

KENNAMETAL INC
Form S-8
May 10, 2005

As filed with the Securities and Exchange Commission on May 10, 2005

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON D.C. 20549

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

KENNAMETAL INC.

Pennsylvania
(State or jurisdiction of
Incorporation or organization)

25-0900168
(I.R.S. Employer
Identification No.)

**World Headquarters
1600 Technology Way
P.O. Box 231
Latrobe, Pennsylvania 15650-0231**
(Address of principal executive offices)

KENNAMETAL THRIFT PLUS PLAN

(formerly known as the Kennametal Thrift Plan)

AND

KENNAMETAL RETIREMENT INCOME SAVINGS PLAN
(formerly known as the Greenfield Industries, Inc. Retirement Income Savings Plan)
(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**

Copies of communications to:
Ronald Basso, Esquire
Buchanan Ingersoll PC
One Oxford Centre
301 Grant Street, 20th Floor
Pittsburgh, PA 15219-1410
412-562-8800

(Name and address of agent for service)

724-539-5000

(Telephone number of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities To Be	Amount to Be	Proposed Maximum Offering Price	Proposed Maximum Aggregate Offering	Amount of Registration Fee
Registered	Registered⁽⁴⁾	Per Share	Price	Fee
Capital Stock ⁽¹⁾ (par value \$1.25 per share)	1,000,000 shares	\$ 45.74 ⁽²⁾	\$ 45,740,000	\$ 5,383.60 ⁽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 May 5, 2005.
- (3) Calculated pursuant to Section 6(b) of the Securities Act of 1933.
- (4) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans describe herein.

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 Statement, File No. 333-88049, relating to the Kennametal Thrift Plus Plan (f/k/a the Kennametal Thrift Plan) and the Kennametal Retirement Income Savings Plan (f/k/a/ the Greenfield Industries, Inc. Retirement Income Savings Plan), except Item 8 shall read in its entirety as set forth below and item 3(d) of the earlier Registration Statement shall not be incorporated by reference into this Registration Statement.

ITEM 8. EXHIBITS

The following is a list of exhibits filed as part of this Registration Statement, which are incorporated herein:

- 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 PC
 - 5.02 Internal Revenue Service Determination Letter with respect to the Kennametal Thrift Plus Plan
 - 5.03 Internal Revenue Service Determination Letter with respect to the Kennametal Retirement Income Savings Plan
 - 23.01 Consent of Independent Registered Public Accounting Firm
 - 23.02 Consent of Buchanan Ingersoll PC (contained in opinion filed as Exhibit 5.01 hereto)
 - 24.01 Powers of Attorney (contained herein on the signature page)
-

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 Unity Township, Westmoreland County, Commonwealth of Pennsylvania, on this 10th day of May, 2005.

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 Markos I. Tambakeras 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 thereof.

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 10th day of May, 2005.

Signature	Capacity
/s/ Markos I. Tambakeras	Chairman, President and Chief Executive Officer
Markos I. Tambakeras	
/s/ Cathy R. Smith	Executive Vice President and Chief Financial Officer
Cathy R. Smith	
/s/ Timothy A. Hibbard	Corporate Controller and Chief Accounting Officer
Timothy A. Hibbard	
/s/ Peter B. Bartlett	Director
Peter B. Bartlett	

/s/ Ronald M. DeFeo Director

Ronald M. DeFeo

/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. Strangoener Director

Lawrence W. Strangoener

/s/ Larry D. Yost Director

Larry D. Yost

THE PLANS. Pursuant to the requirements of the Securities Act of 1933, the plan administrator of the Kennametal Thrift Plus Plan has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Unity Township, Westmoreland County, Commonwealth of Pennsylvania on the 10th day of May, 2005.

KENNAMETAL THRIFT PLUS PLAN

By: /s/ Veronica McDonough
Veronica McDonough, Plan
Administrator

Pursuant to the requirements of the Securities Act of 1933, the plan administrator of the Kennametal Retirement Income Savings Plan has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Unity Township, Westmoreland County, Commonwealth of Pennsylvania on the 10th day of May, 2005.

KENNAMETAL RETIREMENT INCOME
SAVINGS PLAN

By: /s/ Veronica McDonough

Veronica McDonough, Plan
Administrator

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 PC
5.02	Internal Revenue Service Determination Letter with respect to the Kennametal Thrift Plus Plan
5.03	Internal Revenue Service Determination Letter with respect to the Kennametal Retirement Income Savings Plan
23.01	Consent of Independent Registered Public Accounting Firm
23.02	Consent of Buchanan Ingersoll PC (contained in opinion filed as Exhibit 5.01 hereto)
24.01	Powers of Attorney (contained herein on the signature page)