

HILLENBRAND INDUSTRIES INC

Form 8-K

November 22, 2002

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): November 21, 2002

HILLENBRAND INDUSTRIES, INC.
(Exact name of registrant as specified in its charter)

Indiana
(State or other jurisdiction
of incorporation)

1-6651
(Commission
File Number)

35-1160484
(IRS Employer
Identification No.)

700 State Route 46 East
Batesville, Indiana
(Address of principal executive offices)

47006-8835
(Zip Code)

Registrant's telephone number, including area code: (812) 934-7000

Not Applicable
(Former name or former address,
if changed since last report.)

Item 5. OTHER EVENTS.

On November 21, 2002, the Company announced expected operating results for the fourth quarter of 2002, excluding the impact of any antitrust litigation charge in the fourth quarter related to the litigation with Kinetic Concepts Inc.

On November 21, 2002, the Company also announced that it had amended the \$500 million senior revolving credit facilities obtained on August 2, 2002. The amendments provide the Company with additional flexibility in utilization of the credit facilities. The facilities are with a syndicate of banks led by Bank of America, N.A. and Citicorp USA, Inc. Copies of the amendments to the credit facilities are filed as Exhibits 10.15 and 10.16 to this Current Report on Form 8-K. The contents of such Exhibits are incorporated herein by reference.

The above announcements are more fully described in the press releases filed as Exhibits 99.1 and 99.2 to this Current Report on Form 8-K. The contents of such Exhibits are incorporated herein by reference.

Item 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

- 10.15 First Amendment to 364-Day Credit Agreement dated November 20, 2002 among Hillenbrand Industries, Inc. and Bank of America, N.A., as Administrative Agent, and Citicorp USA, Inc., as Syndication Agent, and other lenders.
- 10.16 First Amendment to Three-Year Credit Agreement dated November 20, 2002 among Hillenbrand Industries, Inc. and Bank of America, N.A., as Administrative Agent, and Citicorp USA, Inc., as Syndication Agent, and other lenders.
- 99.1 Press release dated November 21, 2002 issued by the Company announcing expected fourth quarter 2002 operating results, excluding antitrust litigation charge.
- 99.2 Press release dated November 21, 2002 issued by the Company announcing amendments to existing \$500 million senior revolving credit facilities.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HILLENBRAND INDUSTRIES, INC.

DATE: November 22, 2002

BY: /s/ Scott K. Sorensen

Scott K. Sorensen
Vice President and
Chief Financial Officer

DATE: November 22, 2002

BY: /s/ Gregory N. Miller

Gregory N. Miller
Vice President and Controller

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Exhibit Description</u> |
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