

PENTAIR INC  
Form 425  
September 18, 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 18, 2012 (September 18, 2012)**

**Commission file number 000-04689**

**Pentair, Inc.**

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

**Minnesota**  
**(State or other jurisdiction of**

**41-0907434**  
**(I.R.S. Employer**

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incorporation or organization)

Identification number)

5500 Wayzata Blvd, Suite 800, Golden Valley, Minnesota

55416

(Address of principal executive offices)

(Zip code)

Registrant's telephone number, including area code: (763) 545-1730

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.**

Pentair Ltd. (formerly known as Tyco Flow Control International Ltd. and hereafter, New Pentair ) filed with the U.S. Securities and Exchange Commission a Registration Statement on Form S-4 (Registration No. 333-181250), as amended (the Form S-4 Registration Statement ), relating to New Pentair's registered shares, nominal value CHF 0.50 per share (the New Pentair Shares ), to be issued to shareholders of Pentair, Inc. (Pentair ) in connection with the merger of an indirect wholly-owned subsidiary of New Pentair with and into Pentair (the Merger ). Pentair is filing the opinion of Homburger AG related to the issuance of the New Pentair Shares in the Merger (the Opinion ) as Exhibit 99.1 to this Current Report on Form 8-K, which is incorporated herein by reference, for the purposes of incorporating the Opinion into the Form S-4 Registration Statement. See Item 9.01 Financial Statements and Exhibits.

**ITEM 9.01 Financial Statements and Exhibits.**

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits. The following exhibit is being filed herewith:

Exhibit	Description
99.1	Opinion of Homburger AG.

**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 September 18, 2012.

PENTAIR, INC.  
Registrant

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

**PENTAIR, INC.**

Exhibit Index to Current Report on Form 8-K

Dated September 18, 2012

Exhibit

Number	Description
99.1	Opinion of Homburger AG.