

PENTAIR plc  
Form 8-A12B  
September 17, 2015

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**PENTAIR PLC**

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

**Ireland**  
**(State of incorporation or organization)**

**98-1141328**  
**(I.R.S. Employer Identification No.)**

**P.O. Box 471, Sharp Street,**  
**Walkden, Manchester, United Kingdom**  
**(Address of principal executive offices)**

**M28 8BU**  
**(Zip Code)**

(For Co-Registrants, Please See Table of Co-Registrants on the Following Page)

**Securities to be registered pursuant to Section 12(b) of the Act:**

**Title of each class**

**Name of each exchange on which**

**to be so registered**

**each class is to be registered**

**2.450% Senior Notes Due 2019**

**New York Stock Exchange**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

**Securities Act registration statement file number to which this form relates:**

**333-204066**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**

**(Title of class)**

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**TABLE OF CO-REGISTRANTS**

<b>Exact Name as Specified in its Charter</b>	<b>State or Other Jurisdiction of Incorporation or Organization</b>	<b>I.R.S. Employer Identification Number</b>	<b>Address, including Zip Code of Principal Executive Offices 26, boulevard Royal</b>
Pentair Finance S.A.*	Luxembourg	98-1072493	L-2449 Luxembourg, Luxembourg Freier Platz 10 8200
Pentair Investments Switzerland GmbH	Switzerland	98-1176782	Schaffhausen, Switzerland

\* Pentair Finance S.A. is the issuer of the debt securities registered hereby. Pentair plc and Pentair Investments Switzerland GmbH are guarantors of such debt securities.

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

Pentair plc (the Registrant) has filed with the Securities and Exchange Commission (the SEC) a prospectus supplement dated September 14, 2015 (the Prospectus Supplement) to a prospectus dated May 11, 2015 (the Prospectus), relating to securities to be registered hereunder included in the Registrant's automatic shelf Registration Statement on Form S-3 (File No. 333-204066), which became automatically effective on May 11, 2015.

**Item 1. Description of Registrant's Securities to be Registered.**

The Registrant and the Co-Registrants on this registration statement (the Co-Registrants) register hereunder 500,000,000 aggregate principal amount of 2.450% Notes Due 2019 (the Notes) issued by the Registrant's subsidiary, Pentair Finance S.A., a Co-Registrant on this registration statement. For a description of the securities to be registered hereunder, reference is made to the information under the heading Description of Debt Securities and Guarantees of Debt Securities of the Prospectus dated May 11, 2015 (Registration No. 333-204066), as supplemented by the information under the heading Description of Notes in the Registrant's related Prospectus Supplement, dated September 14, 2015, filed by the Registrant with the SEC on September 15, 2015 (Registration No. 333-204066). Such information is incorporated herein by reference and made a part of this registration statement in its entirety. Copies of such descriptions will be filed with the New York Stock Exchange, Inc.

**Item 2. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
4.1	Indenture, dated as of September 16, 2015, among Pentair Finance S.A. (as Issuer), Pentair plc (as Parent and Guarantor), Pentair Investments Switzerland GmbH (as Guarantor) and U.S. Bank National Association (as Trustee) (Incorporated by reference to Exhibit 4.1 in the Current Report on Form 8-K of Pentair plc filed with the SEC on September 16, 2015 (File No. 001-11625)).
4.2	Fourth Supplemental Indenture, dated as of September 17, 2015, among Pentair Finance S.A. (as Issuer), Pentair plc (as Parent and Guarantor), Pentair Investments Switzerland GmbH (as Guarantor) and U.S. Bank National Association (as Trustee) (Incorporated by reference to Exhibit 4.2 in the Current Report on Form 8-K of Pentair plc filed with the SEC on September 17, 2015 (File No. 001-11625)).
4.3	Specimen of 2.450% Note Due 2019 (incorporated by reference to Annex A in Exhibit 4.2 in the Current Report on Form 8-K of Pentair plc filed with the SEC on September 17, 2015 (File No. 001-11625)).
99.1	Prospectus dated May 11, 2015, and Prospectus Supplement dated September 14, 2015, relating to the Notes (incorporated by reference to the prospectus and prospectus supplement filed by the Registrant on September 14, 2015 (Registration No. 333-204066)).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated September 17, 2015

**PENTAIR PLC**

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

**PENTAIR INVESTMENTS SWITZERLAND GMBH**

By: /s/ Mark C. Borin  
Name: Mark C. Borin  
Title: Managing Director

**PENTAIR FINANCE S.A.**

By: /s/ Mark C. Borin  
Name: Mark C. Borin  
Title: Director

**Exhibit Index**

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