

KENNAMETAL INC
Form FWP
February 09, 2012

Filed Pursuant to Rule 433

Registration No. 333-160474

February 9, 2012

Pricing Term Sheet

Kennametal Inc.

\$300,000,000 3.875% Senior Notes due 2022

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|---|---|
| Issuer: | Kennametal Inc. |
| Format: | SEC Registered |
| Principal Amount: | \$300,000,000 |
| Security Type: | Senior Notes |
| Maturity Date: | February 15, 2022 |
| Coupon: | 3.875% |
| Price to Public: | 99.877% |
| Yield to Maturity: | 3.890% |
| Spread to Benchmark Treasury: | T+187.5 bps |
| Benchmark Treasury: | 2.000% due November 15, 2021 |
| Net Proceeds to Issuer (after deducting underwriting discounts/commissions but before estimated offering expenses): | \$297,681,000 |
| Use of Proceeds: | Repayment of outstanding 7.20% Senior Notes due 2012. Pending such use, proceeds to be used to repay outstanding indebtedness under credit facilities and for general corporate purposes. |
| Interest Payment Dates: | February 15 and August 15, beginning on August 15, 2012 |
| Optional Redemption: | The notes will be redeemable at the Issuer's option at any time, in whole or in part. If the notes are redeemed before the date that is three months prior to maturity, the redemption price will equal the greater of par or the make-whole (Treasury Rate plus 30 bps), in each case plus accrued and unpaid interest to the redemption date. |
| | If the notes are redeemed on or after the date that is three months prior to maturity, the redemption price will equal par, plus accrued and unpaid interest to the redemption date. |
| Trade Date: | February 9, 2012 |
| Settlement Date: | February 14, 2012 |
| Denominations: | \$2,000 x \$1,000 |
| CUSIP/ISIN: | 489170 AC4 / US489170AC47 |
| Expected Ratings*: | Baa2 (Stable) Moody's Investors Service, Inc. |

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BBB (Stable) Standard & Poor's Ratings Services

BBB (Stable) Fitch Ratings Ltd.

Joint Bookrunners:

J.P. Morgan Securities LLC

Merrill Lynch, Pierce, Fenner & Smith Incorporated

RBS Securities Inc.

Co-Managers:

PNC Capital Markets LLC

Mitsubishi UFJ Securities (USA), Inc.

Mizuho Securities USA Inc.

* **Note:** A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time. Each of the security ratings above should be evaluated independently of any other security rating.

The issuer has filed a registration statement (including a prospectus and prospectus supplement) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus and prospectus supplement and other documents the issuer has filed with the SEC and incorporated by reference in the prospectus and prospectus supplement for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and prospectus supplement if you request it by calling J.P. Morgan Securities LLC collect at (212) 834-4533, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at (800) 294-1322 or RBS Securities Inc. toll free at (866) 884-2071.

This pricing term sheet supplements the preliminary form of prospectus supplement issued by Kennametal Inc. on February 9, 2012 relating to its prospectus dated July 8, 2009.

Any disclaimer or other notice that may appear below is not applicable to this communication and should be disregarded. Such disclaimer or notice was automatically generated as a result of this communication being sent by Bloomberg or another email system.