

PENTAIR LTD  
Form 8-K  
November 20, 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 19, 2012**

**Commission file number 001-11625**

**Pentair Ltd.**

**(Exact name of Registrant as specified in its charter)**

**Switzerland**  
**(State or other jurisdiction)**

**98-1050812**  
**(I.R.S. Employer)**

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of incorporation or organization)

Identification number)

**Freier Platz 10, CH-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 8.01 Other Events.**

On November 19, 2012, Pentair, Ltd. (the Company) issued a press release announcing that Pentair Finance S.A. (PFSA), a wholly-owned subsidiary of the Company, intends to sell unsecured senior notes in a private offering in accordance with Rule 144A and Regulation S under the Securities Act of 1933, as amended (the Securities Act). Pursuant to Rule 135c under the Securities Act, the Company is filing a copy of such press release as Exhibit 99.1 hereto, which is incorporated herein by reference.

On November 19, 2012, the Company issued a press release announcing that PFSA has commenced a private exchange offer for senior notes issued by Pentair, Inc., a wholly-owned, indirect subsidiary of the Company. Pursuant to Rule 135c under the Securities Act, the Company is filing a copy of such press release as Exhibit 99.2 hereto, which is incorporated herein by reference.

On November 19, 2012, the Company issued a press release announcing the pricing of PFSA's unsecured senior notes. Pursuant to Rule 135c under the Securities Act, the Company is filing a copy of such press release as Exhibit 99.3 hereto, which is incorporated herein by reference.

**ITEM 9.01 Financial Statements and Exhibits.**

**(a) Financial Statements of Business Acquired**

Not applicable.

**(b) Pro Forma Financial Information**

Not applicable.

**(c) Shell Company Transactions**

Not applicable.

**(d) Exhibits**

The exhibits listed in the accompanying Exhibit Index are being filed herewith.

**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 19, 2012.

PENTAIR LTD.  
Registrant

By: /s/ Angela D. Lageson  
Angela D. Lageson  
Senior Vice President, General Counsel and  
Secretary

**PENTAIR LTD.**

Exhibit Index to Current Report on Form 8-K

Dated November 19, 2012

Exhibit

| Number | Description                                                                                            |
|--------|--------------------------------------------------------------------------------------------------------|
| 99.1   | Pentair Ltd. press release dated November 19, 2012 announcing senior notes offering.                   |
| 99.2   | Pentair Ltd. press release dated November 19, 2012 announcing exchange offer and consent solicitation. |
| 99.3   | Pentair Ltd. press release dated November 19, 2012 announcing the pricing of senior notes.             |