

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.)

1600 TECHNOLOGY WAY  
 P.O. BOX 231  
 LATROBE, PENNSYLVANIA 15650  
 (Address of principal executive offices)

-----  
 KENNAMETAL INC.  
 DIRECTORS STOCK INCENTIVE PLAN, AS AMENDED  
 (Full title of the plans)  
 -----

DAVID T. COFER, VICE PRESIDENT, SECRETARY  
 AND GENERAL COUNSEL  
 KENNAMETAL INC.  
 1600 TECHNOLOGY WAY  
 P.O. BOX 231  
 LATROBE, PENNSYLVANIA 15650  
 (Name and address of agent for service)

724-539-5206  
 (Telephone number of agent for service)

COPIES OF COMMUNICATIONS TO:  
 RONALD BASSO, ESQUIRE  
 BUCHANAN INGERSOLL PROFESSIONAL CORPORATION  
 ONE OXFORD CENTRE  
 301 GRANT STREET, 20TH FLOOR  
 PITTSBURGH, PA 15219-1410  
 412-562-3943

-----  
 CALCULATION OF REGISTRATION FEE  
 -----

Title of Securities To Be Registered	Amount to Be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(1)
Capital Stock (par value \$1.25 per share)	25,000	\$24.50	\$612,500	\$161.70

(1) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h). Such price, which is the average of the high and low sales prices for the Common Stock on the New York Stock Exchange, as reported in The Wall Street Journal, Midwest Edition, on February 11, 2000, has been determined in accordance with Rule 457(c).

## INCORPORATION OF PRIOR REGISTRATION STATEMENT BY REFERENCE

Kennametal Inc. (the "Corporation") hereby incorporates by reference into this Registration Statement the information contained in the Corporation's previously filed Registration Statement, File No. 33-55766 relating to the Corporation's Directors Stock Incentive Plan, as amended.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 15th day of February, 2000.

KENNAMETAL INC.

By: /s/ David T. Cofer

-----  
Vice President, Secretary and  
General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on February 15, 2000.

Signature -----	Capacity -----
/s/ William R. Newlin ----- William R. Newlin	Chairman of the Board
/s/ Markos I. Tambakeras ----- Markos I. Tambakeras	Director, President and Chief Executive Officer
/s/ James R. Breisinger ----- James R. Breisinger	Vice President and Chief Financial Officer
/s/ Richard C. Alberding ----- Richard C. Alberding	Director
/S/ Peter B. Bartlett ----- Peter B. Bartlett	Director
----- A. Peter Held	Director
/s/ Timothy S. Lucas ----- Timothy S. Lucas	Director
/s/ Robert L. McGeehan ----- Robert L. McGeehan	Director
----- Aloysius T. McLaughlin, Jr.	Director
/s/ Larry Yost ----- Larry Yost	Director
/s/ Frank P. Simpkins ----- Frank P. Simpkins	Corporate Controller and Chief Accounting Officer

## EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
4.01	Rights Agreement dated October 25, 1990 (incorporated herein by reference to Exhibit 4 of the Corporation's Form 8-K for the event dated October 23, 1990, Commission file No. 1-5318, docket entry date - November 1, 1990)
5.01	Opinion of Buchanan Ingersoll, Professional Corporation
23.01	Consent of Independent Public Accountants
23.02	Consent of Buchanan Ingersoll, Professional Corporation (contained in 5.01)

February 14, 2000

Board of Directors  
Kennametal Inc.  
1600 Technology Way  
P.O. Box 231  
Latrobe, PA 15650

Gentlemen:

We have acted as counsel to Kennametal Inc., a Pennsylvania corporation (the "Corporation"), in connection with the proposed issuance by the Corporation of an additional 25,000 shares of the Corporation's capital stock, par value \$1.25 per share (the "Capital Stock"), pursuant to the terms of the Kennametal Inc. Directors Stock Incentive Plan, as amended (the "Plan").

In connection with such proposed issuance, we have examined the Plan, the Certificate of Incorporation of the Corporation, as amended and restated, the By-laws of the Corporation, as amended and restated, the relevant corporate proceedings of the Corporation, the Registration Statement on Form S-8 covering the issuance of the shares, and such other documents, records, certificates of public officials, statutes and decisions as we consider necessary to express the opinions contained herein. In the examination of such documents, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and the conformity to those original documents of all documents submitted to us as certified or photostatic copies.

Based on the foregoing, we are of the opinion that when the Registration Statement shall have been declared effective by order of the Securities and Exchange Commission and when the Capital Stock has been duly issued and delivered pursuant to the terms of the Plan, such shares of Capital Stock will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

BUCHANAN INGERSOLL  
PROFESSIONAL CORPORATION

By: /s/ Ronald Basso

-----  
Ronald Basso

## CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our report dated July 20, 1999, incorporated by reference in Kennametal Inc.'s Form 10-K for the year ended June 30, 1999, and to all references to our Firm included in this registration statement.

/s/ Arthur Andersen LLP

-----  
ARTHUR ANDERSEN LLP

February 9, 2000  
Pittsburgh, Pennsylvania