

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 No.)

**World Headquarters
1600 Technology Way
P.O. Box 231**

Latrobe, Pennsylvania
(Address of Principal Executive Offices)

15650-0231

(Zip Code)

**KENNAMETAL INC.
STOCK AND INCENTIVE PLAN OF 2010
(AS AMENDED AND RESTATED)**

(Full title of the plan)

**Kevin G. Nowe
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:

**Lewis U. Davis
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, par value \$1.25 per share (common stock)	6,000,000 ⁽¹⁾⁽²⁾	\$41.785 ⁽³⁾	\$250,710,000 ⁽³⁾	\$32,291.45 ⁽⁴⁾

⁽¹⁾ An aggregate of 9,500,000 shares of Capital Stock, par value \$1.25 per share, of Kennametal Inc. may be offered or issued pursuant to the Stock and Incentive Plan of 2010 (As Amended and Restated on October 22, 2013), 3,500,000 of which were previously registered on Form S-8 (File No. 333-170348) and 6,000,000 of which are registered on this Form S-8.

⁽²⁾ If, as a result of stock splits, stock dividends or similar transactions, the number of securities purported to be registered by this Registration Statement changes, the provisions of Rule 416 under the Securities Act of 1933, as amended, shall apply to this Registration Statement, and this Registration Statement shall be deemed to cover the additional securities resulting from the split of, or the dividend on, the securities covered by this Registration Statement.

⁽³⁾ Estimated solely for purposes of calculating the registration fee pursuant to Rules 457(c) and 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 January 30, 2014.

⁽⁴⁾ Calculated pursuant to Section 6(b) of the Securities Act of 1933, as amended.

INCORPORATION OF PRIOR REGISTRATION STATEMENT BY REFERENCE

Pursuant to General Instruction E of Form S-8, Kennametal Inc. (the "Registrant") is filing this Registration Statement with the Securities and Exchange Commission (the "Commission") to register 6,000,000 additional shares of Capital Stock, par value \$1.25 per share, of the Registrant under the Registrant's Stock and Incentive Plan of 2010 (As Amended and Restated on October 22, 2013). This Registration Statement hereby incorporates by reference the contents of the Registrant's earlier registration statement on Form S-8 filed with the Commission on November 4, 2010 (Registration No. 333-170348).

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Articles of Incorporation, as amended (incorporated by reference to Exhibit 3.1 of the December 31, 2006 Form 10-Q filed February 9, 2007 (File No. 001-05318)).
4.2	By-Laws Of Kennametal, as amended through January 24, 2012 (incorporated by reference to Exhibit 3.3 of the Form 8-K filed January 26, 2012 (File No. 001-05318)).
5.1	Opinion of Buchanan Ingersoll & Rooney PC.
23.1	Consent of Independent PricewaterhouseCoopers LLP.
23.2	Consent of Buchanan Ingersoll & Rooney PC (contained in opinion filed as Exhibit 5.1 hereto).
24.1	Powers of Attorney (contained herein on the signature page to this Registration Statement on Form S-8).
99.1	Stock and Incentive Plan of 2010 (As Amended and Restated on October 22, 2013) (incorporated by reference to Exhibit 10.1 of the Form 10-Q for the quarter ended December 31, 2013 filed February 6, 2014 (File No. 001-05318)).

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 February 6, 2014.

KENNAMETAL INC.

By: /s/ Kevin G. Nowe Kevin G. Nowe
Vice President, Secretary and General Counsel

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below constitutes and appoints Carlos M. Cardoso and Kevin G. Nowe, 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 6th day of February, 2014.

<u>Signature</u>	<u>Capacity</u>
<u>/s/ Carlos M. Cardoso</u> Carlos M. Cardoso	Chairman, President and Chief Executive Officer
<u>/s/ Frank P. Simpkins</u> Frank P. Simpkins	Vice President and Chief Financial Officer
<u>/s/ Martha A. Fusco</u> Martha A. Fusco	Vice President Finance and Corporate Controller
<u>/s/ Cindy L. Davis</u> Cindy L. Davis	Director

/s/ Ronald M. DeFeo Director

Ronald M. DeFeo

/s/ Philip A. Dur Director

Philip A. Dur

/s/ William J. Harvey Director

William J. Harvey

/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

EXHIBIT INDEX

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February 6, 2014

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 up to 6,000,000 additional shares (the "Shares") of the Corporation's Capital Stock, par value \$1.25 per share, pursuant to the terms of the Kennametal Inc. Stock and Incentive Plan of 2010 (As Amended and Restated on October 22, 2013) (the "Plan").

As counsel to the Corporation, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction of the Plan, the Articles of Incorporation of the Corporation, as amended and as currently in effect, the By-Laws of the Corporation as currently in effect, the relevant corporate proceedings of the Corporation, the Registration Statement on Form S-8 (the "Registration Statement") covering the issuance of the Shares pursuant to the Plan, and such other corporate records, certificates, other documents, and questions of law as we have considered necessary or appropriate for the purposes of this opinion.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, and the authenticity of the originals of such copies. As to any facts material to this opinion that we did not independently establish or verify, we have relied upon oral or written statements and representations of officers and other representatives of the Corporation.

Based on the foregoing, and subject to the assumptions, qualifications and limitations set forth herein, 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 Shares have been duly issued and delivered pursuant to the terms of the Plan, such Shares will be validly issued, fully paid and non-assessable.

We express no opinion as to the applicability or compliance with or effect of federal law or the law of any other jurisdiction other than the Pennsylvania Business Corporation Law of 1988, as amended.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission. This opinion is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

This opinion has been prepared for your use in connection with the issuance of the Shares under the Plan, and speaks as of the date hereof. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention, whether or not such occurrence would affect or modify the opinions expressed herein.

It is understood that this opinion is to be used only in connection with the issuance of the Shares while the Registration Statement is in effect.

Very Truly Yours,

BUCHANAN INGERSOLL & ROONEY PC

By: /s/ Lewis U. Davis, Jr.

Lewis U. Davis, Jr.

Assistant Vice President - Opinions

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated August 13, 2013 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Kennametal Inc.'s Annual Report on Form 10-K for the year ended June 30, 2013.

/s/ PricewaterhouseCoopers LLP
Pittsburgh, Pennsylvania
February 6, 2014