

KENNAMETAL INC  
Form 8-K  
February 02, 2006

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): February 2, 2006

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

Not applicable

(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))

**TABLE OF CONTENTS**

Item 8.01 Other Events.

Item 9.01 Financial Statements and Exhibits.

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**Item 8.01 Other Events.**

On Thursday, February 2, 2006, upon the recommendation of its Compensation Committee, the Board of the Directors (the Board ) of Kennametal Inc. (the Company ) approved an increase by approximately fifteen percent (15%) of the aggregate Board compensation paid to the Company's non-employee directors, and realigned the mix of equity compensation payable to the Board consistent with the mix of equity compensation payable to its executives, which are summarized in Exhibit 10.1 to this Form 8-K and such descriptions are incorporated into this Item 8.01 by reference. The Board continues to emphasize alignment with the shareowners by paying approximately 65% of the compensation in equity. The Board had not approved an increase to the compensation paid to non-employee directors of the Board for more than a two-year period.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

10.1 Description of Compensation Payable to Non-Employee Directors

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**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 thereunto duly authorized.

KENNAMETAL INC.

Registrant

Date: February 2, 2006

By: /s/ David W. Greenfield

David W. Greenfield  
Vice President, Secretary  
and General Counsel