

Hill-Rom Holdings, Inc.  
Form DEF 14A  
January 18, 2011

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No.     )

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Hill-Rom Holdings, Inc.  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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HILL-ROM HOLDINGS, INC.

NOTICE OF ANNUAL MEETING

To Be Held March 8, 2011

The annual meeting of shareholders of Hill-Rom Holdings, Inc., an Indiana corporation, will be held at the offices of Hill-Rom Holdings, Inc., 1069 State Route 46 East, Batesville, Indiana 47006, on Tuesday, March 8, 2011, at 10:00 a.m., Eastern time, for the following purposes:

- (1) To elect three members to the Board of Directors to serve one-year terms expiring at the 2012 annual meeting or until their successors are elected and qualified;
- (2) To consider and vote on a non-binding proposal to approve the compensation of Hill-Rom's executive officers, as disclosed in the accompanying proxy statement;
- (3) To consider and vote on a non-binding proposal to establish the frequency of the shareholder vote on executive compensation as provided in (2) above;
- (4) To consider and vote on the Hill-Rom Holdings, Inc. Short-Term Incentive Plan;
- (5) To ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of Hill-Rom Holdings, Inc. for fiscal year 2011; and
- (6) To transact any other items of business that may properly be brought before the meeting and any postponement or adjournment thereof.

The Board of Directors has fixed the close of business on December 28, 2010, as the record date for determining which shareholders are entitled to notice of and to vote at the meeting.

Your vote is important. Whether or not you plan to attend the meeting, please cast your vote, as instructed in the Notice of Internet Availability of Proxy Materials, over the Internet, by telephone or via mail, as promptly as possible. You may also request a paper proxy card to submit your vote by mail, if you prefer. We encourage you to vote via the Internet. We believe it is convenient for our shareholders, while significantly lowering the cost of our annual meeting and conserving natural resources.

By Order of the Board of Directors

/s/ Susan R. Lichtenstein

Susan R. Lichtenstein  
Secretary

January 18, 2011



HILL-ROM HOLDINGS, INC.

PROXY STATEMENT

This proxy statement relates to the solicitation by the Board of Directors of Hill-Rom Holdings, Inc. (“Hill-Rom”, the “Company”, “we”, “us” or “our”), 1069 State Route 46 East, Batesville, Indiana 47006, telephone (812) 934-7777, of proxies for use at the annual meeting of Hill-Rom’s shareholders to be held at our offices on Tuesday, March 8, 2011, at 10:00 a.m., Eastern time, and at any adjournments of the meeting. This proxy statement and the enclosed form of proxy were mailed initially to shareholders on or about January 18, 2011.

Important Notice Regarding the Availability of Proxy Materials for the Shareholders Meeting to Be Held on March 8, 2011.

- The proxy statement and annual report to shareholders are available at [www.proxyvote.com](http://www.proxyvote.com).

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GENERAL INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

1. Who may vote?

Shareholders holding shares of Hill-Rom common stock as of the close of business on December 28, 2010, the record date, are entitled to vote at the annual meeting. At the close of business on the record date, there were 63,066,302 shares of common stock outstanding and entitled to vote at the annual meeting. Common stock is the only class of stock outstanding and entitled to vote, and you have one vote for each share of common stock held as of the record date, which may be voted on each proposal presented at the annual meeting.

2. Why did I receive a notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?

We generally send our shareholders an important Notice Regarding the Availability of Proxy Materials instead of a paper copy of the proxy materials. Instructions on how to access the proxy materials over the Internet or to request a paper copy may be found in that Notice. In addition, shareholders may request to receive proxy materials in printed form by mail or electronically by e-mail on an ongoing basis. A shareholder's election to receive proxy materials by mail or e-mail will remain in effect until the shareholder terminates the election.

3. How can I elect to receive my proxy materials electronically?

If you would like to reduce the costs incurred by us in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, follow the instructions provided with your proxy materials and on your proxy card or voting instruction card to vote using the Internet or go to <https://enroll1.icsdelivery.com/hrc/Default.aspx>. When prompted, indicate that you agree to receive or access shareholder communications electronically in the future.

4. Can I vote my shares by filling out and returning the Notice Regarding the Availability of Proxy Materials?

No. The Notice does, however, provide instructions on how to vote by telephone, by Internet, by requesting and returning a paper proxy card, or by submitting a ballot in person at the annual meeting.

5. How can I access the proxy materials over the Internet?

You can view the proxy materials for the annual meeting on the Internet at [www.proxyvote.com](http://www.proxyvote.com). Please have your 12 digit control number available, which can be found on your Notice Regarding the Availability of Proxy Materials or on your proxy card or voting instruction form. Our proxy materials are also available on our website at [www.hill-rom.com](http://www.hill-rom.com).

6. How does the Board recommend that I vote?

The Board recommends that you vote

- FOR each of the nominees for director,
- FOR the non-binding approval of the compensation of Hill-Rom's executive officers,
- To hold the non-binding advisory shareholder vote on executive compensation EVERY ONE (1) YEAR,
- FOR the approval of the Hill-Rom Holdings, Inc. Short-Term Incentive Plan, and
- FOR the ratification of the appointment of PricewaterhouseCoopers LLP as Hill-Rom's independent registered public accounting firm.

7. How do I vote?

You may vote by any of the following methods:

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- By Telephone or Internet — If you have telephone or Internet access, you may submit your proxy vote by following the instructions provided in the Notice Regarding the Availability of Proxy Materials, or by following the instructions provided with your proxy materials and on your proxy card or voting instruction form.
- By Mail — You may submit your proxy vote by mail by signing a proxy card if your shares are registered directly in your name or, for shares held beneficially in street name, by following the voting instructions included by your broker, trustee or nominee, and mailing it in the enclosed envelope. If you provide specific voting instructions, your shares will be voted as you have instructed.
- In Person at the Annual Meeting — You may vote in person at the annual meeting or may be represented by another person at the meeting by executing a proxy designating that person.

8. If I vote by telephone or Internet and received a proxy card in the mail, do I need to return my proxy card?

No.

9. Can I change my vote?

If you are a shareholder of record, you may revoke your proxy at any time before the voting polls are closed at the annual meeting, by the following methods:

- voting at a later time by telephone or Internet (up to 11:59 p.m. Eastern time on the day before the meeting);
- writing our Corporate Secretary, Susan R. Lichtenstein, Hill-Rom Holdings, Inc., 1069 State Route 46 East, Batesville, Indiana 47006; or
  - giving notice of revocation to the Inspector of Election at the annual meeting.

If you are a street name shareholder and you vote by proxy, you may later revoke your proxy by informing the holder of record in accordance with that entity's procedures.

10. What happens if I do not specify a choice for a proposal when returning a proxy?

If you are a shareholder of record and your proxy card is signed and returned without voting instructions, it will be voted according to the recommendation of the Board of Directors.

If you are a beneficial/street name shareholder and fail to provide voting instructions, your broker, bank or other holder of record is permitted to vote your shares on the proposal to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm. However, the record holder may not vote on the election of directors or on the proposals to approve our Short-Term Incentive Plan, regarding executive compensation and to establish the frequency of the shareholder vote on executive compensation absent instructions from you. Without your voting instructions on these proposals, a "broker non-vote" will occur.

11. What happens if other matters come up at the annual meeting?

The matters described in the notice of annual meeting are the only matters we know of that will be voted on at the annual meeting. If other matters are properly presented at the annual meeting, the persons named in the enclosed proxy card or voting instruction form will vote your shares according to their best judgment.



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12. Who will count the votes?

A representative of Broadridge Financial Solutions, Inc., an independent tabulator appointed by the Board of Directors, will count the votes and act as the Inspector of Election. The Inspector of Election will have the authority to receive, inspect, electronically tally and determine the validity of the proxies received.

13. Who can attend the annual meeting?

Admission to the annual meeting is limited to shareholders of Hill-Rom, persons holding validly executed proxies from shareholders who held Hill-Rom common stock on December 28, 2010, and invited guests of Hill-Rom.

In order to be admitted to the annual meeting in person, you should pre-register by contacting Hill-Rom's Investor Relations Department at [investors@hill-rom.com](mailto:investors@hill-rom.com) or (877) 472-8324, no later than February 25, 2011. Additionally, proof of ownership of Hill-Rom stock must be shown at the door. Failure to pre-register or to provide adequate proof that you were a shareholder on the record date may prevent you from being admitted to the annual meeting. Please read the following rules carefully because they specify the documents that you must bring with you to the annual meeting in order to be admitted. The items that you must bring with you differ depending upon whether you are a record holder or hold your stock in "street name."

If you were a record holder of Hill-Rom common stock on December 28, 2010, then you must bring a valid government-issued personal identification (such as a driver's license or passport).

If a broker, bank, trustee or other nominee was the record holder of your shares of Hill-Rom common stock on December 28, 2010, then you must bring:

- Valid government-issued personal identification (such as a driver's license or passport), and
- Proof that you owned shares of Hill-Rom common stock on December 28, 2010.

If you are a proxy holder for a shareholder of Hill-Rom, then you must bring:

- The validly executed proxy naming you as the proxy holder, signed by a shareholder of Hill-Rom who owned shares of Hill-Rom common stock on December 28, 2010, and
  - Valid government-issued personal identification (such as a driver's license or passport), and
- Proof of the shareholder's ownership of shares of Hill-Rom common stock on December 28, 2010.

14. How many votes must each proposal receive to be adopted?

Directors are elected by a plurality of the votes cast by shareholders entitled to vote, which means that nominees who receive the greatest number of votes will be elected even if less than a majority of the votes cast. However, our Corporate Governance Standards provide that, in an uncontested election, any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall promptly tender his or her resignation. The Board is required to accept the resignation unless the Board determines that accepting such resignation would not be in the best interests of Hill-Rom and its shareholders.

The non-binding proposal to approve the compensation of our Named Executive Officers and the proposal to ratify the appointment of the independent registered public accounting firm will be approved if the votes cast favoring the action exceed the votes cast opposing the action. The non-binding vote on the frequency of the shareholder vote on executive compensation will be determined by plurality vote, with the frequency receiving the greatest number of votes being the frequency approved by the shareholders.

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15. How are votes, including broker non-votes and abstentions, counted?

Votes are counted in accordance with our By-laws and Indiana law. A broker non-vote or abstention will be counted towards a quorum and as represented at the meeting. A broker non-vote or abstention will not be counted in the election of directors or the votes on any of the other proposals. Shares will not be voted at the annual meeting if a properly executed proxy card covering those shares has not been returned and the holder does not cast votes in respect of those shares in person at the annual meeting.

16. Who pays for the proxy solicitation related to the annual meeting?

We do. In addition to sending you or making available to you these materials, some of our directors and officers as well as management and non-management employees may contact you by telephone, mail, e-mail or in person. You may also be solicited by means of press releases issued by Hill-Rom, postings on our website, [www.hill-rom.com](http://www.hill-rom.com), and advertisements in periodicals. None of our officers or employees will receive any extra compensation for soliciting you. We have retained Innisfree M&A Incorporated (“Innisfree”) to assist us in soliciting your proxy for an estimated fee of \$7,500, plus reasonable out-of-pocket expenses. We will also reimburse banks, nominees, fiduciaries, brokers and other custodians for their costs of sending the Notice Regarding the Availability of Proxy Materials or proxy materials to the beneficial owners of Hill-Rom common stock.

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