

PENTAIR LTD  
Form 8-K  
July 23, 2013

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

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of earliest event reported): July 23, 2013  
Commission file number 001-11625

Pentair Ltd.  
(Exact name of Registrant as specified in its charter)

|                                                                     |                                            |
|---------------------------------------------------------------------|--------------------------------------------|
| Switzerland                                                         | 98-1050812                                 |
| (State or other jurisdiction of<br>incorporation or organization)   | (I.R.S. Employer<br>Identification number) |
| Freier Platz 10, 8200 Schaffhausen, Switzerland                     |                                            |
| (Address of principal executive offices)                            |                                            |
| Registrant's telephone number, including area code: 41-52-630-48-00 |                                            |

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

- .. Written communications 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))
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ITEM 2.02 Results of Operations and Financial Condition

On July 23, 2013, Pentair Ltd. (the “Company”) issued a press release announcing its earnings for the second quarter of 2013 and a conference call in connection therewith. A copy of the release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

This press release refers to certain non-GAAP financial measures (adjusted operating income, adjusted operating margins, adjusted earnings per share and free cash flow) and a reconciliation of those non-GAAP financial measures to the corresponding financial measures contained in the Company’s financial statements prepared in accordance with generally accepted accounting principles.

The 2013 adjusted operating income, adjusted operating margins and adjusted earnings per share eliminate certain expenses incurred related to the merger with the Flow Control business of Tyco International Ltd. (“Tyco”), certain targeted restructuring activities, gain on the sale of a business, certain tax items and interest expense. The 2012 adjusted operating income, adjusted operating margins and adjusted earnings per share eliminate certain expenses incurred related to the merger with the Flow Control business of Tyco (“Flow Control”), certain targeted restructuring activities, certain expenses incurred related to the adoption of “mark-to-market” accounting for pension and other post-retirement liabilities, impairments, and debt extinguishment expense. Management utilizes these adjusted financial measures to assess the run-rate of its continuing operations against those of prior periods without the distortion of these factors. The Company believes that these non-GAAP financial measures will be useful to investors as well to assess the continuing strength of the Company’s underlying operations.

The Company uses free cash flow to assess its cash flow performance. The Company believes free cash flow is an important measure of operating performance because it provides the Company and its investors a measurement of cash generated from operations that is available to pay dividends and repay debt. In addition, free cash flow is used as criterion to measure and pay compensation-based incentives. The Company’s measure of free cash flow may not be comparable to similarly titled measures reported by other companies.

The 2012 pro forma financial information adjusts Pentair, Inc.’s historical financial information for the merger with Flow Control, additional depreciation and amortization expense related to the merger with Flow Control, and certain other items as defined in the notes to the pro forma information. Management utilizes the pro forma financial information to assess the run-rate of its continuing operations against those of prior periods without the distortion of these factors. The Company believes that these non-GAAP financial measures will be useful to investors as well to assess the continuing strength of the Company’s underlying operations.

ITEM 9.01 Financial Statements and Exhibits

(a) Financial Statements of Businesses Acquired

Not applicable.

(b) Pro Forma Financial Information

Not applicable.

(c) Shell Company Transactions

Not applicable

(d) Exhibits

The following exhibit is provided as part of the information furnished under Item 2.02 of this Current Report on Form 8-K:

| Exhibit | Description |
|---------|-------------|
|---------|-------------|

|      |                                                                                                            |
|------|------------------------------------------------------------------------------------------------------------|
| 99.1 | Pentair Ltd. press release dated July 23, 2013 announcing earnings results for the second quarter of 2013. |
|------|------------------------------------------------------------------------------------------------------------|

SIGNATURE

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, on July 23, 2013.

PENTAIR LTD.  
Registrant

By /s/ John L. Stauch  
John L. Stauch  
Executive Vice President and Chief Financial  
Officer

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PENTAIR LTD.

Exhibit Index to Current Report on Form 8-K

Dated July 23, 2013

| Exhibit<br>Number | Description |
|-------------------|-------------|
|-------------------|-------------|

|      |                                                                                                            |
|------|------------------------------------------------------------------------------------------------------------|
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