

HILLENBRAND INDUSTRIES INC
 Form 4
 July 05, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLER GREGORY N

2. Issuer Name and Ticker or Trading Symbol
HILLENBRAND INDUSTRIES INC [HB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1069 STATE ROUTE 46E
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/30/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior VP & CFO

BATESVILLE, IN 47006

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Conversion or Exercise Price of Derivative Security is 1-for-1.

Restricted Stock Units vest 20% on 12/4/05; 25% on 12/4/06; 25% on 12/4/07; and 30% on 12/4/08. Stock units will automatically be converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

(3) Restricted Stock Units vest 20% on 12/16/06; 25% on 12/16/07; 25% on 12/16/08; and 30% on 12/16/09. Stock units will automatically be converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

(4) Restricted Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

(5) Restricted Stock Units vest 20% on 12/01/07, 25% on 12/01/08, 25% on 12/01/09 and 30% on 12/01/10. Stock units will automatically be converted into shares of common stock in accordance with respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights which accrue on dividend record date.

(6) Restricted Stock Units will automatically be converted into shares of common stock on the vesting date unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights which accrue on dividend record date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. > 1.

Names of Reporting Persons

Fifth Third Bank 31-0676865

2.

Check the Appropriate Box if a Member of a Group (See Instructions)

(a) x

(b) "

3.

SEC Use Only

4.

Source of Funds (See Instructions)

Not Applicable

Explanation of Responses:

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5.

Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) "

6.

Citizenship or Place of Organization

Ohio

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

7.

Sole Voting Power

0

8.

Shared Voting Power

53,822,826 (See Item 5.)

9.

Sole Dispositive Power

0

Explanation of Responses:

10.

Shared Dispositive Power

53,822,826 (See Item 5.)

11.

Aggregate Amount Beneficially Owned by Each Reporting Person

53,822,826 (See Item 5.)

12.

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13.

Percent of Class Represented by Amount in Row (11)

18.5% (See Item 5.)

14.

Type of Reporting Persons (See Instructions)

BK

CUSIP No. 92210H105

Schedule 13D

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This Amendment No. 2 to the Statement on Schedule 13D (this Amendment No. 2) relates to the Class A common stock, \$0.00001 par value per share, of Vantiv, Inc. (Vantiv or the Company), a Delaware corporation, and amends the initial statement on Schedule 13D filed by Fifth Third Bancorp, an Ohio corporation (Bancorp), Fifth Third Bank, an Ohio banking corporation (FTB and, together with Bancorp, the Reporting Persons), and FTPS Partners, LLC, a Delaware limited liability company, with the Securities and Exchange Commission on April 2, 2012, as amended by Amendment No. 1 to the initial statement, filed by the Reporting Persons and FTPS Partners, LLC with the Securities Exchange Commission on December 14, 2012 (the initial statement and Amendment No. 1 together, the Initial Statement) Amendment No. 1 was also an exit filing with respect to FTPS Partners, LLC. Unless otherwise indicated, all capitalized terms used but not defined herein have the meanings set forth in the Initial Statement.

Item 2. Identity and Background.

Information regarding the executive officers and directors of the Reporting Persons is hereby amended by replacing Exhibit A to the Initial Statement in its entirety with Exhibit A attached hereto.

Item 4. Purpose of Transaction.

Item 4. of the Initial Statement is hereby supplemented by inserting the following paragraph after the fourth paragraph thereunder:

On May 15, 2013, FTB completed the sale of 16,396,310 shares of Class A common stock of Vantiv as part of a registered, underwritten secondary offering (the Secondary Offering) conducted pursuant to FTB's exercise of the registration rights granted to it by Vantiv in connection with the IPO and related reorganization transactions. The sale included 796,310 shares pursuant to the exercise of the underwriters' option to purchase additional shares. The Secondary Offering consisted of 40,714,704 shares of Class A common stock sold by FTB and certain other shareholders of Vantiv, of which 17,452,958 shares of Class A common stock were repurchased by Vantiv from the underwriters upon the consummation of the Secondary Offering. All of the shares of Class A common stock sold by FTB as part of the Secondary Offering were acquired by exercising the Exchange Right granted to FTB under the Exchange Agreement. FTB exchanged 16,396,310 Class B units of Holding, and 16,396,310 shares of Class B common stock of Vantiv owned by it were simultaneously cancelled pursuant to the Exchange Agreement. Immediately following the completion of the Secondary Offering, FTB held 53,822,826 Class B units of Holding and 53,822,826 shares of Class B common stock of Vantiv.

The eleventh paragraph under Item 4. of the Initial Statement is hereby replaced in its entirety with the following:

The Reporting Persons have no present plans or proposals that relate to or would result in any of the actions enumerated in paragraphs (a) through (j) of Item 4 of Schedule 13D. However, the Reporting Persons may, from time to time, following the expiration of the 90-day lock-up agreements entered into in connection with the secondary offering and effective as of May 7, 2013, (i) exercise the Exchange Right and/or (ii) dispose of all or part of any shares of Class A common stock received upon exercise of the Exchange Right. If the Reporting Persons do from time to time exercise the Exchange Right with respect to the Class B units of Holding, an equal number of shares of Class B common stock of Vantiv automatically will be cancelled, and thus the number of directors that the Reporting Persons are entitled to elect could decrease. In addition, the Reporting Persons have the right to, and may from time to time, exercise the consent rights with respect to Vantiv and Holding that are described in Item 6.

Item 5. Interest in Securities of the Issuer.

Paragraphs (a) (d) of Item 5. of the Initial Statement are hereby replaced in their entirety as follows:

(a) None of the Reporting Persons currently owns any issued and outstanding shares of Class A common stock of Vantiv. As a result of Bancorp's and FTB's ownership of Class B units of Holding and the Warrant and Bancorp's and FTB's Exchange Right, Bancorp and FTB beneficially own 18.5% of the Class A common stock of Vantiv. If there were no 18.5% Limit, and if all Class B units of Holding held by Bancorp and FTB were exchanged for Class A common stock of Vantiv, Bancorp and FTB would hold 27.7% of the Class A common stock.

Bancorp beneficially owns 53,822,826 Class B units of Holding, consisting of 53,822,826 Class B units of Holding held by FTB, which represent 27.7% of the outstanding units of Holding, and a Warrant exercisable for 20,378,027 Class C non-voting units of Holding held by FTB, which are then exchangeable for Class A common stock of Vantiv pursuant to the Exchange Right. FTB beneficially owns 53,822,826 Class B units of Holding, consisting of 53,822,826 Class B units of Holding held directly by FTB, which represent 27.7% of the outstanding units of Holding, and a Warrant exercisable for 20,378,027 Class C non-voting units of Holding held by FTB, which are then exchangeable for Class A common stock of Vantiv pursuant to the Exchange Right.

Because the voting power conferred by the Class B common stock is limited to 18.5% of all voting power of the capital stock of Vantiv and because the voting power of the Class B common stock is reduced by any Class A common stock that the Fifth Third investors may hold so that the 18.5% Limit is not exceeded, not exceeded, the Class B common stock would not confer any additional voting power on the Reporting Persons if the Reporting Persons also held Class A common stock.

Other than as provided above and other than equity awards made to Greg D. Carmichael and Daniel T. Poston, as directors of Vantiv, and Paul L. Reynolds, in connection with his prior services as a director of Vantiv, each pursuant to the Vantiv 2012 Equity Incentive Plan as set forth in Exhibit H, neither the Reporting Persons nor, to the best of their knowledge, any of the persons listed on Exhibit A, owns or has any right to acquire, directly or indirectly, any shares of the Class A common stock of Vantiv.

(b) Bancorp and FTB share the power to vote or to direct the vote and to dispose or direct the disposition of all shares of Class A common stock of Vantiv indicated in Item 5(a) above.

(c) Except for the exchange of Class B units of Holding and the sale of the resulting shares of Class A common stock in the May 15, 2013 secondary offering, none of the Reporting Persons, nor, to the best of the Reporting Persons' knowledge, any of the persons listed in Exhibit A hereto, has effected any transaction that may be deemed to be a transaction in the Class A common stock of Vantiv during the past 60 days.

(d) No other person is known by the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Class A common stock of Vantiv that may be deemed to be beneficially owned by the Reporting Persons as provided for herein.

Item 6. Contracts, Arrangements, Understandings or Relationships with respect to Securities of the Issuer.

Item 6. of the Initial Statement is hereby supplemented by inserting the following at the end of the information contained therein:

Underwriting Agreement

In connection with the Secondary Offering, FTB entered into an underwriting agreement, dated May 7, 2013 (the Underwriting Agreement), with Vantiv, Holding, the other selling stockholders listed therein and J.P. Morgan Securities LLC, Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co., Morgan Stanley & Co. LLC and Deutsche Bank Securities Inc., as representatives of the several underwriters listed therein, relating to the purchase by the underwriters of an aggregate 38,600,000 shares of Class A common stock of Vantiv from FTB and the other selling stockholders listed therein and granting to the underwriters the option to purchase an additional 2,114,704 shares of Class A common stock of Vantiv from FTB and the other selling stockholders listed therein to cover over-allotments. The underwriters exercised their option to purchase additional shares in full on May 10, 2013.

The form of Underwriting Agreement executed in connection with the Secondary Offering is attached hereto as Exhibit J.

Item 7. Material to be Filed as Exhibits.

Item 7. of the Initial Statement is hereby amended and supplemented as follows:

Exhibit	Description
Exhibit A	Directors and Executive Officers of Fifth Third Bancorp and Fifth Third Bank
Exhibit H	Beneficial Ownership of Vantiv, Inc. securities by Paul L. Reynolds, Greg D. Carmichael and Daniel T. Poston
Exhibit J	Underwriting Agreement (incorporated by reference to Exhibit 1.1 to the Current Report on Form 8-K (Securities Exchange Act File No. 001-34562) that was filed with the U.S. Securities and Exchange Commission on May 9, 2013 by Vantiv, Inc.)

CUSIP No. 92210H105

Schedule 13D

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After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: May 17, 2013

Fifth Third Bancorp

By: /s/ Paul L. Reynolds

Name: Paul L. Reynolds

Title: Executive Vice President and Chief Risk
Officer

Fifth Third Bank

By: /s/ Paul L. Reynolds

Name: Paul L. Reynolds

Title: Executive Vice President

DIRECTORS AND EXECUTIVE OFFICERS OF FIFTH THIRD BANCORP AND FIFTH THIRD BANK

The following tables set forth the name and present principal occupation or employment, the name, principal business and address of any corporation or other organization in which such occupation or employment is conducted, and citizenship of each director and executive officer of Fifth Third Bancorp and Fifth Third Bank. The business address of each such person whose principal occupation or employment is with Fifth Third Bancorp or Fifth Third Bank is c/o Fifth Third Bancorp at 38 Fountain Square Plaza, Cincinnati, Ohio 45263.

DIRECTORS OF FIFTH

THIRD BANCORP	PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT AND PRINCIPAL BUSINESS AND BUSINESS ADDRESS	CITIZENSHIP
William M. Isaac, Chairman	Senior Managing Director, FTI Consulting 1209 Westway Drive Sarasota, Florida 34236	United States
James P. Hackett	President and CEO, Steelcase Inc. P.O. Box 1967 Location CH4E Grand Rapids, MI 49501-1967	United States
Darryl F. Allen	Manager, Allen Ventures, LLC P.O. Box 1206 160 Gulf Boulevard Boca Grande, FL 33921	United States
B. Evan Bayh III	Partner, McGuireWoods LLP 2001 K Street Suite 400 Washington, DC 20006-1040	United States
Ulysses L. Bridgeman, Jr.	President, B.F. Companies 1903 Stanley Gault Parkway Louisville, KY 40223	United States
Emerson L. Brumback	Former President and COO, M&T Bank 13635 Carnoustie Circle Dade City, FL 33525	United States
Gary R. Heminger	President and CEO, Marathon Petroleum Corporation 539 South Main Street Findlay, OH 45840	United States

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Jewell D. Hoover	Principal and bank consultant, Hoover and Associates, LLC P.O. Box 49777 Charlotte, NC 28277	United States
Kevin T. Kabat	Vice Chairman & CEO, Fifth Third Bancorp 38 Fountain Square Plaza, Cincinnati, Ohio 45263	United States
Mitchel D. Livingston, Ph.D.	Retired Vice President for Student Affairs and Chief Diversity Officer, University of Cincinnati P.O. Box 210638 Cincinnati, OH 45221-0638	United States
Michael B. McCallister	Chairman of the Board of Directors, Humana Inc. 500 West Main Street Louisville, KY 40202	United States

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DIRECTORS OF FIFTH

THIRD BANCORP	PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT AND PRINCIPAL BUSINESS AND BUSINESS ADDRESS	CITIZENSHIP
Hendrik G. Meijer	Co-Chairman of the Board of Directors and CEO, Meijer, Inc. 2929 Walker NW Grand Rapids, MI 49504	United States
John J. Schiff, Jr.	Chairman of the Executive Committee of the Board of Directors, Cincinnati Financial Corporation 6200 S. Gilmore Road Fairfield, OH 45014	United States
Marsha C. Williams	Former Senior Vice President and CFO, Orbitz Worldwide, Inc. 34 Logan Loop Highland Park, IL 60035	United States

EXECUTIVE OFFICERS OF FIFTH

THIRD BANCORP	PRESENT PRINCIPAL OCCUPATION	CITIZENSHIP
Kevin T. Kabat	Vice Chairman & CEO, Fifth Third Bancorp	United States
Steven Alonso	Executive Vice President, Fifth Third Bancorp	United States
Greg D. Carmichael	President & Chief Operating Officer, Fifth Third Bancorp	United States
Todd F. Clossin	Executive Vice President & Chief Administrative Officer, Fifth Third Bancorp	United States
Mark D. Hazel	Senior Vice President & Controller, Fifth Third Bancorp	United States
James R. Hubbard	Senior Vice President & Chief Legal Officer, Fifth Third Bancorp	United States
Gregory L. Kosch	Executive Vice President, Fifth Third Bancorp	United States
Daniel T. Poston	Executive Vice President & Chief Financial Officer, Fifth Third Bancorp	United States
Paul L. Reynolds	Executive Vice President, Chief Risk Officer & Secretary, Fifth Third Bancorp	United States
Joseph R. Robinson	Executive Vice President & Chief Information Officer, Fifth Third Bancorp	United States
Robert A. Sullivan	Senior Executive Vice President, Fifth Third Bancorp	United States
Teresa J. Tanner	Executive Vice President & Chief Human Resources Officer, Fifth Third Bancorp	United States
Tayfun Tuzun	Senior Vice President & Treasurer, Fifth Third Bancorp	United States

DIRECTORS OF

FIFTH THIRD BANK	PRESENT PRINCIPAL OCCUPATION	CITIZENSHIP
William M. Isaac, Chairman	Senior Managing Director, FTI Consulting	United States
B. Evan Bayh III	Partner, McGuireWoods LLP	United States
Ulysses L. Bridgeman, Jr.	President, B.F. Companies	United States
Emerson L. Brumback	Former President and COO, M&T Bank	United States
Gary R. Heminger	President and CEO, Marathon Petroleum Corporation	United States
Jewell D. Hoover	Principal and bank consultant, Hoover and Associates, LLC	United States
Kevin T. Kabat	Vice Chairman & CEO, Fifth Third Bancorp	United States
Mitchel D. Livingston, Ph.D.	Retired Vice President for Student Affairs and Chief Diversity Officer, University of Cincinnati	United States
Michael B. McCallister	Chairman of the Board of Directors, Humana Inc.	United States
John J. Schiff, Jr.	Chairman of the Executive Committee of the Board of Directors, Cincinnati Financial Corporation	United States
Marsha C. Williams	Former Senior Vice President and CFO, Orbitz Worldwide, Inc.	United States

EXECUTIVE OFFICERS OF

FIFTH THIRD BANK	PRESENT PRINCIPAL OCCUPATION	CITIZENSHIP
Kevin T. Kabat	Vice Chairman & CEO, Fifth Third Bancorp	United States
Steven Alonso	Executive Vice President, Fifth Third Bancorp	United States
Greg D. Carmichael	President & Chief Operating Officer, Fifth Third Bancorp	United States
Todd F. Clossin	Executive Vice President & Chief Administrative Officer, Fifth Third Bancorp	United States
Mark D. Hazel	Senior Vice President & Controller, Fifth Third Bancorp	United States
James R. Hubbard	Senior Vice President & Chief Legal Officer, Fifth Third Bancorp	United States
Gregory L. Kosch	Executive Vice President, Fifth Third Bancorp	United States
Daniel T. Poston	Executive Vice President & Chief Financial Officer, Fifth Third Bancorp	United States
Paul L. Reynolds	Executive Vice President, Chief Risk Officer & Secretary, Fifth Third Bancorp	United States

EXECUTIVE OFFICERS OF

FIFTH THIRD BANK

	PRESENT PRINCIPAL OCCUPATION	CITIZENSHIP
Joseph R. Robinson	Executive Vice President & Chief Information Officer, Fifth Third Bancorp	United States
Robert A. Sullivan	Senior Executive Vice President, Fifth Third Bancorp	United States
Teresa J. Tanner	Executive Vice President & Chief Human Resources Officer, Fifth Third Bancorp	United States
Tayfun Tuzun	Senior Vice President & Treasurer, Fifth Third Bancorp	United States

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BENEFICIAL OWNERSHIP OF VANTIV, INC. SECURITIES BY

PAUL L. REYNOLDS, GREG D. CARMICHAEL AND DANIEL T. POSTON

Executive Officer or Director	Beneficial Ownership of Class A common stock of Vantiv, Inc.
Paul L. Reynolds	123 shares
Greg D. Carmichael	12,384 shares
Daniel T. Poston	9,824.4256 shares

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