

EATON CORP  
Form 8-K  
September 19, 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): September 19, 2012**

**EATON CORPORATION**

(Exact name of registrant as specified in its charter)

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

**1-1396**  
(Commission  
File No.)

**34-0196300**  
(IRS Employer  
Identification No.)

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**Eaton Center**

**Cleveland, Ohio 44114**

**(Address of principal executive offices)**

**(216) 523-5000**

**(Registrant's telephone number, including area code)**

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 (*see* General Instruction A.2. below):

- .. 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.**

As previously announced, on May 21, 2012, Cooper Industries plc ( Cooper ) and Eaton Corporation ( Eaton ) entered into a transaction agreement, pursuant to which Eaton will acquire Cooper. Pursuant to the terms of the transaction agreement, a holding company incorporated in Ireland that will be renamed Eaton Corporation plc ( New Eaton ) will acquire Cooper pursuant to a scheme of arrangement under the Irish Companies Act of 1963 and Eaton pursuant to a merger of a wholly owned subsidiary of New Eaton with and into Eaton (the acquisition and the merger, together, the transaction ). The transaction was announced in an announcement (the Announcement ) pursuant to Rule 2.5 of the Irish Takeover Panel Act, 1997, Takeover Rules, 2007 (as amended) (the Irish Takeover Rules ). In connection with the transaction, New Eaton filed a registration statement on Form S-4, which was declared effective on September 7, 2012. The definitive joint proxy statement of Eaton and Cooper that also serves as a prospectus of New Eaton, and which forms a part of the Form S-4, was filed by each of Eaton, Cooper and New Eaton on September 14, 2012 (the joint proxy statement/prospectus ). Cooper has commenced mailing to its shareholders the joint proxy statement/prospectus, together with the Profit Forecasts Document (as defined below) and a merger benefit document. Eaton has also commenced mailing to its shareholders the joint proxy statement/prospectus.

**Profit Forecasts Document**

In accordance with the Irish Takeover Rules, where Eaton or Cooper give earnings guidance (known as a profit forecast under the Irish Takeover Rules), that profit forecast must be repeated in the proxy statement sent to Cooper shareholders and certain attestations to that profit forecast must also be provided. As both Eaton and Cooper have previously publicly disclosed profit forecasts for the financial year ending December 31, 2012, these profit forecasts have been repeated in the joint proxy statement/prospectus on pages 284 and 286 respectively, and also are repeated in a letter (the Profit Forecasts Document ) being mailed to Cooper shareholders with the joint proxy statement/prospectus. In addition to such profit forecasts for Eaton and Cooper, the Profit Forecasts Document includes (1) reports from Eaton s auditor, Ernst & Young LLP (the Ernst & Young Report ), confirming that the Eaton profit forecast has been properly compiled on the basis of the assumptions set out in the profit forecast and the basis of accounting used is consistent with the accounting policies of Eaton, and Eaton s financial advisors, Morgan Stanley & Co. Limited and Citigroup Global Markets Limited (the Morgan Stanley & Citi Report ), confirming that they consider that the Eaton profit forecast has been made with due care and consideration, each solely for the purpose of complying with Rule 28.3 of the Irish Takeover Rules, and (2) reports from Cooper s auditor, Ernst & Young LLP, confirming that the Cooper profit forecast has been properly compiled on the basis of the assumptions made by the directors of Cooper and the basis of accounting used is consistent with the accounting policies of Cooper, and Cooper s financial advisor, Goldman, Sachs & Co., confirming that it considers that the Cooper profit forecast has been made with due care and consideration, each prepared solely for the purpose of complying with Rule 28.3 of the Irish Takeover Rules.

At the request of the Irish Takeover Panel, Eaton is furnishing the Ernst & Young Report and the Morgan Stanley & Citi Report, which are attached as Exhibits 99.1 and 99.2, respectively, to this Current Report on Form 8-K and incorporated herein by reference.

The information contained in this Form 8-K shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in that filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) List of Exhibits

<b>EXHIBIT NO.</b>	<b>DESCRIPTION</b>
99.1	Ernst & Young Report.
99.2	Morgan Stanley & Citi Report

**No Offer or Solicitation**

This communication is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the acquisition or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

**Important Information Has Been and Will Be Filed with the SEC**

A registration statement on Form S-4 has been filed with the SEC, which includes the Joint Proxy Statement of Eaton and Cooper that also constitutes a Prospectus of Eaton Corporation plc<sup>(1)</sup>. The registration statement was declared effective on September 7, 2012. Eaton and Cooper are commencing sending to their respective shareholders (and to Cooper equity award holders for information only) the definitive Joint Proxy Statement/Prospectus (including the Scheme) in connection with the transaction. **Investors and shareholders are urged to read the definitive Joint Proxy Statement/Prospectus (including the Scheme) and other relevant documents filed or to be filed with the SEC carefully because they contain or will contain important information about Eaton, Cooper, Eaton Corporation plc, the transaction and related matters.** Investors and security holders may obtain free copies of the definitive Joint Proxy Statement/Prospectus (including the Scheme) and other documents filed with the SEC by Eaton Corporation plc, Eaton and Cooper through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov).

<sup>(1)</sup> Currently named Eaton Corporation Limited but expected to be re-registered as Eaton Corporation plc prior to the consummation of the transaction.

In addition, investors and shareholders may obtain free copies of the definitive Joint Proxy Statement/Prospectus (including the Scheme) and other documents filed by Eaton and Eaton Corporation plc with the SEC by contacting Eaton Investor Relations at Eaton Corporation, 1111 Superior Avenue, Cleveland, Ohio 44114 or by calling (888) 328-6647, and may obtain free copies of the definitive Joint Proxy Statement/Prospectus (including the Scheme) and other documents filed by Cooper by contacting Cooper Investor Relations at c/o Cooper US, Inc., P.O. Box 4466, Houston, Texas 77210 or by calling (713) 209-8400.

**PARTICIPANTS IN THE SOLICITATION**

Cooper, Eaton and Eaton Corporation plc and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the respective shareholders of Cooper and Eaton in respect of the transaction contemplated by the Joint Proxy Statement/Prospectus. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the respective shareholders of Cooper and Eaton in connection with the proposed transaction, including a description of their direct or indirect interests, by security holdings or otherwise, is set forth in the definitive Joint Proxy Statement/Prospectus filed with the SEC. Information regarding Cooper's directors and executive officers is contained in Cooper's Annual Report on Form 10-K for the year ended December 31, 2011 and its Proxy Statement on Schedule 14A, dated March 13, 2012, which are filed with the SEC. Information regarding Eaton's directors and executive officers is contained in Eaton's Annual Report on Form 10-K for the year ended December 31, 2011 and its Proxy Statement on Schedule 14A, dated March 16, 2012, which are filed with the SEC.

**FORWARD-LOOKING STATEMENTS**

This communication may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 concerning Eaton, Eaton Corporation plc, the acquisition and other transactions contemplated by the Transaction Agreement, our acquisition financing, our long-term credit rating and our revenues and operating earnings. These statements or disclosures may discuss goals, intentions and expectations as to future trends, plans, events, results of operations or financial condition, or state other information relating to Eaton or Eaton Corporation plc, based on current beliefs of management as well as assumptions made by, and information currently available to, management. Forward-looking statements generally will be accompanied by words such as anticipate, believe, plan, could, estimate, expect, forecast, guidance, intend, may, possible, potential, predict, project or other similar words, phrases or expressions. These forward-looking statements are subject to various risks and uncertainties, many of which are outside of our control. Therefore, you should not place undue reliance on such statements. Factors that could cause actual results to differ materially from those in the forward-looking statements include adverse regulatory decisions; failure to satisfy other closing conditions with respect to the Acquisition; the risks that the new businesses will not be integrated successfully or that we will not realize estimated cost savings and synergies; our ability to refinance the bridge loan on favorable terms and maintain our current long-term credit rating; unanticipated changes in the markets for our business segments; unanticipated downturns in business relationships with customers or their purchases from Eaton; competitive pressures on our sales and pricing; increases in the cost of material, energy and other production costs, or unexpected costs that cannot be recouped in product pricing;

the introduction of competing technologies; unexpected technical or marketing difficulties; unexpected claims, charges, litigation or dispute resolutions; new laws and governmental regulations. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties that affect our business described in our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other documents filed from time to time with the SEC. We do not assume any obligation to update these forward-looking statements.

**STATEMENT REQUIRED BY THE TAKEOVER RULES**

The directors of Eaton accept responsibility for the information contained in this communication. To the best of the knowledge and belief of the directors of Eaton (who have taken all reasonable care to ensure such is the case), the information contained in this communication is in accordance with the facts and does not omit anything likely to affect the import of such information.

Persons interested in 1% or more of any relevant securities in Eaton or Cooper may from the date of this communication have disclosure obligations under Rule 8.3 of the Irish Takeover Panel Act, 1997, Takeover Rules 2007 (as amended).

**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.

**EATON CORPORATION**

By: /s/ Thomas E. Moran  
Name: Thomas E. Moran  
Title: Senior Vice President and

Secretary

Date: September 19, 2012

**Index of Exhibits**

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