

KENNAMETAL INC  
Form 8-K  
January 26, 2012

**UNITED STATES**  
**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): **January 24, 2012**

**Kennametal Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Pennsylvania**

**1-5318**

**25-0900168**

(State or Other Jurisdiction of Incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**World Headquarters**

**1600 Technology Way**

**P.O. Box 231**

**Latrobe, Pennsylvania**

**15650-0231**

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: **(724) 539-5000**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 2.02 Results of Operations and Financial Condition**

On January 26, 2012, Kennametal Inc. (Kennametal or the Company) issued an earnings announcement for its fiscal second quarter ended December 31, 2011.

The press release contains certain non-generally accepted accounting principles (GAAP) financial measures. The following GAAP financial measures have been presented on an adjusted basis: gross profit, operating expense, operating income, Industrial operating income and margin, Infrastructure operating income and margin, net income and diluted earnings per share. Adjustments include restructuring and related charges for the three and six months ended December 31, 2010. Management adjusts for these items in measuring and compensating internal performance and to more readily compare the Company's financial performance period-to-period. The press release also contains free operating cash flow and adjusted return on invested capital (ROIC), which are both non-GAAP measures and are defined below.

Management believes that presentation of these non-GAAP financial measures provides useful information about the results of operations of the Company for the current and past periods. Management believes that investors should have available the same information that management uses to assess operating performance, determine compensation and assess the capital structure of the Company. These non-GAAP measures should not be considered in isolation or as a substitute for the most comparable GAAP measures. Investors are cautioned that non-GAAP financial measures utilized by the Company may not be comparable to non-GAAP financial measures used by other companies.

**Free Operating Cash Flow**

Free operating cash flow is a non-GAAP financial measure and is defined by the Company as cash provided by operations (which is the most directly comparable GAAP measure) less capital expenditures plus proceeds from disposals of fixed assets. Management considers free operating cash flow to be an important indicator of Kennametal's cash generating capability because it better represents cash generated from operations that can be used for dividends, debt repayment, strategic initiatives (such as acquisitions), and other investing and financing activities.

**Adjusted Return on Invested Capital**

Adjusted Return on Invested Capital is a non-GAAP financial measure and is defined by the Company as the previous 12 months' net income, adjusted for interest expense, noncontrolling interest expense and special items, divided by the sum of the previous five quarters' average balances of debt and total equity. The most directly comparable GAAP measure is return on invested capital calculated utilizing GAAP net income. Management believes that this financial measure provides additional insight into the underlying capital structure and performance of the Company. Management utilizes this non-GAAP measure in determining compensation and assessing the operations of the Company.

A copy of the Company's earnings announcement is furnished under Exhibit 99.1 attached hereto. Reconciliations of the above non-GAAP financial measures are included in the earnings announcement.

Additionally, during our quarterly earnings teleconference we may use various non-GAAP financial measures to describe the underlying operating results. Accordingly, we have compiled below certain reconciliations as required by Regulation G. These non-GAAP measures should not be considered in isolation or as a substitute for the most comparable GAAP measures. Investors are cautioned that non-GAAP financial measures utilized by the Company may not be comparable to non-GAAP financial measures used by other companies.

**Debt to Capital**

Debt to Capital is a non-GAAP financial measure and is defined by Kennametal as total debt divided by the sum of total equity plus total debt. The most directly comparable GAAP measure is debt to equity, which is defined as total debt divided by total equity. Management believes that Debt to Capital provides additional insight into the underlying capital structure and performance of the Company.

| <b>DEBT TO CAPITAL (UNAUDITED)</b><br>(in thousands, except percents) | <b>December 31,<br/>2011</b> | <b>June 30,<br/>2011</b> |
|---|------------------------------|--------------------------|
| Total debt  | \$ 307,938                   | \$ 312,882               |
| Total equity  | 1,630,174                    | 1,658,641                |
| Debt to equity, GAAP  | 18.9%                        | 18.9%                    |
| Total debt  | \$ 307,938                   | \$ 312,882               |
| Total equity  | 1,630,174                    | 1,658,641                |
| Total capital   | \$ 1,938,112                 | \$ 1,971,523             |
| Debt to capital   | 15.9%                        | 15.9%                    |

### Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

#### (a) Amendment and Restatement of Bylaws

On January 24, 2012, the Board of Directors of Kennametal Inc. (the Company) adopted Amended and Restated Bylaws of the Company (the Bylaws), effective immediately upon adoption, to supersede and replace the existing bylaws of the Company. The Bylaws were revised to provide clarifying language as it relates to shareholder proposals as well as enhanced shareholder/proponent disclosure requirements. The Bylaws were further revised to clarify that indemnification of directors and officers applies based on a person's service while the Bylaw is in effect, not when the indemnification is sought or when the claim is brought.

The above description is qualified in its entirety by the Bylaws which are attached hereto as Exhibit 3.3 and incorporated herein by reference. Additionally, a copy of the Bylaws marked to show changes to the former bylaws is included as Exhibit 3.3.1 hereto.

### Item 9.01 Financial Statements and Exhibits

#### (d) Exhibits

|       |   |
|-------|---|
| 3.3   | Amended and Restated Bylaws of Kennametal Inc.  |
| 3.3.1 | Amended and Restated Bylaws of Kennametal Inc. (marked to show changes from former bylaws). |
| 99.1  | Fiscal 2012 Second Quarter Earnings Announcement  |

**Signatures**

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

KENNAMETAL INC.

Date: January 26, 2012

By: /s/ Martha A. Bailey  
Martha A. Bailey  
Vice President Finance and Corporate Controller