

PENTAIR INC  
Form S-8 POS  
September 28, 2012

As filed with the Securities and Exchange Commission on September 28, 2012

Registration No. 33-42268

Registration No. 333-12561

Registration No. 333-62475

Registration No. 333-75166

Registration No. 333-115429

Registration No. 333-115430

Registration No. 333-115432

Registration No. 333-126693

Registration No. 333-152458

Registration No. 333-160925

Registration No. 333-168377

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

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 33-42268

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**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER THE SECURITIES ACT OF 1933*

**PENTAIR, INC.**

(Exact name of Registrant as specified in its charter)

**Minnesota**  
(State or other jurisdiction of incorporation or organization)

**41-0907434**  
(I.R.S. Employer Identification Number)

**5500 Wayzata Boulevard, Suite 800**

**Golden Valley, Minnesota**  
(Address of principal executive offices)

**55416**  
(Zip Code)

**Pentair, Inc. Outside Directors Nonqualified Stock Option Plan**

**International Stock Purchase and Bonus Plan**

**Pentair, Inc. Employee Stock Purchase and Bonus Plan (As Amended and Restated)**

**Pentair, Inc. Compensation Plan for Non-Employee Directors (As Amended and Restated)**

**Employee Stock Ownership Plan of the Pentair, Inc. Retirement Savings and Stock Incentive Plan**

**Pentair, Inc. Retirement Savings Stock Incentive Plan, as Amended and Restated**

**Pentair, Inc. Omnibus Stock Incentive Plan, as Amended and Restated**

**Pentair, Inc. 2008 Omnibus Stock Incentive Plan, as Amended and Restated**

(Full title of the plans)

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Copy to:

**Benjamin F. Garmer, III**

**John K. Wilson**

**Foley & Lardner LLP**

**777 East Wisconsin Avenue**

**Milwaukee, Wisconsin 53202**

**(414) 271-2400**

**Angela D. Lageson**

**Senior Vice President, General Counsel and Secretary  
Pentair, Inc.**

**5500 Wayzata Boulevard, Suite 800**

**Golden Valley, Minnesota 55416**

**(763) 545-1730**

**(Name, address and telephone number of agent for service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

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**TERMINATION OF REGISTRATION**

Pentair, Inc. (the Company) is filing this Post-Effective Amendment to its Registration Statements on Form S-8 to withdraw and remove from registration the unissued and unsold shares of the Company's common stock, par value \$0.16<sup>3</sup> per share (the Common Stock), issuable by the Company pursuant to the (i) Pentair, Inc. Outside Directors Nonqualified Stock Option Plan; (ii) International Stock Purchase and Bonus Plan; (iii) Pentair, Inc. Employee Stock Purchase and Bonus Plan (As Amended and Restated); (iv) Pentair, Inc. Compensation Plan for Non-Employee Directors (As Amended and Restated); (v) Employee Stock Ownership Plan of the Pentair, Inc. Retirement Savings and Stock Incentive Plan; (vi) Pentair, Inc. Retirement Savings Stock Incentive Plan, as Amended and Restated; (vii) Pentair, Inc. Omnibus Stock Incentive Plan, as Amended and Restated; and (viii) Pentair, Inc. 2008 Omnibus Stock Incentive Plan, as Amended and Restated previously registered by the Company pursuant to the following registration statements:

Registration Statement on Form S-8 (Registration No. 33-42268) filed with the Securities and Exchange Commission on August 16, 1991;

Registration Statement on Form S-8 (Registration No. 333-12561) filed with the Securities and Exchange Commission on September 24, 1996;

Registration Statement on Form S-8 (Registration No. 333-62475) filed with the Securities and Exchange Commission on August 28, 1998;

Registration Statement on Form S-8 (Registration No. 333-75166) filed with the Securities and Exchange Commission on December 14, 2001;

Registration Statement on Form S-8 (Registration No. 333-115429) filed with the Securities and Exchange Commission on May 12, 2004;

Registration Statement on Form S-8 (Registration No. 333-115430) filed with the Securities and Exchange Commission on May 12, 2004;

Registration Statement on Form S-8 (Registration No. 333-115432) filed with the Securities and Exchange Commission on May 12, 2004;

Registration Statement on Form S-8 (Registration No. 333-126693) filed with the Securities and Exchange Commission on July 19, 2005;

Registration Statement on Form S-8 (Registration No. 333-152458) filed with the Securities and Exchange Commission on July 22, 2008;

Registration Statement on Form S-8 (Registration No. 333-160925) filed with the Securities and Exchange Commission on July 31, 2009;  
and

Registration Statement on Form S-8 (Registration No. 333-168377) filed with the Securities and Exchange Commission on July 29, 2010 (collectively, the Registration Statements).

On September 14, 2012, the Company's shareholders approved the Merger Agreement, dated as of March 27, 2012, among Tyco International Ltd., Pentair Ltd. (formerly Tyco Flow Control International Ltd., hereinafter New Pentair) Panthro Acquisition Co., Panthro Merger Sub, Inc. (Merger Sub) and the Company, as amended by Amendment No. 1, dated as of July 25, 2012 (the Merger Agreement). Upon the filing of the Articles of Merger with the Minnesota Secretary of State on September 28, 2012 (the Effective Time), the Company was merged with and into Merger Sub and the Company became a wholly-owned subsidiary of New Pentair (the Merger). Each share of the Company's Common Stock issued and outstanding immediately prior to the Effective Time was canceled and automatically converted into and became the right to receive

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one newly issued common share, par value CHF 0.50, of New Pentair.

As a result of the Merger, the Company terminated all offerings of its securities pursuant to its existing registration statements, including the Registration Statements. In accordance with an undertaking made by the Company in the Registration Statements to remove from registration, by means of a post-effective amendment, any shares of its Common Stock which remain unsold at the termination of the offering, the Company hereby removes from registration all shares of Common Stock registered under the Registration Statements that remained unsold as of the effective time of the Merger.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Golden Valley, State of Minnesota, on September 28, 2012.

**PENTAIR, INC.**

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

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statements has been signed by the following persons in the capacities listed below on September 28, 2012.

<b>Signature</b>	<b>Title</b>
/s/ Randall J. Hogan	Chief Executive Officer
Randall J. Hogan	(Principal Executive Officer)
/s/ John L. Stauch	Executive Vice President and Chief Financial Officer
John L. Stauch	(Principal Financial Officer)
/s/ Mark C. Borin	Corporate Controller, Chief Accounting Officer and Director
Mark C. Borin	(Principal Accounting Officer)
/s/ Angela D. Lageson	Director
Angela D. Lageson	