



**Item 1.01 Entry Into a Material Definitive Agreement.**

On July 9, 2009, Kennametal Inc. (the Company ) entered into an Underwriting Agreement (the Underwriting Agreement ) with J.P. Morgan Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the underwriters named therein (the Underwriters ) with respect to the offering and sale of 7,000,000 shares of capital stock of the Company, par value \$1.25 per share, plus up to an additional 1,050,000 shares pursuant to the option granted to the Underwriters to cover over-allotments (the Stock ). The Underwriting Agreement contains customary representations, warranties and agreements of the Company and customary conditions to closing, indemnification rights and obligations of the parties.

On July 10, 2009, the Underwriters exercised in full their option to purchase the additional 1,050,000 shares. The closing of the transactions contemplated by the Underwriting Agreement occurred on July 15, 2009.

The offering was registered under the Securities Act of 1933, as amended, pursuant to the Company s shelf registration statement on Form S-3 (File No. 333-160474, the Registration Statement ). The above description of the Underwriting Agreement is qualified in its entirety by reference to the full text of the Underwriting Agreement. A copy of the Underwriting Agreement is incorporated herein by reference and is attached to this Report on Form 8-K as Exhibit 1.1. In addition, the Underwriting Agreement is incorporated by reference as an exhibit to the Registration Statement.

**Item 8.01 Other Events.**

The Opinion and Consent of Buchanan Ingersoll & Rooney PC as to the validity of the Stock offered and sold pursuant to the Registration Statement are each filed herewith and are each incorporated by reference into the Registration Statement.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits.*

Exhibit 1.1 Underwriting Agreement dated July 9, 2009, among Kennametal Inc. and J.P. Morgan Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named in Schedule 1 thereto.

Exhibit 5.1 Opinion of Buchanan Ingersoll & Rooney PC as to the validity of the Stock.

Exhibit 23.1 Consent of Buchanan Ingersoll & Rooney PC (contained in Exhibit 5.1)

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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 hereunto duly authorized.

**KENNAMETAL INC.**

By: /s/ David W. Greenfield  
David W. Greenfield  
Vice President, Secretary and General  
Counsel

Dated: July 15, 2009

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**Exhibit Index**

- Exhibit 1.1 Underwriting Agreement dated July 9, 2009, among Kennametal Inc. and J.P. Morgan Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named in Schedule 1 thereto.
- Exhibit 5.1 Opinion of Buchanan Ingersoll & Rooney PC as to the validity of the Stock.
- Exhibit 23.1 Consent of Buchanan Ingersoll & Rooney PC (contained in Exhibit 5.1)