
**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 30, 2014**

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)
 - 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 30, 2014, Kennametal Inc. (Kennametal or the Company) issued an earnings announcement for its fiscal second quarter ended December 31, 2013.

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: sales, operating income and margin, net income, diluted earnings per share (EPS), Industrial sales, Industrial operating income and margin, and Infrastructure sales, Infrastructure operating income and margin. Adjustments include acquisition operating results, acquisition-related charges, restructuring and related charges and tax repatriation expense for the three and six months ended December 31, 2013. 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 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.

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.

DEBT TO CAPITAL (UNAUDITED)

(in thousands, except percents)

| | December 31, 2013 | June 30, 2013 |
|----------------------|------------------------------|--------------------------|
| Total debt | \$ 1,145,729 | \$ 747,945 |
| Total equity | 1,903,304 | 1,812,293 |
| Debt to equity, GAAP | 60.2% | 41.3% |
| Total debt | \$ 1,145,729 | \$ 747,945 |
| Total equity | 1,903,304 | 1,812,293 |
| Total capital | \$ 3,049,033 | \$ 2,560,238 |
| Debt to capital | 37.6% | 29.2% |

Gross Margin

The following GAAP financial measures have been presented on an adjusted basis: sales, gross profit and margin. Adjustments include acquisition operating results and acquisition-related charges for the three months ended December 31, 2013. Management adjusts for these items in measuring and compensating internal performance and to more readily compare the Company's financial performance period-to-period.

THREE MONTHS ENDED DECEMBER 31, 2013**GROSS MARGIN (UNAUDITED)**

(in thousands, except percents)

| | December 31, 2013 |
|-----------------------------|--------------------------|
| 2014 Reported sales | \$ 689,936 |
| TMB sales | (44,825) |
| 2014 Adjusted sales | \$ 645,111 |
| 2014 Reported gross profit | \$ 206,971 |
| 2014 Reported gross margin | 30.0% |
| TMB gross profit | (813) |
| Acquisition-related charges | 26 |
| 2014 Adjusted gross profit | \$ 206,184 |
| 2014 Adjusted gross margin | 32.0% |

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Fiscal 2014 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 30, 2014

By:

/s/ Martha Fusco

Martha Fusco

Vice President Finance and Corporate
Controller

PRESS RELEASE

**FOR IMMEDIATE RELEASE:**

DATE: January 30, 2014

Investor Relations

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KENNAMETAL ANNOUNCES FISCAL SECOND QUARTER 2014 RESULTS

- Organic sales growth of 2 percent
- Reported EPS of \$0.30; adjusted EPS of \$0.52
- Year-to-date operating cash flow of \$85 million
- ATI's Tungsten Materials Business acquisition closed November 4, 2013

LATROBE, Pa., (January 30, 2014) – Kennametal Inc. (NYSE: KMT) today reported results for the fiscal second quarter 2014, with earnings per diluted share (EPS) of \$0.30, compared with the prior year quarter EPS of \$0.52. The current quarter adjusted EPS were \$0.52, absent operating results of the Tungsten Materials Business (TMB) acquired from ATI, acquisition-related charges, restructuring charges and tax repatriation expense.

“Kennametal reported solid profitability although margin expansion lagged top-line growth this quarter,” said Kennametal Chairman, President and Chief Executive Officer Carlos Cardoso. “With the resumption of growth in our industrial markets, we are dedicating greater resources to serving customers as demand increases. It remains our goal to ensure sustainable growth and expand our through-the-cycle margin levels, just as we demonstrated during the prior growth cycle.”

Cardoso added, “During the December quarter, we also completed our recently announced acquisition of the Tungsten Materials Business. This transaction represents a highly complementary fit with Kennametal in product portfolio, strategic assets and talent base. We will continue to focus on bringing productivity improvements and outstanding service to our customers, which now include those from the acquired business. As we move forward, we remain committed to executing our strategies and maximizing margin expansion opportunities to deliver shareholder value.”

Fiscal 2014 Second Quarter Key Developments

- Sales were \$690 million, compared with \$633 million in the same quarter last year. Sales increased by 9 percent, reflecting a 2 percent organic increase and a 7 percent increase from the TMB acquisition.
- Operating income was \$50 million, compared with \$66 million in the same quarter last year. Excluding TMB operating results, acquisition-related charges and restructuring charges, adjusted operating income was \$62 million. The decrease in adjusted operating income primarily reflects higher employment and related costs, partially offset by favorable effects of organic growth and lower raw material costs. Operating margin was 7.2 percent and adjusted operating margin was 9.6 percent, compared with an operating margin of 10.5 percent in the prior year.

- The effective tax rate was 40.8 percent in the quarter, compared with 26.4 percent in the prior year. The increase was primarily driven by tax expense of \$7 million related to the repatriation of certain overseas cash. The impact of this charge was partially offset by a lower relative U.S. current year earnings contribution compared with the rest of the world, where tax rates are lower.
- On November 4, 2013, the company acquired TMB for approximately \$607 million. The acquired business brings industry-leading tungsten carbide production wear products and recycling capabilities, as well as a tooling and product portfolio with a strong position in the aerospace, energy and process industries.
- Related to the acquisition, Kennametal intends to undertake restructuring actions and expects to incur pre-tax charges of approximately \$40 million to \$50 million within the next three years. Pre-tax restructuring and related charges of \$2 million were recorded in the current quarter. Kennametal expects to generate annual savings of approximately \$35 million to \$45 million once these initiatives are fully implemented.
- EPS were \$0.30, compared with the prior year quarter EPS of \$0.52. Adjusted EPS were \$0.52. A reconciliation follows:

Earnings Per Diluted Share Reconciliation

Second Quarter FY 2014

| | | |
|-------------------------------------|----|------|
| Reported EPS | \$ | 0.30 |
| TMB operating results (two months): | | |
| TMB base operating results | | — |
| TMB purchase accounting | | 0.09 |
| Acquisition-related charges | | 0.02 |
| Restructuring and related charges | | 0.02 |
| Tax repatriation expense | | 0.09 |
| Adjusted EPS | \$ | 0.52 |

- Adjusted return on invested capital (ROIC) was 8.1 percent as of December 31, 2013.
- Year-to-date, the company generated \$85 million in cash flow from operating activities, compared with \$54 million in the prior year period. Net capital expenditures were \$48 million and \$34 million for the six months ended December 31, 2013 and 2012, respectively. The company realized free operating cash flow of \$36 million compared with \$21 million for the same period last year.

Segment Developments for the Fiscal 2014 Second Quarter

- Industrial segment sales of \$371 million increased 10 percent from \$336 million in the prior year quarter. This increase was due to 6 percent organic growth and 5 percent growth related to the acquisition of TMB, partially offset by a 1 percent decline due to fewer business days. Excluding TMB, sales increased by 8 percent in transportation and 7 percent in general engineering, 5 percent in energy and 2 percent in aerospace and defense. Transportation market benefited from increased demand in the light vehicle markets in Europe, U.S. and China and general engineering increased due to improvements in demand from distribution channels. Energy sales reflected increased activity in industrial applications. Sales increased in all geographies. On a regional basis sales increased 12 percent in Asia, 7 percent in Europe and 2 percent in the Americas.
- Industrial segment operating income was \$33 million compared with \$41 million in the prior year. Industrial operating income was reduced by the effects of TMB purchase accounting, acquisition-related charges and restructuring charges. Industrial adjusted operating margin was 11.6 percent compared with 12.1 percent in the prior year.

- Infrastructure segment sales of \$319 million increased 7 percent from \$297 million in the prior year. The increase was driven by 10 percent growth related to the TMB acquisition, partially offset by a 2 percent organic decline and 1 percent unfavorable impact from fewer business days. Excluding TMB, sales increased by 1 percent in energy and 1 percent in general engineering, offset by decreases of 12 percent in transportation and 5 percent in earthworks. Earthworks sales decreased due to persistently weak underground coal mining markets in the U.S. and China, partially offset by continued strength globally in highway construction sales. Energy sales were slightly positive year over year reflecting some improvement in oil and gas drilling activity in the U.S., coupled with gains in production, completion and process applications. On a regional basis sales grew 8 percent in Europe, offset by decreases of 7 percent in the Americas and 4 percent in Asia.
- Infrastructure segment operating income was \$19 million, compared with \$28 million in the same quarter of the prior year. Infrastructure operating income was negatively impacted by TMB purchase accounting, acquisition-related charges and restructuring charges. Infrastructure adjusted operating margin was 7.8 percent compared with 9.4 percent in the prior year.

As previously disclosed, segment results were restated for certain sales reclassifications based on products and technologies.

Fiscal 2014 First Half Key Developments

- Sales were \$1,310 million, compared with \$1,263 million in the same period last year. Sales increased by 4 percent, driven by 4 percent growth related to the TMB acquisition and 1 percent organic growth, partially offset by a 1 percent decline due to fewer business days.
- Operating income was \$109 million, compared with \$131 million in the same period last year. Excluding TMB operating loss of \$8 million and acquisition-related charges and restructuring charges of \$5 million, adjusted operating income was \$122 million, and included a non-recurring inventory charge of approximately \$6 million. Operating margin was 8.3 percent and adjusted operating margin was 9.6 percent, compared with an operating margin of 10.4 percent in the prior year.
- EPS were \$0.78, compared with the prior year period EPS of \$1.09. Adjusted EPS was \$1.01. A reconciliation follows:

Earnings Per Diluted Share Reconciliation

First Half FY 2014

| | | |
|-------------------------------------|----|------|
| Reported EPS | \$ | 0.78 |
| TMB operating results (two months): | | |
| TMB base operating results | | — |
| TMB purchase accounting | | 0.09 |
| Acquisition-related charges | | 0.03 |
| Restructuring and related charges | | 0.02 |
| Tax repatriation expense | | 0.09 |
| Adjusted EPS | \$ | 1.01 |

Reconciliations of all non-GAAP financial measures are set forth in the tables attached, and corresponding descriptions are contained in the company's report on Form 8-K, to which this news release is attached.

Outlook

Kennametal updated its full-year outlook for fiscal year 2014 to reflect the results of the TMB acquisition, which include the impact of transaction costs and purchase accounting. Also, the company lowered its organic sales growth forecast due to a slower than anticipated rebound in the company's served end markets globally in the oil and gas markets, as well as still weak conditions in underground mining in the U.S. and China. However, the company remains confident regarding customer demand growth projected in its served industrial end markets and distribution channels. Based on the revised forecast, Kennametal expects its Industrial segment to continue realizing strong growth, while sales volumes remain weak in its Infrastructure segment.

The company now expects fiscal 2014 total sales growth in the range of 12 to 13 percent. TMB is estimated to contribute 7 to 9 percent sales growth. Organic sales growth is projected to range from 2 to 4 percent. Previously, the company had forecast total sales growth ranging from 5 to 7 percent, with organic sales growth ranging from 4 to 6 percent.

Based on the revision, the company has reduced its EPS guidance for fiscal 2014 to range from \$2.60 to \$2.75, compared with previous expectation of \$2.90 to \$3.05. These ranges exclude the impact of the TMB acquisition and related items.

Regarding the TMB acquisition, the company expects that it will be dilutive to earnings per share in the range of \$0.32 to \$0.36 per share for fiscal 2014, as detailed below.

| <i>Fiscal Year 2014 TMB EPS Impact:</i> | |
|---|--------------------------|
| TMB base operations | \$0.10 - \$0.15 |
| TMB purchase accounting: | |
| Inventory step-up | (\$0.14 - \$0.14) |
| Depreciation and amortization related to fixed and intangible asset step-up and acquisition-related charges | (\$0.09 - \$0.13) |
| Restructuring and related charges | (\$0.10 - \$0.15) |
| Tax repatriation expense | (\$0.09 - \$0.09) |
| | (\$0.32 - \$0.36) |

The company now expects to generate cash flow from operations between \$280 million and \$310 million for fiscal 2014, based on anticipated capital expenditures of approximately \$130 million to \$140 million, the company expects to generate between \$150 million and \$170 million of free operating cash flow for the full fiscal year.

Dividend Declared

Kennametal also announced that its board of directors declared a quarterly cash dividend of \$0.18 per share. The dividend is payable February 26, 2014 to shareowners of record as of the close of business on February 11, 2014.

Kennametal advises shareowners to note monthly order trends, for which the company generally makes a disclosure ten business days after the conclusion of each month. This information is available via the Investor Relations section of Kennametal's corporate website at www.kennametal.com.

The company will discuss its fiscal 2014 second-quarter results in a live webcast at 10:00 a.m. Eastern Time today. This event will be broadcast live on the company's website, www.kennametal.com. To access the webcast, select "Investor Relations" and then "Events." A recorded replay of this event also will be available on the company's website through March 3, 2014.

Certain statements in this release may be forward-looking in nature, or "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. For example, statements about Kennametal's outlook for earnings, sales volumes, and cash flow for fiscal year 2014 and our expectations regarding future growth and financial performance are forward-looking statements. Any forward looking statements are based on current knowledge, expectations and estimates that involve inherent risks and uncertainties. Should one or more of these risks or uncertainties materialize, or should the assumptions underlying the forward-looking statements prove incorrect, our actual results could vary materially from our current expectations. There are a number of factors that could cause our actual results to differ from those indicated in the forward-looking statements. They include: economic recession; availability and cost of the raw materials we use to manufacture our products; our foreign operations and international markets, such as currency exchange rates, different regulatory environments, trade barriers, exchange controls, and social and political instability; changes in the regulatory environment in which we operate, including environmental, health and safety regulations; our ability to protect and defend our intellectual property; competition; our ability to retain our management and employees; demands on management resources; demand for and market acceptance of our products; integrating acquisitions and achieving the expected savings and synergies; business divestitures; global or regional catastrophic events; energy costs; commodity prices; labor relations; demand for and market acceptance of new and existing products; and implementation of environmental remediation matters. Many of these risks 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 can give no assurance that any goal or plan set forth in forward-looking statements can be achieved and readers are cautioned not to place undue reliance on such statements, which speak only as of the date made. We undertake no obligation to release publicly any revisions to forward-looking statements as a result of future events or developments.

Celebrating its 75th year as an industrial technology leader, Kennametal Inc. delivers productivity to customers seeking peak performance in demanding environments. The company provides innovative wear-resistant products, application engineering and services backed by advanced material science, serving customers in 60 countries across diverse sectors of aerospace, earthworks, energy, industrial production, transportation and infrastructure. With approximately 14,000 employees and nearly \$3 billion in sales, the company realizes half of its revenue from outside North America, and 40% globally from innovations introduced in the past five years. Recognized among the "World's Most Ethical Companies" (Ethisphere); "Outstanding Corporate Innovator" (Product Development Management Association); and "America's Safest Companies" (EHS Today) with a focus on 100% safety, Kennametal and its foundation invest in technical education, industrial technologies and material science to deliver the promise of progress and economic prosperity to people everywhere. For more information, visit the company's website at www.kennametal.com.

FINANCIAL HIGHLIGHTS

CONDENSED CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

| (in thousands, except per share amounts) | Three Months Ended December 31, | | Six Months Ended December 31, | |
|--|------------------------------------|------------|-------------------------------|--------------|
| | 2013 | 2012 | 2013 | 2012 |
| Sales | \$ 689,936 | \$ 633,144 | \$ 1,309,743 | \$ 1,262,603 |
| Cost of goods sold | 482,965 | 433,697 | 904,536 | 854,808 |
| Gross profit | 206,971 | 199,447 | 405,207 | 407,795 |
| Operating expense | 148,421 | 127,778 | 282,685 | 266,638 |
| Restructuring charges | 2,310 | — | 2,310 | — |
| Amortization of intangibles | 6,524 | 5,200 | 11,667 | 10,307 |
| Operating income | 49,716 | 66,469 | 108,545 | 130,850 |
| Interest expense | 8,037 | 6,970 | 15,118 | 12,926 |
| Other expense (income), net | 856 | 655 | 1,466 | (246) |
| Income from continuing operations before income taxes | 40,823 | 58,844 | 91,961 | 118,170 |
| Provision for income taxes | 16,656 | 15,535 | 29,236 | 27,815 |
| Net income | 24,167 | 43,309 | 62,725 | 90,355 |
| Less: Net income attributable to noncontrolling interests | (42) | 1,167 | 679 | 1,823 |
| Net income attributable to Kennametal | \$ 24,209 | \$ 42,142 | \$ 62,046 | \$ 88,532 |
| PER SHARE DATA ATTRIBUTABLE TO KENNAMETAL SHAREOWNERS | | | | |
| Basic earnings per share | \$ 0.31 | \$ 0.53 | \$ 0.79 | \$ 1.11 |
| Diluted earnings per share | \$ 0.30 | \$ 0.52 | \$ 0.78 | \$ 1.09 |
| Dividends per share | \$ 0.18 | \$ 0.16 | \$ 0.36 | \$ 0.32 |
| Basic weighted average shares outstanding | 78,729 | 79,713 | 78,587 | 79,980 |
| Diluted weighted average shares outstanding | 79,776 | 80,986 | 79,597 | 81,164 |

CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

| (in thousands) | December 31, 2013 | | June 30, 2013 |
|--|-------------------|------------------|---------------------|
| ASSETS | | | |
| Cash and cash equivalents | \$ | 163,289 | \$ 377,316 |
| Accounts receivable, net | | 467,759 | 445,322 |
| Inventories | | 730,678 | 578,795 |
| Other current assets | | 117,112 | 98,040 |
| Total current assets | | 1,478,838 | 1,499,473 |
| Property, plant and equipment, net | | 874,378 | 741,482 |
| Goodwill and other intangible assets, net | | 1,333,225 | 944,520 |
| Other assets | | 121,759 | 115,564 |
| Total assets | \$ | 3,808,200 | \$ 3,301,039 |
| LIABILITIES | | | |
| Current maturities of long-term debt and capital leases, including notes payable | \$ | 110,096 | \$ 44,319 |
| Accounts payable | | 188,614 | 190,623 |
| Other current liabilities | | 240,599 | 232,651 |
| Total current liabilities | | 539,309 | 467,593 |
| Long-term debt and capital leases | | 1,035,633 | 703,626 |
| Other liabilities | | 329,954 | 317,527 |
| Total liabilities | | 1,904,896 | 1,488,746 |
| KENNAMETAL SHAREOWNERS' EQUITY | | 1,871,997 | 1,781,826 |
| NONCONTROLLING INTERESTS | | 31,307 | 30,467 |
| Total liabilities and equity | \$ | 3,808,200 | \$ 3,301,039 |

SEGMENT DATA (UNAUDITED)

| (in thousands) | Three Months Ended December 31, | | | | Six Months Ended December 31, | |
|------------------------------------|---------------------------------|------------|--------------|--------------|-------------------------------|------|
| | 2013 | 2012 | 2013 | 2012 | 2013 | 2012 |
| <i>Outside Sales:</i> | | | | | | |
| Industrial | \$ 370,647 | \$ 336,007 | \$ 708,876 | \$ 671,201 | | |
| Infrastructure | 319,289 | 297,137 | 600,867 | 591,402 | | |
| Total outside sales | \$ 689,936 | \$ 633,144 | \$ 1,309,743 | \$ 1,262,603 | | |
| <i>Sales By Geographic Region:</i> | | | | | | |
| North America | \$ 302,032 | \$ 279,943 | \$ 571,566 | \$ 563,167 | | |
| Western Europe | 215,688 | 184,433 | 403,289 | 360,587 | | |
| Rest of World | 172,216 | 168,768 | 334,888 | 338,849 | | |
| Total sales by geographic region | \$ 689,936 | \$ 633,144 | \$ 1,309,743 | \$ 1,262,603 | | |
| <i>Operating Income:</i> | | | | | | |
| Industrial | \$ 33,218 | \$ 40,677 | \$ 73,038 | \$ 80,004 | | |
| Infrastructure | 18,604 | 27,906 | 40,294 | 55,503 | | |
| Corporate ⁽¹⁾ | (2,106) | (2,114) | (4,787) | (4,657) | | |
| Total operating income | \$ 49,716 | \$ 66,469 | \$ 108,545 | \$ 130,850 | | |

⁽¹⁾ Represents unallocated corporate expenses.

NOTE: Previously disclosed segment results were restated for certain sales reclassifications based on products and technologies.

In addition to reported results under generally accepted accounting principles in the United States of America (GAAP), the following financial highlight tables include where appropriate, a reconciliation of adjusted results including, sales, operating income and margin, net income, diluted EPS, Industrial sales, Industrial operating income and margin, Infrastructure sales, Infrastructure operating income and margin, free operating cash flow and return on invested capital (which are non-GAAP financial measures), to the most directly comparable GAAP measures. For those adjustments that are presented 'net of tax', the tax effect of the adjustment can be derived by calculating the difference between the pre-tax and the post-tax adjustments presented. The tax effect on adjustments is calculated by preparing an overall tax calculation including the adjustments and then a tax calculation excluding the adjustments. The difference between these calculations results in the tax impact of the adjustments.

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. Reconciliations of all non-GAAP financial measures are set forth in the attached tables and descriptions of certain non-GAAP financial measures are contained in our report on Form 8-K to which this release is attached.

THREE MONTHS ENDED DECEMBER 31, 2013 - (UNAUDITED)

| (in thousands, except percents) | Sales | Operating Income | Net Income ⁽³⁾ | Diluted EPS |
|--|------------|------------------|---------------------------|-------------|
| 2014 Reported Results | \$ 689,936 | 49,716 | \$ 24,209 | \$ 0.30 |
| 2014 Reported Operating Margin | | 7.2% | | |
| TMB operating results: | | | | |
| TMB base operating results | (44,825) | (1,888) | 90 | — |
| TMB purchase accounting | — | 9,772 | 7,077 | 0.09 |
| Acquisition-related charges ⁽²⁾ | — | 1,738 | 1,258 | 0.02 |
| Restructuring and related charges | — | 2,310 | 1,733 | 0.02 |
| Tax repatriation expense | — | — | 7,170 | 0.09 |
| 2014 Adjusted Results | \$ 645,111 | \$ 61,648 | \$ 41,537 | \$ 0.52 |
| 2014 Adjusted Operating Margin | | 9.6% | | |

⁽²⁾ TMB acquisition-related charges.

⁽³⁾ Represents amounts attributable to Kennametal Shareowners.

THREE MONTHS ENDED DECEMBER 31, 2013 - (UNAUDITED)

| (in thousands, except percents) | Industrial Sales | Infrastructure Sales | Industrial Operating Income | Infrastructure Operating Income |
|--|------------------|----------------------|-----------------------------|---------------------------------|
| 2014 Reported Results | \$ 370,647 | \$ 319,289 | \$ 33,218 | \$ 18,604 |
| 2014 Reported Operating Margin | | | 9.0% | 5.8% |
| TMB operating results: | | | | |
| TMB base operating results | (15,723) | (29,102) | (9) | (1,879) |
| TMB purchase accounting | — | — | 6,147 | 3,625 |
| Acquisition-related charges ⁽²⁾ | — | — | 609 | 1,129 |
| Restructuring and related charges | — | — | 1,085 | 1,225 |
| 2014 Adjusted Results | \$ 354,924 | \$ 290,187 | \$ 41,050 | \$ 22,704 |
| 2014 Adjusted Operating Margin | | | 11.6% | 7.8% |

SIX MONTHS ENDED DECEMBER 31, 2013 - (UNAUDITED)

| (in thousands, except percents) | Sales | | Operating Income | | Net Income ⁽³⁾ | | Diluted EPS | |
|--|-------|-----------|------------------|---------|---------------------------|--------|-------------|------|
| 2014 Reported Results | \$ | 1,309,743 | \$ | 108,545 | \$ | 62,046 | \$ | 0.78 |
| 2014 Reported Operating Margin | | | | | | 8.3% | | |
| TMB operating results: | | | | | | | | |
| TMB base operating results | | (44,825) | | (1,888) | | 90 | | — |
| TMB purchase accounting | | — | | 9,772 | | 7,077 | | 0.09 |
| Acquisition-related charges ⁽²⁾ | | — | | 2,836 | | 2,065 | | 0.03 |
| Restructuring and related charges | | — | | 2,310 | | 1,700 | | 0.02 |
| Tax repatriation expense | | — | | — | | 7,170 | | 0.09 |
| 2014 Adjusted Results | \$ | 1,264,918 | \$ | 121,575 | \$ | 80,148 | \$ | 1.01 |
| 2014 Adjusted Operating Margin | | | | | | 9.6% | | |

FREE OPERATING CASH FLOW (UNAUDITED)

| (in thousands) | Six Months Ended | | | |
|--|------------------|----------|------|----------|
| | December 31, | | | |
| | 2013 | | 2012 | |
| Net cash flow from operating activities | \$ | 84,617 | \$ | 54,235 |
| Purchases of property, plant and equipment | | (48,804) | | (34,372) |
| Proceeds from disposals of property, plant and equipment | | 444 | | 704 |
| Free operating cash flow | \$ | 36,257 | \$ | 20,567 |

RETURN ON INVESTED CAPITAL (UNAUDITED)
December 31, 2013 (in thousands, except percents)

| Invested Capital | 12/31/2013 | 9/30/2013 | 6/30/2013 | 3/31/2013 | 12/31/2012 | Average | |
|---|---------------------|---------------------|---------------------|---------------------|---------------------|---------------------|--|
| Debt | \$ 1,145,729 | \$ 706,331 | \$ 747,945 | \$ 751,030 | \$ 706,859 | \$ 811,579 | |
| Total equity | 1,903,304 | 1,873,194 | 1,812,293 | 1,753,834 | 1,744,443 | 1,817,414 | |
| Total | \$ 3,049,033 | \$ 2,579,525 | \$ 2,560,238 | \$ 2,504,864 | \$ 2,451,302 | \$ 2,628,993 | |
| Three Months Ended | | | | | | | |
| Interest Expense | 12/31/2013 | 9/30/2013 | 6/30/2013 | 3/31/2013 | Total | | |
| Interest expense | \$ 8,037 | \$ 7,081 | \$ 7,042 | \$ 7,504 | \$ 29,664 | | |
| Income tax benefit | | | | | | 7,594 | |
| Total interest expense, net of tax | | | | | | \$ 22,070 | |
| Net Income | 12/31/2013 | 9/30/2013 | 6/30/2013 | 3/31/2013 | Total | | |
| Net income attributable to Kennametal, as reported | \$ 24,209 | \$ 37,837 | \$ 60,818 | \$ 53,916 | \$ 176,780 | | |
| Acquisition-related charges | 1,258 | 775 | — | — | 2,033 | | |
| Restructuring and related charges | 1,733 | — | — | — | 1,733 | | |
| Tax repatriation expense | 7,170 | — | — | — | 7,170 | | |
| Noncontrolling interest | (42) | 721 | 1,366 | 460 | 2,505 | | |
| Net income, adjusted | \$ 34,328 | \$ 39,333 | \$ 62,184 | \$ 54,376 | \$ 190,221 | | |
| Total interest expense, net of tax | | | | | | 22,070 | |
| | | | | | | \$ 212,291 | |
| Average invested capital | | | | | | \$ 2,628,993 | |
| Adjusted Return on Invested Capital | | | | | | 8.1% | |
| Return on invested capital calculated utilizing net income, as reported is as follows: | | | | | | | |
| Net income attributable to Kennametal, as reported | | | | | | \$ 176,780 | |
| Total interest expense, net of tax | | | | | | 22,070 | |
| | | | | | | \$ 198,850 | |
| Average invested capital | | | | | | \$ 2,628,993 | |
| Return on Invested Capital | | | | | | 7.6% | |