

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

**Pursuant to Sections 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 12, 2010

The Hillman Companies, Inc.

(Exact name of registrant as specified in its charter)

Delaware
**(State or other jurisdiction
of incorporation)**

001-13293
(Commission File Number)

23-2874736
**(I.R.S. Employer
Identification No.)**

10590 Hamilton Avenue
Cincinnati, Ohio 45231
(Address of principal executive offices)

Registrant's telephone number, including area code: 513-851-4900

NOT APPLICABLE
(Former name or address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the obligation of the registrant under any of the following provisions:

- Written communication 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))

Item 8.01 Other Events.

On May 12, 2010, The Hillman Group, Inc. (the "Issuer"), a subsidiary of The Hillman Companies, Inc. (the "Company") issued a press release announcing the commencement of an offering of \$150.0 million aggregate principal amount of its Senior Notes due 2018 (the "Notes Offering"). A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated by reference herein.

In connection with the Notes Offering, the Company disclosed that on May 4, 2010, Hy-Ko Products, Inc. filed a complaint against the Issuer and Kaba Ilco Corp., a manufacturer of blank replacement keys, in the United States District Court for the Northern District of Ohio Eastern Division, alleging that the defendants engaged in violations of federal and state antitrust laws regarding their business practices relating to automatic key machines and replacement keys. Hy-Ko Products' May 4, 2010 filing against the Issuer is based, in part, on the Company's previously-filed claim against Hy-Ko Products alleging infringement of certain patents of the Company. The plaintiff is seeking unspecified monetary damages which would be trebled under the antitrust laws, interest and attorney's fees as well as injunctive relief. Because the lawsuit is in a preliminary stage, it is not yet possible to assess the impact that the lawsuit will have on the Company or the Issuer. However, the Issuer believes that it has meritorious defenses and intends to defend the lawsuit vigorously.

Item 9.01 Financial Statements and Exhibits

(d)

<u>Exhibit No.</u>	<u>Exhibit</u>
99.1	Press Release, dated May 12, 2010

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.

THE HILLMAN COMPANIES, INC.
(Registrant)

Date: May 12, 2010

By: _____ /s/ JAMES P. WATERS
Name: James P. Waters
Title: Chief Financial Officer

EXHIBIT INDEX

**Exhibit
No.**

Exhibit

99.1

Press Release, dated May 12, 2010

Hillman Group Announces Proposed Senior Notes Offering

Cincinnati, Ohio (May 12, 2010) – In connection with the recently announced acquisition of The Hillman Companies, Inc. (“Hillman Companies”) by Oak Hill Capital Partners, The Hillman Group, Inc. (“Hillman Group”), a subsidiary of Hillman Companies, announced that it has commenced an offering of \$150 million aggregate principal amount of its Senior Notes due 2018. Hillman Group and Hillman Companies expect to use the net proceeds from the offering of the Notes as well as borrowings under their new term loan and the proceeds of an equity contribution from Oak Hill Capital Partners and members of management of Hillman Companies to fund the cash consideration in the acquisition, to repay certain existing indebtedness, to finance the recently announced Quick-Tag acquisition and to pay related fees, expenses and other related payments. The Notes will be guaranteed by Hillman Companies, Hillman Investment Company and all of the domestic subsidiaries of Hillman Group.

The Notes have not been and will not initially be registered under the Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws. Accordingly, the Notes will be subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under the Securities Act and other applicable securities laws, pursuant to registration or exemption therefrom.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the notes, nor shall there be any offer, solicitation or sale of any notes in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Forward-Looking Statements

Statements included herein may constitute “forward-looking statements,” which relate to future events or the future performance of financial condition of Hillman Companies following the acquisition of Hillman Companies by Oak Hill Capital Partners. These statements are not guarantees of future performance, condition or results and involve a number of risks and uncertainties. Actual results and condition may differ materially from those in the forward-looking statements as a result of a number of factors, including those described from time to time in Hillman Companies’ filings with the Securities and Exchange Commission. Hillman Companies undertakes no duty to update any forward-looking statements made herein.

For more information on Hillman, please visit our website at <http://www.hillmangroup.com> or call Investor Relations at (513) 851-4900, Ext. 2084