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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): May 19, 2009

**Kennametal Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Pennsylvania**  
(State or Other Jurisdiction of Incorporation)

**1-5318**  
(Commission File Number)

**25-0900168**  
(IRS Employer Identification No.)

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

**15650-0231**  
(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)
  - 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 2.05 Costs Associated with Exit or Disposal Activities**

On May 19, 2009, Kennametal Inc. (Kennametal or the Company) announced that it has signed a definitive agreement to sell its high speed steel drills business and related product lines to Top Eastern Drill Co., Ltd., which has interests in similar businesses. This disposition is in line with Kennametal's strategy to shape its business portfolio and rationalize its manufacturing footprint. The transaction, which is expected to close in June 2009, remains subject to negotiated conditions of closing.

Kennametal expects to receive \$29 million in cash proceeds from this divestiture and recognize a pre-tax loss on the sale and related pre-tax charges estimated to amount to a total of \$30 to \$33 million, the majority of which will be recorded in the quarter ending June 30, 2009. The related pre-tax charges are comprised of cash outlays for severance, facility and other costs of \$9 million to \$11 million. The majority of these cash outlays are expected to be made during the six month period ending December 31, 2009.

A copy of the press release issued by the Company in connection with this divestiture is attached hereto as exhibit 99.1.

### **Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Press Release dated May 19, 2009

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**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: May 19, 2009

By: /s/ Wayne D. Moser

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Wayne D. Moser

Vice President Finance and Corporate Controller

## PRESS RELEASE

**FOR IMMEDIATE RELEASE:**

DATE: May 19, 2009

Media Relations

CONTACT: Joy Chandler

PHONE: 724-539-4618

Investor Relations

CONTACT: Quynh McGuire

PHONE: 724-539-6559

**Kennametal Announces Sale of High Speed Steel Drills and Related  
Product Lines; Continues Focus on Shaping Business Portfolio**

LATROBE, Pa., (May 19, 2009) — Kennametal Inc. (NYSE: KMT) announced today that it has signed a definitive agreement to sell its high speed steel drills, related product lines and assets to Top Eastern Drill Co., Ltd. (TDC). This sale is in alignment with Kennametal's strategy to shape its business portfolio and rationalize its manufacturing footprint. The transaction, which is expected to close in June 2009, remains subject to negotiated conditions of closing.

Top-Eastern Drills is a global manufacturer of high speed steel drills and taps. In addition to its core business, TDC owns and operates; both a molybdenum and a tungsten mine and processing facilities, a state of the art steel making plant, a tungsten carbide manufacturing plant, and is a manufacturer of coating equipment for the metal industry.

Kennametal expects to receive \$29 million in proceeds from the divestiture and recognize a pre-tax loss on the sale and related pre-tax charges estimated to amount to a total of \$30 million to \$33 million, the majority of which will be recorded in the quarter ending June 30, 2009.

The transaction includes four facilities and operations specifically related to the product lines located at Evans, Georgia; Clemson, South Carolina; Mexico City, Mexico; and Mississauga, Ontario, Canada. Kennametal presently has approximately 400 employees who are located at these facilities or otherwise involved with these product lines.

PRESS RELEASE



The company expects to apply the proceeds from the sale to enhance liquidity and preserve operating flexibility during the current economic downturn.

*This release contains “forward-looking” statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements are statements that do not relate strictly to historical or current facts. Forward-looking statements in this release concern, among other things, Kennametal’s anticipated date the transaction will close, expected proceeds, estimated charges relating to the transaction, projected tax effects of the transaction, and redeployment of proceeds and resources, all of which are based on current expectations that involve inherent risks and uncertainties. Among the factors that could cause the actual results to differ materially from those indicated in the forward-looking statements are risks and uncertainties related to: the recent downturn in our industry; global and regional economic conditions; our foreign operations and international markets; competition; business divestitures, including the one described herein; and demands on management resources. Should one or more of these risks or uncertainties materialize, or should the assumptions underlying the forward-looking statements prove incorrect, actual outcomes could vary materially from those indicated. These and other risks are more fully described in Kennametal’s latest annual report on Form 10-K and its other periodic filings with the Securities and Exchange Commission. We undertake no obligation to release publicly any revisions to forward-looking statements as a result of further events or developments.*

Kennametal Inc. (NYSE: KMT) is a leading global supplier of tooling, engineered components and advanced materials consumed in production processes. The company improves customers’ competitiveness by providing superior economic returns through the delivery of application knowledge and advanced technology to master the toughest of materials application demands. Companies producing everything from airframes to coal, from medical implants to oil wells and from turbochargers to motorcycle parts recognize Kennametal for extraordinary contributions to their value chains. As of the prior fiscal year end, customers bought approximately \$2.7 billion annually of Kennametal products and services — delivered by our 14,000 talented employees in over 60 countries — with 50 percent of these revenues coming from outside North America. Visit us at [www.kennametal.com](http://www.kennametal.com). [KMT-G]

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