

# HILL-ROM HOLDINGS, INC.

Reported by  
**SHADER ALTON**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/20/17 for the Period Ending 03/16/17

|             |   |
|-------------|---|
| Address     | TWO PRUDENTIAL PLAZA, SUITE 4100<br>180 NORTH STETSON AVENUE<br>CHICAGO, IL 60601 |
| Telephone   | (312) 819-7200  |
| CIK         | 0000047518  |
| Symbol      | HRC   |
| SIC Code    | 3841 - Surgical and Medical Instruments and Apparatus                             |
| Industry    | Medical Equipment, Supplies & Distribution  |
| Sector      | Healthcare  |
| Fiscal Year | 09/30   |

# FORM 4

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

OMB APPROVAL  
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[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|  |  |   |  |   |  |
|--|--|---|--|---|--|
| 1. Name and Address of Reporting Person *                                  |  | 2. Issuer Name and Ticker or Trading Symbol                   |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)   |  |
| SHADER ALTON<br><br>(Last) (First) (Middle)                                |  | Hill-Rom Holdings, Inc. [ HRC ]                               |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>SVP, Pres. of Welch Allyn</b> |  |
| TWO PRUDENTIAL PLAZA, SUITE 4100, 180 NORTH STETSON AVENUE<br><br>(Street) |  | 3. Date of Earliest Transaction (MM/DD/YYYY)<br><br>3/16/2017 |  | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |
| CHICAGO, IL 60601<br><br>(City) (State) (Zip)                              |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY)             |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            |              | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|--------------|---|--|---|
|                                 |                |                                   | Code                      | V | Amount  | (A) or (D) | Price        |   |  |   |
| Common Stock                    | 3/16/2017      |                                   | M                         |   | 15000   | A          | \$26.94      | 52638   | D  |   |
| Common Stock                    | 3/16/2017      |                                   | S                         |   | 15000   | D          | \$69.337 (1) | 37638   | D  |   |

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
|  |  |                |                                   | Code                      | V | (A)  | (D) | Date Exercisable                        | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Employee Stock Option (Right to Buy)     | \$26.94  | 3/16/2017      |                                   | M                         |   | 15000  |     | 11/13/2013 (2)                          | 11/13/2022      | Common Stock  | 15000.0                    | \$0  | 7739   | D  |  |

### Explanation of Responses:

- ( This transaction was executed in multiple trades at prices ranging from \$69.23 to \$69.44. The price reported above reflects the weighted average sale price.
- 1) The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- ( Options vested 25% on each of November 13, 2013, 2014, 2015 and 2016.
- 2)

### Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| SHADER ALTON<br>TWO PRUDENTIAL PLAZA, SUITE 4100<br>180 NORTH STETSON AVENUE<br>CHICAGO, IL 60601 |               |           | SVP, Pres. of Welch Allyn |       |

### Signatures

/s/ Ari D. Mintzer as Attorney-in-Fact for Alton Shader

3/20/2017

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**POWER OF ATTORNEY**

Know all by these present, that the undersigned hereby constitutes and appoints each of Deborah M. Rasin, Ari D. Mintzer, and Lori Cobb, or any of their written designees among employees of Hill-Rom Holdings, Inc. and its subsidiaries (the "Company"), signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the United States Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, and any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities of the Company;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, or other form or report; complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 20th day of March, 2017.

Name: Alton Shader

Signature: /s/ Alton Shader

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