

PENTAIR LTD  
Form 8-K  
November 27, 2012

**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): November 27, 2012**

Commission file number 001-11625

**Pentair Ltd.**

(Exact name of Registrant as specified in its charter)

Switzerland  
(State or other jurisdiction of

98-1050812  
(I.R.S. Employer

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incorporation or organization)

Identification number)

**Freier Platz 10, CH-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))

**ITEM 7.01 Regulation FD Disclosure**

On November 27, 2012, Pentair Ltd. issued a press release re-affirming fourth quarter and full year 2012 earnings per share ( EPS ) guidance and providing 2013 EPS guidance. A copy of the release is furnished herewith as Exhibit 99.1 and incorporated herein by reference.

This press release refers to certain non-GAAP financial measures (expected adjusted earnings per share) 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 expected fourth quarter and full year 2012 adjusted earnings per share eliminate certain deal related costs and inventory step-up and customer backlog amortization related to the recent merger (the Merger ) with Tyco International's Flow Control business and certain targeted restructuring activities. The expected 2013 adjusted earnings per share eliminate inventory step-up and backlog amortization related to the Merger. 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 information contained in Item 7.01 of this Current Report shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act ) or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**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 7.01 of this Current Report on Form 8-K:

| Exhibit | Description   |
|---------|---|
| 99.1    | Pentair Ltd. press release dated November 27, 2012 providing financial outlook for 2013 and re-affirming 2012 earnings outlook. |

**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 November 27, 2012.

PENTAIR LTD.  
Registrant

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

**PENTAIR LTD.**

Exhibit Index to Current Report on Form 8-K

Dated November 27, 2012

Exhibit

Number

Description

99.1 Pentair Ltd. press release dated November 27, 2012 providing financial outlook for 2013 and re-affirming 2012 earnings outlook.