

PENTAIR LTD  
Form 8-K  
April 26, 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): April 26, 2013**

**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, 8200 Schaffhausen, Switzerland

(Address of principal executive offices, including Zip Code)

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 April 23, 2013, Pentair Ltd. (the Company) issued a press release announcing its earnings for the first quarter of 2013. The Company is furnishing the following information to (1) correct the forecast second quarter 2013 and forecast year 2013 net sales for the Company's Valves & Controls segment and (2) provide ranges for the forecast second quarter 2013 and forecast year 2013 operating income for all three of its segments.

**Pentair Ltd. and Subsidiaries****Reconciliation of the GAAP As Reported year ended December 31, 2013 to the Adjusted non-GAAP****excluding the effect of 2013 adjustments (Unaudited)**

<i>In millions</i>	<b>First Quarter 2013</b>	<b>Forecast Second Quarter 2013</b>	<b>Forecast Year 2013</b>
<b>Water &amp; Fluid Solutions</b>			
Net sales	\$ 782	approx \$940	approx \$3,410
Operating income - as reported	75	approx 142-147	approx 437-442
<i>% of net sales</i>	9.6%	approx 15.6%	approx 13.0%
Adjustments:			
Restructuring	7		approx 7
Inventory step-up and customer backlog	1		approx 1
Operating income - as adjusted	83	approx 142-147	approx 445-450
<i>% of net sales</i>	10.6%	approx 15.6%	approx 13.2%
<b>Valves &amp; Controls</b>			
Net sales	\$ 586	approx \$610	approx \$2,440
Operating income (loss) - as reported	(19)	approx 70-75	approx 201-206
<i>% of net sales</i>	(3.2%)	approx 11.9%	approx 8.4%
Adjustments:			
Restructuring	8		approx 8
Inventory step-up and customer backlog	70	approx 8	approx 78
Operating income - as adjusted	59	approx 78-83	approx 287-292
<i>% of net sales</i>	10.1%	approx 12.8%	approx 12.0%
<b>Technical Solutions</b>			
Net sales	\$ 410	approx \$410	approx \$1,710
Operating income - as reported	53	approx 66-71	approx 305-310
<i>% of net sales</i>	13.0%	approx 17.4%	approx 18.1%
Adjustments:			
Restructuring	11		approx 11
Inventory step-up and customer backlog	6		approx 6
Operating income - as adjusted	70	approx 66-71	approx 322-327
<i>% of net sales</i>	17.0%	approx 17.4%	approx 19.1%

**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, hereunto duly authorized, on April 26, 2013.

PENTAIR LTD.  
Registrant

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