

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K/A

AMENDMENT NO. 2  
TO  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (date of earliest event reported): November 17, 1997

KENNAMETAL INC.  
(Exact name of registrant as specified in charter)

PENNSYLVANIA (State or other jurisdiction of incorporation)	1-5318 (Commission File Number)	25-0900168 (IRS Employer Identification Number)
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Route 981 South at Westmoreland County Airport  
Latrobe, Pennsylvania 15650  
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (412) 539-5000

## EXPLANATORY NOTE

This Current Report on Form 8-K/A amends and restates in its entirety Item 7(c) of the Current Report on Form 8-K of Kennametal Inc. (the "Company") dated November 17, 1997 and filed with the Securities and Exchange Commission on November 20, 1997.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits.

EXHIBIT NO. -----	DESCRIPTION -----
2.1	Agreement and Plan of Merger, dated as of October 10, 1997, among the Company, Kennametal Acquisition Corp., and Greenfield (incorporated herein by reference to Exhibit (a)(1) to the Company's Schedule 14D-1 dated October 17, 1997, as amended).
10.1	Credit Agreement, dated as of November 17, 1997, by and among the Company, as Borrower, the Lender Parties named therein, and Mellon Bank, N.A., as Administrative Agent (incorporated herein by reference to Exhibit (b)(2) to the Company's Schedule 14D-1 dated October 17, 1997, as amended).
10.2	Guaranty and Suretyship Agreement, dated as of November 17, 1997, made by the Subsidiary Guarantor named therein in favor of Mellon Bank, N.A., as Collateral Agent, as supplemented by the Additional Subsidiary Guarantor Supplement, dated as of November 18, 1997, made by Greenfield (incorporated herein by reference to Exhibit (b)(3) to the Company's Schedule 14D-1, as amended, and Exhibit 10.2 of Greenfield's Current Report on Form 8-K dated November 17, 1997, respectively).
10.3	Borrower Pledge Agreement, dated as of November 17, 1997, made by the Company, as Grantor, in favor of Mellon Bank, N.A., as Collateral Agent, as supplemented by the Additional Designated Collateral Supplement, dated November 18, 1997, made by the Company (incorporated herein by reference to Exhibit (b)(4) of the Company's Schedule 14D-1, as amended, and Exhibit 10.5 of Greenfield's Current Report on Form 8-K dated November 17, 1997, respectively).
10.4	Subsidiary Pledge Agreement, dated as of November 18, 1997, made by Greenfield, as Grantor, in favor of Mellon Bank, N.A., as Collateral Agent (incorporated herein by reference to Exhibit 10.3 of Greenfield's Current Report on Form 8-K dated November 17, 1997).
23.1	Consent of Price Waterhouse LLP**
23.2	Consent of Price Waterhouse LLP*
99.1	Text of Press Release, dated November 17, 1997, by the Company (incorporated herein by reference to Exhibit (a)(12) to the Company's Schedule 14D-1 dated October 17, 1997, as amended).

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\* Filed herewith.

\*\* Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 20, 1998

KENNAMETAL INC.

By: /s/ DAVID T. COFER

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Name: David T. Cofer  
Title: Vice President,  
Secretary and General Counsel

## EXHIBIT INDEX

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## CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statements on Forms S-8 (No. 33-80182, No. 33-25331, No. 33-55768, No. 33-557766, No. 33-65023, No. 333-18423, No. 333-18429 and No. 333-18437) and Form S-3 (No. 33-61854) of Kennametal Inc. of our report dated January 30, 1997 relating to the consolidated financial statements of Greenfield Industries, Inc. as of December 31, 1996 and 1995 and for each of the three years in the period ended December 31, 1996, which appears in the Form 8-K/A of Kennametal Inc. dated December 31, 1997.

PRICE WATERHOUSE LLP

St. Louis, Missouri  
January 19, 1998