
<u>Exhibit 10.4</u>	** Hillenbrand, Inc. Executive Deferred Compensation Program
<u>Exhibit 10.5</u>	** Hillenbrand, Inc. Supplemental Executive Retirement Plan
<u>Exhibit 10.6</u>	** Hillenbrand, Inc. Supplemental Retirement Plan effective as of July 1, 2010
<u>Exhibit 10.7</u>	** Employment Agreement dated as of March 31, 2011, between Batesville Services, Inc., and Kimberly K. Ryan
<u>Exhibit 10.8</u>	Credit Agreement dated as of July 27, 2012 among Hillenbrand, Inc., the subsidiary borrowers named therein, the lenders named therein, and JPMorgan Chase Bank, N.A., as administrative agent for the lenders
<u>Exhibit 10.9</u>	Amendment and Restatement Agreement dated as of November 19, 2012, among Hillenbrand, Inc., the subsidiary borrowers named therein, the lenders named therein, and JPMorgan Chase Bank, N.A., as administrative agent for the lenders
<u>Exhibit 10.10</u>	Guarantee Facility Agreement dated as of December 3, 2012, by and between Coperion GmbH and Commerzbank Aktiengesellschaft
<u>Exhibit 10.11</u>	Guaranty dated as of December 3, 2012, by Hillenbrand, Inc. in favor of Commerzbank Aktiengesellschaft
<u>Exhibit 10.12</u>	Private Shelf Agreement dated as of December 6, 2012, by and between Hillenbrand, Inc. and Prudential Investment Management, Inc.
<u>Exhibit 10.13</u>	** Form of Hillenbrand, Inc. Stock Incentive Plan Performance Based Unit Award Agreement by and between Hillenbrand, Inc. and certain employees including executive officers
<u>Exhibit 10.14</u>	Annex to Guaranty dated as of January 10, 2013, by Coperion Corporation in favor of JPMorgan Chase Bank, N.A., as administrative agent, and various other agents and lenders named therein

Edgar Filing: Hillenbrand, Inc. - Form 10-K

- Exhibit 10.15 \*\* Employment Agreement dated as of April 26, 2013, by and between Hillenbrand, Inc. and Joe A. Raver
- Exhibit 10.16 \*\* Amendment Agreement dated as of April 26, 2013, by and between Hillenbrand, Inc. and Joe A. Raver
- Exhibit 10.17 Syndicated L/G Facility Agreement dated as of June 3, 2013, by and among Hillenbrand, Inc., and certain of its subsidiaries, and Commerzbank Aktiengesellschaft, as arranger and lender, and various other lenders named therein
- Exhibit 10.18 \*\* Employment Agreement dated as of November 4, 2013, by and between Hillenbrand, Inc. and William A. Canady
- Exhibit 10.19 \*\* Form of Hillenbrand, Inc. Stock Incentive Plan Performance Based Unit Award Agreement - Relative Total Shareholder Value, by and between Hillenbrand, Inc. and certain employees including executive officers
- Exhibit 10.20 \*\* Form of Change in Control Agreement between Hillenbrand, Inc. and certain of its executive officers, including its named executive officers
- Exhibit 10.21 \*\* Hillenbrand, Inc. Stock Incentive Plan

Table of Contents

<u>Exhibit</u> <u>10.22</u>	** Hillenbrand, Inc. Short-Term Incentive Compensation Plan for Key Executives
<u>Exhibit</u> <u>10.23</u>	** Employment Agreement dated as of June 18, 2014, by and between Hillenbrand, Inc. and Kristina Cerniglia
<u>Exhibit</u> <u>10.24</u>	** Cash Award and Repayment Agreement dated as of August 7, 2014, between Hillenbrand, Inc. and Kristina Cerniglia
<u>Exhibit</u> <u>10.25</u>	** Restricted Stock Unit Award Agreement dated as of August 7, 2014, between Hillenbrand, Inc. and Kristina Cerniglia
<u>Exhibit</u> <u>10.26</u>	Amendment No. 1 to Private Shelf Agreement, dated December 15, 2014, by and among Hillenbrand, Inc., Prudential Investment Management, Inc. and each Prudential Affiliate (as therein defined) that has become or becomes bound thereby
<u>Exhibit</u> <u>10.27</u>	Amendment No. 2 to Private Shelf Agreement, dated December 19, 2014, by and among Hillenbrand, Inc., Prudential Investment Management, Inc. and each Prudential Affiliate (as therein defined) that has become or becomes bound thereby
<u>Exhibit</u> <u>10.28</u>	Amendment No. 2 to Amended and Restated Credit Agreement, dated December 19, 2014, by and among Hillenbrand, Inc., the subsidiary borrowers named therein, the subsidiary guarantors named therein, the lenders named therein and JPMorgan Chase Bank, N.A., as administrative agent
<u>Exhibit</u> <u>10.29</u>	Amendment Agreement, dated as of February 18, 2015, among Hillenbrand, Inc. and certain of its subsidiaries named therein, Commerzbank Aktiengesellschaft and various other lenders named therein, and Commerzbank International S.A., acting as agent
<u>Exhibit</u> <u>10.30</u>	Amendment No. 3 to Private Shelf Agreement, dated March 24, 2016, by and among Hillenbrand, Inc., Prudential Investment Management, Inc. and each Prudential Affiliate (as therein defined) that has become or becomes bound thereby
<u>Exhibit 14.1</u>	Code of Ethical Business Conduct
<u>Exhibit 21.1</u>	* Subsidiaries of Hillenbrand, Inc.
<u>Exhibit 23.1</u>	* Consent of Independent Registered Public Accounting Firm
<u>Exhibit 31.1</u>	* Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
<u>Exhibit 31.2</u>	* Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
<u>Exhibit 32.1</u>	* Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
<u>Exhibit 32.2</u>	* Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
Exhibit 101	The following materials from the Hillenbrand, Inc. Annual Report on Form 10-K for the year ended September 30, 2017, formatted in XBRL (eXtensible Business Reporting Language); (i) Consolidated Statement of Income for the years ended September 30, 2017, 2016 and 2015, (ii) Consolidated Statements of Comprehensive Income, (iii) Consolidated Balance Sheet for the years ended September 30, 2017, 2016 and 2015, (iv) Consolidated Statement of Cash Flows for the years ended September 30, 2017, 2016 and 2015, (v) Consolidated Statement of Shareholders' Equity and Comprehensive Income for the years ended September 30, 2017, 2016 and 2015, and (vi) the Notes to Consolidated Financial Statements, tagged as blocks of text.

\* Filed herewith.

\*\* Management contracts or compensatory plans or arrangements required to be filed as exhibits to this form pursuant to Item 15(a)(3) of this Form 10-K.



Table of Contents

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

HILLENBRAND, INC.

By: /s/ Joe A. Raver  
Joe A. Raver  
President and Chief Executive Officer  
November 15, 2017

Table of Contents

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been duly signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signatures	Title	Date
/s/F. Joseph Loughrey F. Joseph Loughrey	Chairperson of the Board	November 15, 2017
/s/Joe A. Raver Joe A. Raver	President, Chief Executive Officer, and Director (Principal Executive Officer)	November 15, 2017
/s/Kristina A. Cerniglia Kristina A. Cerniglia	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	November 15, 2017
/s/Eric M. Teegarden Eric M. Teegarden	Vice President, Controller, and Chief Accounting Officer (Principal Accounting Officer)	November 15, 2017
/s/Edward B. Cloues II Edward B. Cloues II	Director	November 15, 2017
/s/Gary L. Collar Gary L. Collar	Director	November 15, 2017
/s/Helen W. Cornell Helen W. Cornell	Director	November 15, 2017
/s/Mark C. Deluzio Mark C. Deluzio	Director	November 15, 2017
/s/Joy M. Greenway Joy M. Greenway	Director	November 15, 2017
/s/Thomas H. Johnson Thomas H. Johnson	Director	November 15, 2017
/s/Eduardo R. Menascé Eduardo R. Menascé	Director	November 15, 2017
/s/Neil S. Novich Neil S. Novich	Director	November 15, 2017
/s/Stuart A. Taylor II Stuart A. Taylor II	Director	November 15, 2017