

KENNAMETAL INC
Form S-8
October 23, 2008

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As filed with the Securities and Exchange Commission on October 23, 2008
Registration No. 333-_____

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

KENNAMETAL INC.

(Exact name of Registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction
of incorporation or
organization)

25-0900168
(I.R.S. Employer
Identification Number)

**World Headquarters
1600 Technology Way
P.O. Box 231
Latrobe, Pennsylvania**
(Address of Principal Executive Offices)

15650
(Zip Code)

**KENNAMETAL INC.
STOCK AND INCENTIVE PLAN OF 2002**
(Full title of the plans)
David W. Greenfield, Esquire
Vice President, Secretary and General Counsel
Kennametal Inc.
World Headquarters
1600 Technology Way
P.O. Box 231

Latrobe, Pennsylvania 15650-0231
(Name and Address of agent for service)
(724) 539-5000
(Telephone Number, including area code, of agent for service)

Copy to:
Ronald Basso
Buchanan Ingersoll & Rooney PC
One Oxford Centre
301 Grant Street, 20th Floor
Pittsburgh, Pennsylvania 15219-1410
(412) 562-8800

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller

reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
 (Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|--------------------------------|--|--|-----------------------------------|
| Capital Stock ⁽¹⁾ , par value \$1.25 per share | 1,500,000 | \$22.26 ⁽²⁾ | \$33,390,000 ⁽²⁾ | \$1,312.23 ⁽³⁾ |

- (1) Includes Preferred Stock Purchase Rights. Prior to the occurrence of certain events, such rights will not be exercisable or evidenced separately from the Capital Stock.
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h). In accordance with Rule 457(h), such price is the average of the high and low sale prices for the Capital Stock as quoted on the New York Stock Exchange on October 21, 2008.
- (3) Calculated pursuant to Section 6(b) of the Securities Act of 1933.

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INCORPORATION OF PRIOR REGISTRATION STATEMENTS BY REFERENCE

Kennametal Inc. (the Corporation) hereby incorporates by reference into this Registration Statement the information contained in the Corporation s earlier Registration Statements: File No. 333-142727; File No. 333-120314; and File No. 333-100867, each relating to the Corporation s Stock and Incentive Plan of 2002; provided, however, that with respect to Part II, Item 5 therein, Mr. William R. Newlin is no longer the Managing Director or a shareholder of Buchanan Ingersoll & Rooney PC.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Latrobe, Pennsylvania, on October 23, 2008.

KENNAMETAL INC.

By: /s/ David W. Greenfield
David W. Greenfield
Vice President, Secretary and General
Counsel

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below constitutes and appoints Carlos M. Cardoso and David W. Greenfield, and each of them, such person's true and lawful attorneys-in-fact and agents, with full power of substitution and revocation, for such person and in such person's name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments to this Registration Statement) and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agent or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on this 23rd day of October, 2008.

| Signature | Capacity |
|--|---|
| /s/ Carlos M. Cardoso Carlos M. Cardoso | Chairman, President and Chief Executive Officer (Principal Executive Officer) |
| /s/ Frank P. Simpkins Frank P. Simpkins | Vice President and Chief Financial Officer (Principal Financial Officer) |
| /s/ Wayne D. Moser Wayne D. Moser | Vice President Finance and Corporate Controller (Principal Accounting Officer) |
| /s/ Ronald M. DeFeo Ronald M. DeFeo | Director |
| /s/ Philip A. Dur Philip A. Dur | Director |
| /s/ A. Peter Held | Director |

A. Peter Held

/s/ Timothy R. McLevish Director

Timothy R. McLevish

/s/ William R. Newlin Director

William R. Newlin

/s/ Lawrence W. Stranghoener Director

Lawrence W. Stranghoener

/s/ Steven H. Wunning Director

Steven H. Wunning

/s/ Larry D. Yost Director

Larry D. Yost

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EXHIBIT INDEX

| EXHIBIT NO. | DESCRIPTION |
|-------------|---|
| 4.01 | Rights Agreement, effective as of November 2, 2000 (incorporated by reference to Exhibit 1 of Form 8-A filed on October 10, 2000) |
| 4.02 | First Amendment to Rights Agreement, made and entered into as of October 6, 2004 (incorporated by reference to Exhibit 4.1 of Form 8-K filed on October 6, 2004) |
| 5.01 | Opinion of Buchanan Ingersoll & Rooney PC |
| 10.01 | Stock and Incentive Plan of 2002, as amended (incorporated by reference to Appendix A of the Corporation's Definitive Proxy Statement filed on September 8, 2008) |
| 23.01 | Consent of Independent Registered Public Accounting Firm |
| 23.02 | Consent of Buchanan Ingersoll & Rooney PC (contained in opinion filed as Exhibit 5.01 hereto) |
| 24.01 | Powers of Attorney (contained herein on the signature page) |