PENTAIR LTD
Form 10-Q
October 22, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

þ	QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
	For the Quarterly Period Ended September 28, 2013

OR

¨	TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 001-11625
Pentair Ltd.

(Exact name of Registrant as specified in its charter)

Switzerland	98-1050812
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification number)

Freier Platz 10, 8200 Schaffhausen, Switzerland
(Address of principal executive offices)
Registrant's telephone number, including area code: 41-52-630-48-00
Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes þ No ¨
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§223.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes þ No ¨
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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer þ	Accelerated filer o	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes ¨ No þ
On September 28, 2013, 199,333,916 shares of Registrant's common stock were outstanding.

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Pentair Ltd. and Subsidiaries

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PART I FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS
Pentair Ltd. and Subsidiaries
Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) (Unaudited)

In millions, except per-share data	Three months ended September 28, 2013	Three months ended September 29, 2012	Nine months ended September 28, 2013	Nine months ended September 29, 2012
Net sales	$1,824.8	$865.5	$5,563.0	$2,665.2
Cost of goods sold	1,187.2	587.4	3,734.2	1,794.3
Gross profit	637.6	278.1	1,828.8	870.9
Selling, general and administrative	366.1	203.1	1,191.5	548.5
Research and development	31.5	19.8	97.1	61.4
Operating income	240.0	55.2	540.2	261.0
Other (income) expense:				
Equity income of unconsolidated subsidiaries	(0.5)	(0.6)	(1.6)	(2.3)
Gain on sale of business	(0.1)	—	(16.8)	—
Net interest expense	17.2	18.6	52.6	49.5
Income before income taxes and noncontrolling interest	223.4	37.2	506.0	213.8
Provision for income taxes	49.2	4.6	123.1	43.7
Net income before noncontrolling interest	174.2	32.6	382.9	170.1
Noncontrolling interest	1.4	1.2	4.3	4.2
Net income attributable to Pentair Ltd.	$172.8	$31.4	$378.6	$165.9
Comprehensive income (loss), net of tax				
Net income before noncontrolling interest	$174.2	$32.6	$382.9	$170.1
Changes in cumulative translation adjustment	89.1	41.2	(29.1)	(3.8)
Changes in market value of derivative financial instruments	(0.6)	(8.4)	(0.3)	(5.3)
Total comprehensive income	262.7	65.4	353.5	161.0
Less: Comprehensive income attributable to noncontrolling interest	2.6	2.1	5.0	4.1
Comprehensive income attributable to Pentair Ltd.	$260.1	$63.3	$348.5	$156.9
Earnings per common share attributable to Pentair Ltd.				
Basic	$0.87	$0.31	$1.87	$1.67
Diluted	$0.85	$0.31	$1.84	$1.63
Weighted average common shares outstanding				
Basic	199.3	100.4	202.1	99.5
Diluted	202.8	102.9	205.6	101.7
Cash dividends paid per common share	$0.25	$0.22	$0.71	$0.66

See accompanying notes to condensed consolidated financial statements.

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Pentair Ltd. and Subsidiaries
Condensed Consolidated Balance Sheets (Unaudited)

In millions, except per-share data	September 28, 2013	December 31, 2012
Assets		
Current assets		
Cash and cash equivalents	$237.7	$261.3
Accounts and notes receivable, net of allowances of $53.0 and $37.5 respectively	1,299.2	1,274.6
Inventories	1,296.1	1,333.9
Other current assets	378.3	341.1
Total current assets	3,211.3	3,210.9
Property, plant and equipment, net	1,171.9	1,188.2
Other assets		
Goodwill	5,122.0	5,111.0
Intangibles, net	1,817.2	1,926.9
Other non-current assets	481.8	504.8
Total other assets	7,421.0	7,542.7
Total assets	$11,804.2	$11,941.8
Liabilities and Equity		
Current liabilities		
Current maturities of long-term debt and short-term borrowings	$3.0	$3.1
Accounts payable	579.4	567.0
Employee compensation and benefits	317.5	296.7
Other current liabilities	778.5	778.1
Total current liabilities	1,678.4	1,644.9
Other liabilities		
Long-term debt	2,570.7	2,454.3
Pension and other post-retirement compensation and benefits	388.2	378.8
Deferred tax liabilities	497.8	480.9
Other non-current liabilities	467.4	495.1
Total liabilities	5,602.5	5,454.0
Equity		
Common shares CHF 0.50 par value, 213.0 authorized and issued at September 28, 2013 and December 31, 2012, respectively	113.5	113.5
Common shares held in treasury, 13.7 and 6.9 shares at September 28, 2013 and December 31, 2012, respectively	(727.2)	(315.5)
Capital contribution reserve	5,066.5	5,292.4
Retained earnings	1,671.1	1,292.5
Accumulated other comprehensive income (loss)	(41.7)	(11.6)
Shareholders’ equity attributable to Pentair Ltd.	6,082.2	6,371.3
Noncontrolling interest	119.5	116.5
Total equity	6,201.7	6,487.8
Total liabilities and equity	$11,804.2	$11,941.8

See accompanying notes to condensed consolidated financial statements.

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Pentair Ltd. and Subsidiaries
Condensed Consolidated Statements of Cash Flows (Unaudited)

	Nine months ended	
In millions	September 28, 2013	September 29, 2012
Operating activities		
Net income before noncontrolling interest	$382.9	$170.1
Adjustments to reconcile net income before noncontrolling interest to net cash provided by (used for) operating activities		
Equity income of unconsolidated subsidiaries	(1.6)	(2.3)
Depreciation	114.3	48.6
Amortization	109.5	29.4
Deferred income taxes	22.8	4.0
Gain on sale of business	(16.8)	—
Share-based compensation	25.3	28.5
Excess tax benefits from share-based compensation	(7.4)	(2.1)
(Gain) loss on sale of assets	4.0	(3.3)
Changes in assets and liabilities, net of effects of business acquisitions		
Accounts and notes receivable	(52.2)	27.3
Inventories	17.7	(0.6)
Other current assets	(9.4)	(4.5)
Accounts payable	20.6	(30.7)
Employee compensation and benefits	25.9	(14.9)
Other current liabilities	4.8	38.7
Other non-current assets and liabilities	(10.6)	(40.8)
Net cash provided by (used for) operating activities	629.8	247.4
Investing activities		
Capital expenditures	(126.3)	(49.9)
Proceeds from sale of property and equipment	3.7	5.1
Proceeds from sale of businesses, net	30.9	—
Acquisitions, net of cash acquired	(84.4)	671.8
Other	(0.8)	(3.1)
Net cash provided by (used for) investing activities	(176.9)	623.9
Financing activities		
Net receipts (repayments) of short-term borrowings	—	(3.7)
Net receipts (repayments) of commercial paper and revolving long-term debt	122.5	(125.0)
Proceeds from long-term debt	—	90.1
Repayments of long-term debt	(6.2)	(190.8)
Debt issuance costs	(1.4)	—
Excess tax benefits from share-based compensation	7.4	2.1
Shares issued to employees, net of shares withheld	70.8	22.0
Repurchases of common shares	(540.3)	—
Dividends paid	(143.9)	(66.1)
Distribution to noncontrolling interest	(2.0)	—
Net cash provided by (used for) financing activities	(493.1)	(271.4)
Effect of exchange rate changes on cash and cash equivalents	16.6	(7.4)
Change in cash and cash equivalents	(23.6)	592.5
Cash and cash equivalents, beginning of period	261.3	50.1
Cash and cash equivalents, end of period	$237.7	$642.6

See accompanying notes to condensed consolidated financial statements.

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Pentair Ltd. and Subsidiaries
Condensed Consolidated Statements of Changes in Equity (Unaudited)

In millions	Common shares		Treasury shares		Capital contribution reserve	Retained earnings	Accumulated other comprehensive income (loss)	Total Pentair Ltd.	Noncontrolling interest	Total
	Number	Amount	Number	Amount						
Balance - December 31, 2012	213.0	$113.5	(6.9)	$(315.5)	$5,292.4	$1,292.5	$(11.6)	$6,371.3	$116.5	$6,487.8
Net income	—	—	—	—	—	378.6	—	378.6	4.3	382.9
Change in cumulative translation adjustment	—	—	—	—	—	—	(29.8)	(29.8)	0.7	(29.1)
Changes in market value of derivative financial instruments, net of $0.5 tax	—	—	—	—	—	—	(0.3)	(0.3)	—	(0.3)
Tax benefits of share-based compensation	—	—	—	—	6.2	—	—	6.2	—	6.2
Dividends declared	—	—	—	—	(199.6)	—	—	(199.6)	—	(199.6)
Distribution to noncontrolling interest	—	—	—	—	—	—	—	—	(2.0)	(2.0)
Share repurchase	—	—	(9.7)	(540.3)	—	—	—	(540.3)	—	(540.3)
Exercise of options, net of shares tendered for payment	—	—	2.5	109.8	(26.6)	—	—	83.2	—	83.2
Issuance of restricted shares, net of cancellations	—	—	0.6	28.9	(28.9)	—	—	—	—	—
Shares surrendered by employees to pay taxes	—	—	(0.2)	(10.1)	(2.3)	—	—	(12.4)	—	(12.4)
Share-based compensation	—	—	—	—	25.3	—	—	25.3	—	25.3
Balance - September 28, 2013	213.0	$113.5	(13.7)	$(727.2)	$5,066.5	$1,671.1	$(41.7)	$6,082.2	$119.5	$6,201.7

In millions	Common shares		Treasury shares		Capital contribution reserve	Retained earnings	Accumulated other comprehensive income (loss)	Total Pentair Ltd.	Noncontrolling interest	Total
	Number	Amount	Number	Amount						
Balance - December 31, 2011	98.6	$47.5	—	$—	$457.7	$1,465.8	$(37.7)	$1,933.3	$114.1	$2,047.4
Net income	—	—	—	—	—	165.9	—	165.9	4.2	170.1

Change in cumulative translation adjustment	—	—	—	—	—	—	(3.7)	(3.7)	(0.1)	(3.8)
Changes in market value of derivative financial instruments, net of $2.6 tax	—	—	—	—	—	—	(5.3)	(5.3)	—	(5.3)
Dividends declared	—	—	—	—	(143.0)	(66.2)	—	(209.2)	—	(209.2)
Issuance of shares related to the Merger	113.6	65.5	(2.7)	(119.6)	4,985.8	—	—	4,931.7	—	4,931.7
Exercise of options, net of shares tendered for payment	0.7	0.4	—	0.2	20.2	—	—	20.8	—	20.8
Issuance of restricted shares, net of cancellations	0.2	0.1	—	—	18.8	—	—	18.9	—	18.9
Shares surrendered by employees to pay taxes	(0.1)	—	—	—	(2.7)	—	—	(2.7)	—	(2.7)
Share-based compensation	—	—	—	—	28.5	—	—	28.5	—	28.5
Balance - September 29, 2012	213.0	$113.5	(2.7)	$(119.4)	$5,365.3	$1,565.5	$(46.7)	$6,878.2	$118.2	$6,996.4

See accompanying notes to condensed consolidated financial statements.

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Pentair Ltd. and Subsidiaries
Notes to condensed consolidated financial statements (unaudited)

1.Basis of Presentation and Responsibility for Interim Financial Statements

The accompanying unaudited condensed consolidated financial statements of Pentair Ltd. and subsidiaries (“we,” “us,” “our,” “Pentair,” or “the Company”) have been prepared following the requirements of the U.S. Securities and Exchange Commission (“SEC”) for interim reporting. As permitted under those rules, certain footnotes or other financial information that are normally required by accounting principles generally accepted in the United States of America can be condensed or omitted.

We are responsible for the unaudited financial statements included in this document. The financial statements include all normal recurring adjustments that are considered necessary for the fair presentation of our financial position and operating results. As these are condensed financial statements, one should also read our consolidated financial statements and notes thereto, which are included in our Annual Report on Form 10-K for the year ended December 31, 2012.

Revenues, expenses, cash flows, assets and liabilities can and do vary during each quarter of the year. Therefore, the results and trends in these interim financial statements may not be indicative of those for a full year.

Our fiscal year ends on December 31. We report our interim quarterly periods on a 13-week basis ending on a Saturday.

New Accounting Standards

In February 2013, the Financial Accounting Standards Board issued authoritative guidance surrounding the presentation of items reclassified from Accumulated other comprehensive income (loss) (“AOCI”) to net income. This guidance requires entities to disclose, either in the notes to the consolidated financial statements or parenthetically on the face of the statement that reports comprehensive income, items reclassified out of AOCI and into net income in their entirety and the effect of the reclassification on each affected net income line item. In addition, for AOCI reclassification items that are not reclassified in their entirety into net income, a cross reference to other required disclosures is required. This guidance was effective for fiscal years and interim periods beginning after December 15, 2012. The adoption of this guidance on January 1, 2013 did not impact our financial condition or results of operations. The reclassifications out of AOCI and into net income were not material for the three and nine months ended September 28, 2013.

2. Acquisitions and Divestitures

Material acquisitions

Pentair Ltd. took its current form on September 28, 2012 as a result of a reverse acquisition (the "Merger") involving Pentair, Inc. and an indirect, wholly-owned subsidiary of Flow Control (defined below), with Pentair, Inc. surviving as an indirect, wholly-owned subsidiary of Pentair Ltd. "Flow Control" refers to Pentair Ltd. prior the Merger. Prior to the Merger, Tyco International Ltd. ("Tyco") engaged in an internal restructuring whereby it transferred to Flow Control certain assets related to the flow control business of Tyco, and Flow Control assumed from Tyco certain liabilities related to the flow control business of Tyco. On September 28, 2012 prior to the Merger, Tyco effected a spin-off of Flow Control through the pro-rata distribution of 100% of the outstanding common shares of Flow Control to Tyco’s shareholders (the “Distribution”), resulting in the distribution of approximately 110.9 million of our common shares to Tyco’s shareholders. The Merger was accounted for as a reverse acquisition under the purchase method of accounting with Pentair, Inc. treated as the acquirer. Our business units comprising the legacy Flow Control business had net sales of $905.2 million and $2,757.7 million and net income of $105.0 million and $195.7 million for the three and nine months ended September 28, 2013, respectively.

Based on the price of Pentair, Inc. common stock and our common shares issued on the date of the Merger, the purchase price was composed of the following:

In millions	
Value of common shares issued to Tyco shareholders [(1)]	$4,811.4

Value of replacement equity-based awards to holders of Tyco equity-based awards [2]	119.8
Cash paid to Tyco in settlement of the working capital and net indebtedness adjustment	84.4
Cash paid to Tyco shareholders in lieu of fractional common shares [3]	0.5
	$5,016.1

(1) Equals 110.9 million Pentair Ltd. shares distributed to Tyco shareholders multiplied by the Merger date share price of $43.39.

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Pentair Ltd. and Subsidiaries
Notes to condensed consolidated financial statements (unaudited)

(2) In accordance with applicable accounting guidance, the fair value of replacement equity-based awards attributable to pre-combination service is recorded as part of the consideration transferred in the Merger, while the fair value of replacement equity-based awards attributable to post-combination service is recorded separately from the business combination and recognized as compensation cost in the post-acquisition period over the remaining service period. The fair value of our equivalent stock options was estimated using the Black-Scholes valuation model utilizing various assumptions.

(3) Equals cash paid to Tyco shareholders in lieu of less than 0.1 million Pentair Ltd. fractional shares multiplied by the Merger date share price of $43.39.

During the nine months ended September 28, 2013, the Company recorded an increase of $93.0 million to its preliminary purchase price, of which $84.4 million related to cash paid to Tyco in settlement of the working capital and net indebtedness adjustment and $8.6 million related to an increase in the value of replacement equity-based awards to holders of Tyco equity-based awards.

The purchase price has been allocated based on the estimated fair value of net assets acquired and liabilities assumed at the date of the Merger. During the nine months ended September 28, 2013, the Company recorded fair value adjustments to the preliminary purchase price allocation reported at December 31, 2012. These adjustments were applied retrospectively back to the date of the Merger.

The following table summarizes the fair values of the assets acquired and liabilities assumed in the Merger as adjusted at September 28, 2013 and as previously reported at December 31, 2012:

In millions	September 28, 2013	December 31, 2012
Cash and cash equivalents	$691.7	$691.7
Accounts and notes receivable	753.5	771.6
Inventories	999.7	1,046.2
Other current assets	94.1	98.2
Property, plant and equipment	785.7	822.0
Goodwill	2,741.8	2,520.1
Intangibles	1,441.9	1,425.1
Other non-current assets	241.1	275.1
Current liabilities	(881.4)	(856.3)
Long-term debt	(914.5)	(914.5)
Income taxes, including current and deferred	(304.0)	(364.6)
Other liabilities and redeemable noncontrolling interest	(633.5)	(591.5)
Total purchase price	$5,016.1	$4,923.1

The excess of purchase price over tangible net assets and identified intangible assets acquired was allocated to goodwill in the amount of $2,741.8 million. Goodwill has been allocated to our reporting segments as follows: $348.6 million to Water & Fluid Solutions, $1,511.6 million to Valves & Controls and $881.6 million to Technical Solutions. None of the goodwill recognized from the Merger is expected to be deductible for income tax purposes. Goodwill recognized from the Merger reflects the current value of the expected future income resulting from synergies of our combined operations. Identifiable intangible assets acquired as part of the Merger were $1,441.9 million and include $362.3 million of indefinite life trade name intangibles and the following definite-lived intangibles: $920.0 million of customer relationships with a weighted average useful life of 14.2 years, $115.9 million of proprietary technology with a weighted average useful life of 13.7 years and $43.7 million of customer backlog with a weighted average useful life of less than one year.

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Pentair Ltd. and Subsidiaries
Notes to condensed consolidated financial statements (unaudited)

Pro forma results of material acquisitions
The following unaudited pro forma condensed consolidated financial results of operations are presented as if the Merger had been completed on January 1, 2011:

In millions, except per-share data	Three months ended September 29, 2012	Nine months ended September 29, 2012
Pro forma net sales	$1,877.7	$5,659.0
Pro forma net income attributable to Pentair Ltd.	86.7	302.6
Pro forma diluted earnings per common share attributable to Pentair Ltd.	0.41	1.42

The 2012 unaudited pro forma net income excludes the impact of $31.5 million and $49.4 million, respectively, of transaction related costs associated with the Merger, and $21.2 million and $21.8 million, respectively, of non-recurring items related to change of control costs for the three and nine months ended September 29, 2012.
The pro forma consolidated financial information was prepared for comparative purposes only and includes certain adjustments, as noted above. The adjustments are estimates based on currently available information and actual amounts may have differed materially from these estimates. They do not reflect the effect of costs or synergies that would have been expected to result from the integration of Flow Control. The pro forma information does not purport to be indicative of the results of operations that actually would have resulted had the business combination occurred at the beginning of the period presented or of future results of the consolidated entities.
Other acquisitions
On October 4, 2012, we acquired, as part of Valves & Controls, the remaining 25% equity interest in Pentair Middle East Holding S.a.r.l. ("KEF"), a privately held company, for $100.0 million in cash. Prior to the acquisition, we held a 75% equity interest in KEF, a vertically integrated valve manufacturer in the Middle East. There was no pro forma impact from this acquisition as the results of KEF were consolidated into Flow Control's financial statements prior to acquiring the remaining 25% interest in KEF.
Additionally, during the year ended December 31, 2012, we completed other small acquisitions as part of Water & Fluid Solutions with purchase prices totaling $121.2 million in cash, net of cash acquired. Total goodwill recorded as part of the purchase price allocations was $80.9 million, $67.1 million of which is tax deductible.
Divestitures
During the nine months ended September 28, 2013, we sold a business that was part of Technical Solutions for a cash purchase price of $30.1 million, net of transaction costs, resulting in a gain of $16.8 million. Goodwill of $5.3 million was included in the assets of the business sold.

3. Share Plans
Total share-based compensation expense for the three and nine months ended September 28, 2013 and September 29, 2012 was as follows:

In millions	Three months ended		Nine months ended	
	September 28, 2013	September 29, 2012	September 28, 2013	September 29, 2012
Restricted stock units	$4.6	$12.8	$16.4	$18.6
Stock options	2.6	5.6	8.9	9.9
Total share-based compensation expense	$7.2	$18.4	$25.3	$28.5

In the first quarter of 2013, we issued our annual share-based compensation grants under the Pentair Ltd. 2012 Stock and Incentive Plan to eligible employees. The total number of awards issued was approximately 1.2 million, of which 0.9 million were stock options and 0.3 million were restricted stock units. The weighted-average grant date fair value of the stock options and restricted stock units issued was $13.89 and $50.60, respectively.

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Pentair Ltd. and Subsidiaries
Notes to condensed consolidated financial statements (unaudited)

We estimated the fair value of each stock option award issued in the annual share-based compensation grant using a Black-Scholes option pricing model, modified for dividends and using the following assumptions:

	2013 Annual Grant	
Risk-free interest rate	0.69	%
Expected dividend yield	2.01	%
Expected share price volatility	36.0	%
Expected term (years)	5.7	

These estimates require us to make assumptions based on historical results, observance of trends in our share price, changes in option exercise behavior, future expectations and other relevant factors. If other assumptions had been used, share-based compensation expense, as calculated and recorded under the accounting guidance, could have been affected.

We based the expected life assumption on historical experience as well as the terms and vesting periods of the options granted. For purposes of determining expected share price volatility, we considered a rolling average of historical volatility measured over a period approximately equal to the expected option term. The risk-free interest rate for periods that coincide with the expected life of the options is based on the U.S. Treasury Department yield curve in effect at the time of grant.

4. Restructuring

During the nine months ended September 28, 2013 and the year ended December 31, 2012, we initiated certain business restructuring initiatives aimed at reducing our fixed cost structure and realigning our business. The 2013 initiatives included the reduction in hourly and salaried headcount of approximately 700 employees, consisting of approximately 200 in Water & Fluid Solutions, 200 in Valves & Controls and 300 in Technical Solutions. The 2012 initiatives included the reduction in hourly and salaried headcount of approximately 1,000 employees, consisting of approximately 500 in Water & Fluid Solutions, 300 in Valves & Controls and 200 in Technical Solutions.

Restructuring related costs included in Selling, general and administrative expenses in the Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) included costs for severance and other restructuring costs as follows:

In millions	Three months ended September 28, 2013	Three months ended September 29, 2012	Nine months ended September 28, 2013	Nine months ended September 29, 2012
Severance and related costs	$0.8	$0.8	$40.6	$10.5
Other	3.2	—	11.7	0.7
Total restructuring costs	$4.0	$0.8	$52.3	$11.2

Other restructuring costs primarily consist of asset impairment and various contract termination costs.

Total restructuring costs related to Water & Fluid Solutions, Valves & Controls and Technical Solutions were $3.0 million, $0.4 million and $0.6 million, respectively, for the three months ended September 28, 2013, and $16.7 million, $19.2 million and $16.4 million, respectively, for the nine months ended September 28, 2013.

Activity in the restructuring accrual recorded in Other current liabilities and Employee compensation and benefits in the Condensed Consolidated Balance Sheets is summarized as follows for the nine months ended September 28, 2013:

In millions	September 28, 2013
Beginning balance	$59.6
Costs incurred	40.6

Cash payments and other	(57.1)
Ending balance	$43.1

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Pentair Ltd. and Subsidiaries
Notes to condensed consolidated financial statements (unaudited)

5. Earnings Per Share

Basic and diluted earnings per share were calculated as follows:

In millions, except per-share data	Three months ended September 28, 2013	Three months ended September 29, 2012	Nine months ended September 28, 2013	Nine months ended September 29, 2012
Net income attributable to Pentair Ltd.	$172.8	$31.4	$378.6	$165.9
Weighted average common shares outstanding				
Basic	199.3	100.4	202.1	99.5
Dilutive impact of stock options and restricted stock units	3.5	2.5	3.5	2.2
Diluted	202.8	102.9	205.6	101.7
Earnings per common share attributable to Pentair Ltd.				
Basic earnings per common share	$0.87	$0.31	$1.87	$1.67
Diluted earnings per common share	$0.85	$0.31	$1.84	$1.63
Anti-dilutive stock options excluded from the calculation of diluted earnings per share	0.1	0.3	0.9	1.4

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Pentair Ltd. and Subsidiaries
Notes to condensed consolidated financial statements (unaudited)

6. Supplemental Balance Sheet Information

In millions	September 28, 2013	December 31, 2012
Inventories		
Raw materials and supplies	$581.6	$615.1
Work-in-process	193.8	207.6
Finished goods	520.7	511.2
Total inventories	$1,296.1	$1,333.9
Other current assets		
Cost in excess of billings	$142.7	$124.4
Prepaid expenses	108.9	89.0
Deferred income taxes	106.3	89.2
Other current assets	20.4	38.5
Total other current assets	$378.3	$341.1
Property, plant and equipment, net		
Land and land improvements	$248.5	$248.6
Buildings and leasehold improvements	508.4	474.4
Machinery and equipment	1,156.4	1,073.0
Construction in progress	121.0	103.0
Total property, plant and equipment	2,034.3	1,899.0
Accumulated depreciation and amortization	862.4	710.8
Total property, plant and equipment, net	$1,171.9	$1,188.2
Other non-current assets		
Asbestos-related insurance receivable	$130.1	$131.0
Deferred income taxes	130.9	121.1
Other non-current assets	220.8	252.7
Total other non-current assets	$481.8	$504.8
Other current liabilities		
Deferred revenue and customer deposits	$117.9	$127.2
Dividends payable	149.5	95.0
Billings in excess of cost	86.5	61.1
Accrued warranty	56.0	54.0
Other current liabilities	368.6	440.8
Total other current liabilities	$778.5	$778.1
Other non-current liabilities		
Asbestos-related liabilities	$266.3	$278.9
Taxes payable	49.6	50.5
Other non-current liabilities	151.5	165.7
Total other non-current liabilities	$467.4	$495.1

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7. Goodwill and Other Identifiable Intangible Assets

The changes in the carrying amount of goodwill by segment were as follows:

In millions	December 31, 2012	Acquisitions/ divestitures	Foreign currency translation/other	September 28, 2013
Water & Fluid Solutions	$2,437.7	$—	$15.4	$2,453.1
Valves & Controls	1,511.6	—	—	1,511.6
Technical Solutions	1,161.7	(5.3)	0.9	1,157.3
Total goodwill	$5,111.0	$(5.3)	$16.3	$5,122.0

Identifiable intangible assets consisted of the following:

	September 28, 2013			December 31, 2012		
In millions	Cost	Accumulated amortization	Net	Cost	Accumulated amortization	Net
Finite-life intangibles						
Customer relationships	$1,288.0	$(221.1)	$1,066.9	$1,291.5	$(152.7)	$1,138.8
Trade names	2.1	(0.9)	1.2	1.5	(0.7)	0.8
Proprietary technology	265.0	(74.8)	190.2	263.7	(57.8)	205.9
Backlog	28.7	(26.7)	2.0	43.7	(18.2)	25.5
Total finite-life intangibles	$1,583.8	$(323.5)	$1,260.3	$1,600.4	$(229.4)	$1,371.0
Indefinite-life intangibles						
Trade names	556.9	—	556.9	555.9	—	555.9
Total intangibles, net	$2,140.7	$(323.5)	$1,817.2	$2,156.3	$(229.4)	$1,926.9

Intangible asset amortization expense was $28.8 million and $9.7 million for the three months ended September 28, 2013 and September 29, 2012, respectively, and $109.5 million and $29.4 million for the nine months ended September 28, 2013 and September 29, 2012, respectively.

Estimated future amortization expense for identifiable intangible assets during the remainder of 2013 and the next five years is as follows:

In millions	Q4 2013	2014	2015	2016	2017	2018
Estimated amortization expense	$29.2	$116.0	$115.5	$114.5	$113.0	$110.4

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8. Debt

Debt and the average interest rates on debt outstanding were as follows:

In millions	Average interest rate at September 28, 2013	Maturity Year	September 28, 2013	December 31, 2012
Commercial paper	0.522%	2017	$539.1	$424.7
Revolving credit facilities	1.429%	2017	7.6	—
Senior notes - fixed rate	1.350%	2015	350.0	350.0
Senior notes - fixed rate	1.875%	2017	350.0	350.0
Senior notes - fixed rate	2.650%	2019	250.0	250.0
Senior notes - fixed rate	5.000%	2021	500.0	500.0
Senior notes - fixed rate	3.150%	2022	550.0	550.0
Other	0.030%	2015-2030	5.0	8.9
Capital lease obligations	4.150%	2013-2025	22.0	23.8
Total debt			2,573.7	2,457.4
Less: Current maturities and short-term borrowings			(3.0)	(3.1)
Long-term debt			$2,570.7	$2,454.3

The 1.35% Senior Notes due 2015, 1.875% Senior Notes due 2017, 2.65% Senior Notes due 2019, 5.00% Senior Notes due 2021 and 3.15% Senior Notes due 2022 (collectively, the "Notes") were all issued in transactions exempt from the registration requirements of the Securities Act of 1933, as amended. In March 2013, Pentair Ltd. and our 100 percent-owned subsidiary, Pentair Finance S.A. ("PFSA"), filed a Registration Statement with the SEC offering to exchange the Notes for new, registered Notes. The exchange offer expired on April 19, 2013 and did not impact the aggregate principle amount or the terms of the Notes outstanding. The new, registered Notes issued in such exchange offer are guaranteed as to payment by Pentair Ltd.

In September 2012, Pentair, Inc. entered into a credit agreement providing for an unsecured, committed revolving credit facility (the "Credit Facility") with initial maximum aggregate availability of up to $1,450.0 million. Upon the completion of the Merger, Pentair Ltd. became the guarantor under the Credit Facility and PFSA and certain other of our subsidiaries became affiliate borrowers under the Credit Facility. Borrowings under the Credit Facility generally bear interest at a variable rate equal to the London Interbank Offered Rate plus a specified margin based upon PFSA's credit ratings. PFSA must also pay a facility fee ranging from 10.0 to 30.0 basis points per annum (based upon PFSA's credit ratings) on the amount of each lender's commitment. PFSA is authorized to sell short-term commercial paper notes to the extent availability exists under the Credit Facility. PFSA uses the Credit Facility as back-up liquidity to support 100% of our outstanding commercial paper. As of September 28, 2013 and December 31, 2012, we had $539.1 million and $424.7 million, respectively, of commercial paper outstanding, all of which was classified as long-term as we have the intent and the ability to refinance such obligations on a long-term basis under the Credit Facility.

Total availability under the Credit Facility was $903.3 million as of September 28, 2013, which was not limited by any covenants contained in the Credit Facility's credit agreement.

Our debt agreements contain certain financial covenants, the most restrictive of which are in the Credit Facility, including that we may not permit (i) the ratio of our consolidated debt plus synthetic lease obligations to our consolidated net income (excluding, among other things, non-cash gains and losses) before interest, taxes, depreciation, amortization, non-cash share-based compensation expense, and up to $40.0 million of costs and expenses incurred in connection with the Merger ("EBITDA") for the four consecutive fiscal quarters then ended (the "Leverage Ratio") to exceed 3.50 to 1.00 on the last day of each fiscal quarter, and (ii) the ratio of our EBITDA for the four consecutive fiscal quarters then ended to our consolidated interest expense, including consolidated yield or discount accrued as to outstanding securitization obligations (if any), for the same period to be less than 3.00 to 1.00 as of the end of each fiscal quarter. For purposes of the Leverage Ratio, the Credit Facility provides for the calculation of EBITDA giving pro forma effect to the Merger and certain acquisitions, divestitures and liquidations during the period to which such calculation relates. As of September 28, 2013, we were in compliance with all financial covenants in our debt agreements.

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In addition to the Credit Facility, we have various other credit facilities with an aggregate availability of $91.5 million, of which none was outstanding at September 28, 2013. Borrowings under these credit facilities bear interest at variable rates.

Debt outstanding at September 28, 2013 matures on a calendar year basis as follows:

In millions	Q4 2013	2014	2015	2016	2017	2018	Thereafter	Total
Contractual debt obligation maturities	$—	$—	$350.0	$—	$896.7	$—	$1,305.0	$2,551.7
Capital lease obligations	0.8	3.0	5.9	1.0	1.0	1.0	9.3	22.0
Total maturities	$0.8	$3.0	$355.9	$1.0	$897.7	$1.0	$1,314.3	$2,573.7

Capital lease obligations relate primarily to land and buildings and consist of total future minimum lease payments of $23.9 million less the imputed interest of $1.9 million as of September 28, 2013.

As of September 28, 2013 and December 31, 2012, assets under capital lease were $41.2 million and $40.5 million, respectively, less accumulated amortization of $7.1 million and $6.0 million, respectively, all of which were included in Property, plant and equipment, net on the Condensed Consolidated Balance Sheets.

9. Derivatives and Financial Instruments

Derivative financial instruments

We are exposed to market risk related to changes in foreign currency exchange rates and interest rates on our floating rate indebtedness. To manage the volatility related to these exposures, we periodically enter into a variety of derivative financial instruments. Our objective is to reduce, where it is deemed appropriate to do so, fluctuations in earnings and cash flows associated with changes in foreign currency rates and interest rates. The derivative contracts contain credit risk to the extent that our bank counterparties may be unable to meet the terms of the agreements. The amount of such credit risk is generally limited to the unrealized gains, if any, in such contracts. Such risk is minimized by limiting those counterparties to major financial institutions of high credit quality.

Interest rate swaps

During 2012, we used floating to fixed rate interest rate swaps to mitigate our exposure to future changes in interest rates related to our floating rate indebtedness. We designated these interest rate swap arrangements as cash flow hedges. As a result, changes in the fair value of the interest rate swaps were recorded in AOCI on the Condensed Consolidated Balance Sheets throughout the contractual term of each of the interest rate swap arrangements. During 2012, all of our interest rate swaps expired or were terminated and, as a result, we had no outstanding interest rate swap arrangements at December 31, 2012 or September 28, 2013.

Derivative gains and losses included in AOCI were reclassified into earnings at the time the related interest expense was recognized or the settlement of the related commitment occurred. Interest expense from swaps was $1.0 million and $4.9 million for the three and nine months ended September 29, 2012, respectively, and was recorded in Net interest expense in the Condensed Consolidated Statements of Operations and Comprehensive Income (Loss).

In April 2011, as part of our planned debt issuance to fund the Clean Process Technologies acquisition, we entered into interest rate swap contracts to hedge movement in interest rates through the expected date of closing for a portion of the expected fixed rate debt offering. The swaps had a notional amount of $400.0 million with an average interest rate of 3.65%. In May 2011, upon the sale of the 2021 Notes, the swaps were terminated at a cost of $11.0 million. Because we used the contracts to hedge future interest payments, this was recorded in AOCI in the Condensed Consolidated Balance Sheets and will be amortized as interest expense over the 10 year life of the 2021 Notes. The ending unrealized net loss in AOCI was $8.3 million and $9.2 million at September 28, 2013 and December 31, 2012, respectively.

Foreign currency contracts

We conduct business in various locations throughout the world and are subject to market risk due to changes in the value of foreign currencies in relation to our reporting currency, the U.S. dollar. We manage our economic and transaction exposure to certain market-based risks through the use of foreign currency derivative financial instruments. Our objective in holding these derivatives is to reduce the volatility of net earnings and cash flows associated with changes in foreign currency exchange rates. The majority of our foreign currency contracts have an original maturity date of less than one year. At September 28, 2013 and

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December 31, 2012, we had outstanding foreign currency derivative contracts with gross notional U.S. dollar equivalent amounts of $143.9 million and $163.7 million, respectively. The impact of these contracts on the Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) is not material for any period presented.

Gains or losses on foreign currency contracts designated as hedges are reclassified out of AOCI and into Selling, general and administrative expense in the Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) upon settlement. Such reclassifications during the three and nine months ended September 28, 2013 were not material.

Fair value measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Assets and liabilities measured at fair value are classified using the following hierarchy, which is based upon the transparency of inputs to the valuation as of the measurement date:

Level 1:	Valuation is based on observable inputs such as quoted market prices (unadjusted) for identical assets or liabilities in active markets.
Level 2:	Valuation is based on inputs such as quoted market prices for similar assets or liabilities in active markets or other inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
Level 3:	Valuation is based upon other unobservable inputs that are significant to the fair value measurement.

In making fair value measurements, observable market data must be used when available. When inputs used to measure fair value fall within different levels of the hierarchy, the level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measurement.

Fair value of financial instruments

The following methods were used to estimate the fair values of each class of financial instruments:

- short-term financial instruments (cash and cash equivalents, accounts and notes receivable, accounts and notes payable and variable-rate debt) — recorded amount approximates fair value because of the short maturity period;
- long-term fixed-rate debt, including current maturities — fair value is based on market quotes available for issuance of debt with similar terms, which are inputs that are classified as Level 2 in the valuation hierarchy defined by the accounting guidance; and
- interest rate swaps and foreign currency contract agreements — fair values are determined through the use of models that consider various assumptions, including time value, yield curves, as well as other relevant economic measures, which are inputs that are classified as Level 2 in the valuation hierarchy defined by the accounting guidance.

The recorded amounts and estimated fair values of total debt, excluding the effects of derivative financial instruments, were as follows:

In millions	September 28, 2013 Recorded Amount	Fair Value	December 31, 2012 Recorded Amount	Fair Value
Variable rate debt	$546.7	$546.7	$427.7	$427.7
Fixed rate debt	2,027.0	2,013.5	2,029.7	2,081.3
Total debt	$2,573.7	$2,560.2	$2,457.4	$2,509.0

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Financial assets and liabilities measured at fair value on a recurring and nonrecurring basis were as follows:

	September 28, 2013			
In millions	Level 1	Level 2	Level 3	Total
Recurring fair value measurements				
Foreign currency contract assets	$—	$4.0	$—	$4.0
Foreign currency contract liabilities	—	(1.2)	—	(1.2)
Deferred compensation plan [1]	30.6	—	—	30.6
Total recurring fair value measurements	$30.6	$2.8	$—	$33.4

	December 31, 2012			
In millions	Level 1	Level 2	Level 3	Total
Recurring fair value measurements				
Foreign currency contract assets	$—	$2.9	$—	$2.9
Foreign currency contract liabilities	—	(0.5)	—	(0.5)
Deferred compensation plan [1]	22.4	—	—	22.4
Total recurring fair value measurements	$22.4	$2.4	$—	$24.8
Nonrecurring fair value measurements				
Trade name intangibles [2]	$—	$—	$63.7	$63.7
Total nonrecurring fair value measurement	$—	$—	$63.7	$63.7

(1) Deferred compensation plan assets include mutual funds and cash equivalents for payment of certain non-qualified benefits for retired, terminated and active employees. The fair value of these assets was based on quoted market prices in active markets.

(2) In the fourth quarter of 2012, we completed our annual intangible assets impairment review. As a result, we recorded a pre-tax non-cash impairment charge of $60.7 million for trade names intangibles. The fair value of trade names is measured using the relief-from-royalty method. This method assumes the trade name has value to the extent that the owner is relieved of the obligation to pay royalties for the benefits received from them. This method requires us to estimate the future revenue for the related brands, the appropriate royalty rate and the weighted average cost of capital.

10. Income Taxes

The provision for income taxes consists of provisions for Swiss federal and international income taxes. We operate in an international environment with operations in various locations outside Switzerland. Accordingly, the consolidated income tax rate is a composite rate reflecting the earnings in the various locations and the applicable rates.

The effective income tax rate for the nine months ended September 28, 2013 was 24.3% compared to 20.4% for the nine months ended September 29, 2012. Our effective income tax rate was higher due to the favorable resolution of U.S. federal and state tax audits during the nine months ended September 29, 2012, which was not recurring during the nine months ended September 28, 2013, and the timing of losses in jurisdictions where we recognize no tax benefits. The increases were partially offset by the mix of global earnings, including the impact of the Merger.

We continue to actively pursue initiatives to reduce our effective tax rate. The tax rate in any quarter can be affected positively or negatively by adjustments that are required to be reported in the specific quarter of resolution.

The liability for uncertain tax positions was $52.0 million and $52.9 million at September 28, 2013 and December 31, 2012, respectively. We record penalties and interest related to unrecognized tax benefits in Provision for income taxes and Net interest expense, respectively, on the Condensed Consolidated Statements of Operations and Comprehensive Income (Loss), which is consistent with our past practices.

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Tax sharing agreement and other income tax matters

In connection with the Distribution, we entered into a tax sharing agreement (the “2012 Tax Sharing Agreement”) with Tyco and The ADT Corporation (“ADT”), which governs the rights and obligations of Tyco, ADT and us for certain pre-Distribution tax liabilities, including Tyco’s obligations under a separate tax sharing agreement (the “2007 Tax Sharing Agreement”) that Tyco, Covidien Ltd. (“Covidien”) and TE Connectivity Ltd. (“TE Connectivity”) entered into in connection with the 2007 distributions of Covidien and TE Connectivity by Tyco (the “2007 Separation”). The 2007 Tax Sharing Agreement governs the rights and obligations of Tyco, Covidien and TE Connectivity with respect to certain pre-2007 Separation tax liabilities and certain tax liabilities arising in connection with the 2007 Separation. More specifically, Tyco, Covidien and TE Connectivity share 27%, 42% and 31%, respectively, of income tax liabilities that arise from adjustments made by tax authorities to Tyco's, Covidien's and TE Connectivity's U.S. and certain non-U.S. 2007 and prior income tax returns. The 2012 Tax Sharing Agreement provides that we, Tyco and ADT will share (i) certain pre-Distribution income tax liabilities that arise from adjustments made by tax authorities to our, Tyco’s and ADT’s U.S. income tax returns, and (ii) payments required to be made by Tyco in respect to the 2007 Tax Sharing Agreement (collectively, “Shared Tax Liabilities”). Tyco is responsible for the first $500 million of Shared Tax Liabilities. We and ADT will share 42% and 58%, respectively, of the next $225 million of Shared Tax Liabilities. We, ADT and Tyco will share 20%, 27.5% and 52.5%, respectively, of Shared Tax Liabilities above $725 million. Under these tax sharing agreements, the amount ultimately assessed would have to be in excess of $1.85 billion before we would be required to pay any of the amounts assessed.

In the event the Distribution, the spin-off of ADT, or certain internal transactions undertaken in connection therewith were determined to be taxable as a result of actions taken after the Distribution by us, ADT or Tyco, the party responsible for such failure would be responsible for all taxes imposed on us, ADT or Tyco as a result thereof. Taxes resulting from the determination that the Distribution, the spin-off of ADT, or any internal transaction is taxable are referred to herein as “Distribution Taxes.” If such failure is not the result of actions taken after the Distribution by us, ADT or Tyco, then we, ADT and Tyco would be responsible for any Distribution Taxes imposed on us, ADT or Tyco as a result of such determination in the same manner and in the same proportions as the Shared Tax Liabilities. ADT will have sole responsibility for any income tax liability arising as a result of Tyco’s acquisition of Brink’s Home Security Holdings, Inc. (“BHS”) in May 2010, including any liability of BHS under the tax sharing agreement between BHS and The Brink’s Company dated October 31, 2008 (collectively, the “BHS Tax Liabilities”). Costs and expenses associated with the management of Shared Tax Liabilities, Distribution Taxes and BHS Tax Liabilities will generally be shared 20% by us, 27.5% by ADT and 52.5% by Tyco. We are responsible for all of our own taxes that are not shared pursuant to the 2012 Tax Sharing Agreement’s sharing formulae. In addition, Tyco and ADT are responsible for their tax liabilities that are not subject to the 2012 Tax Sharing Agreement’s sharing formulae.

The 2012 Tax Sharing Agreement also provides that, if any party were to default in its obligation to another party to pay its share of the distribution taxes that arise as a result of no party’s fault, each non-defaulting party would be required to pay, equally with any other non-defaulting party, the amounts in default. In addition, if another party to the 2012 Tax Sharing Agreement that is responsible for all or a portion of an income tax liability were to default in its payment of such liability to a taxing authority, we could be legally liable under applicable tax law for such liabilities and required to make additional tax payments. Accordingly, under certain circumstances, we may be obligated to pay amounts in excess of our agreed-upon share of our, Tyco’s and ADT’s tax liabilities.

On July 1, 2013, Tyco announced that the Internal Revenue Service (“IRS”) issued Notices of Deficiency (“Tyco IRS Notices”) to Tyco asserting that several of Tyco's former U.S. subsidiaries collectively owe additional taxes in the aggregate amount of $883.3 million plus penalties of $154 million based on audits of the 1997 through 2000 tax years of Tyco and its subsidiaries as they existed at that time. These amounts exclude interest and do not reflect the impact on subsequent periods if the IRS challenge to Tyco's tax filings as described below is ultimately successful. If the IRS should successfully assert its position, our share of the collective liability, if any, would be determined pursuant to the 2007 Tax Sharing Agreement and the 2012 Tax Sharing Agreement.

As we have previously disclosed, in connection with U.S. federal tax audits of Tyco and its subsidiaries, the IRS has previously raised issues and proposed tax adjustments for periods beginning with the 1997 tax year. The adjustments now asserted by the IRS under the Tyco IRS Notices primarily relate to the treatment of certain intercompany debt transactions. The IRS has asserted in the Tyco IRS Notices that substantially all of the intercompany debt originated during the 1997 - 2000 period should not be treated as debt for U.S. federal income tax purposes, and has therefore disallowed interest and related deductions recognized associated with that intercompany debt on the U.S. income tax returns for those periods totaling approximately $2.86 billion. If the IRS is successful in asserting its claim, it would have an adverse impact on interest deductions related to the same Tyco intercompany debt in subsequent time periods, totaling approximately $6.6 billion, which Tyco has advised us that it expects the IRS to disallow. Under the 2012 Tax Sharing Agreement, Tyco has the right to administer, control, and settle all

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U.S. income tax audits for periods prior to and including the Distribution. Tyco has advised us that it intends to petition the U.S. Tax Court to contest the IRS assessment. Tyco has further advised us that it strongly disagrees with the IRS position and believes (i) it has meritorious defenses for the respective tax filings, (ii) the IRS positions with regard to these matters are inconsistent with applicable tax laws and Treasury regulations, and (iii) the previously reported taxes for the years in question are appropriate.
No payments with respect to these matters would be required until the dispute is resolved in the U.S. Tax Court, which Tyco has advised us, based on the experience of other companies, could take several years. However, the ultimate resolution of these matters is uncertain, and to the extent we are responsible for any Shared Tax Liability or Distribution Tax, including if the IRS were to prevail with respect to the matter set forth above, there could be a material adverse impact on our financial condition, results of operations, or cash flows in future reporting periods.

11. Benefit Plans

Components of net periodic benefit cost for our pension plans for the three and nine months ended September 28, 2013 and September 29, 2012 were as follows:

	U.S. pension plans			
	Three months ended		Nine months ended	
In millions	September 28, 2013	September 29, 2012	September 28, 2013	September 29, 2012
Service cost	$3.9	$3.2	$11.7	$9.6
Interest cost	3.6	7.1	10.8	21.3
Expected return on plan assets	(2.4)	(7.3)	(7.2)	(21.9)
Net periodic benefit cost	$5.1	$3.0	$15.3	$9.0

	Non-U.S. pension plans			
	Three months ended		Nine months ended	
In millions	September 28, 2013	September 29, 2012	September 28, 2013	September 29, 2012
Service cost	$2.4	$0.6	$7.2	$1.8
Interest cost	4.4	1.1	13.2	3.3
Expected return on plan assets	(3.8)	(0.1)	(11.4)	(0.3)
Net periodic benefit cost	$3.0	$1.6	$9.0	$4.8

Components of net periodic benefit cost for our other post-retirement plans for the three and nine months ended September 28, 2013 and September 29, 2012 were not material.

12. Shareholders' Equity

Share repurchases

Prior to the closing of the Merger, our board of directors, and Tyco as our sole shareholder, authorized the repurchase of our common shares with a maximum aggregate value of $400.0 million following the closing of the Merger. There are no remaining shares available for repurchase under this authorization. On October 1, 2012, our board of directors authorized the repurchase of our common shares with a maximum aggregate value of $800.0 million. This authorization expires on December 31, 2015 and is in addition to the $400.0 million share repurchase authorization. During the nine months ended September 28, 2013, we repurchased 9.7 million of our common shares for $540.3 million pursuant to these authorizations. As of September 28, 2013, we had $325.5 million remaining available for share repurchases under these authorizations.

Dividends payable

At our 2013 annual meeting of shareholders held on April 29, 2013, our shareholders approved a proposal to pay quarterly cash dividends through the second quarter of 2014. The authorization provides that dividends of $1.00 per share will be made out of our Capital contribution reserve equity position in our statutory accounts to our shareholders in quarterly installments of $0.25 for each of the third and fourth quarters of 2013 and first and second quarters of 2014.

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The balance of dividends payable included in Other current liabilities on our Consolidated Balance Sheets was $149.5 million and $95.0 million at September 28, 2013 and December 31, 2012, respectively.

13. Segment information

Financial information by reportable segment is shown below:

In millions	Three months ended September 28, 2013	Three months ended September 29, 2012	Nine months ended September 28, 2013	Nine months ended September 29, 2012
Net sales				
Water & Fluid Solutions	$814.3	$605.5	$2,546.1	$1,868.0
Valves & Controls	611.5	—	1,817.2	—
Technical Solutions	405.9	261.5	1,213.3	801.6
Other	(6.9)	(1.5)	(13.6)	(4.4)
Consolidated	$1,824.8	$865.5	$5,563.0	$2,665.2
Operating income (loss)				
Water & Fluid Solutions	$105.9	$69.2	$316.8	$224.9
Valves & Controls	76.6	—	114.9	—
Technical Solutions	82.2	52.3	200.6	153.4
Other	(24.7)	(66.3)	(92.1)	(117.3)
Consolidated	$240.0	$55.2	$540.2	$261.0

14. Commitments and Contingencies

Asbestos Matters

Our subsidiaries and numerous other companies are named as defendants in personal injury lawsuits based on alleged exposure to asbestos-containing materials. These cases typically involve product liability claims based primarily on allegations of manufacture, sale or distribution of industrial products that either contained asbestos or were attached to or used with asbestos-containing components manufactured by third-parties. Each case typically names between dozens to hundreds of corporate defendants. While we have observed an increase in the number of these lawsuits over the past several years, including lawsuits by plaintiffs with mesothelioma-related claims, a large percentage of these suits have not presented viable legal claims and, as a result, have been dismissed by the courts. Our historical strategy has been to mount a vigorous defense aimed at having unsubstantiated suits dismissed, and, where appropriate, settling suits before trial. Although a large percentage of litigated suits have been dismissed, we cannot predict the extent to which we will be successful in resolving lawsuits in the future.

As of September 28, 2013, there were approximately 1,800 lawsuits pending against our subsidiaries. A lawsuit might include several claims, and we have approximately 2,100 claims outstanding as of September 28, 2013. This amount is not adjusted for claims that are not actively being prosecuted, identified incorrect defendants, or duplicated other actions, which would ultimately reflect our current estimate of the number of viable claims made against us, our affiliates, or entities for which we assumed responsibility in connection with acquisitions or divestitures. In addition, the amount does not include certain claims pending against third parties for which we have been provided an indemnification.

Periodically, we perform an analysis with the assistance of outside counsel and other experts to update our estimated asbestos-related assets and liabilities. Our estimate of the liability and corresponding insurance recovery for pending and future claims and defense costs is based on our historical claim experience and estimates of the number and resolution cost of potential future claims that may be filed. Our legal strategy for resolving claims also impacts these estimates.

Our estimate of asbestos-related insurance recoveries represents estimated amounts due to us for previously paid and settled claims and the probable reimbursements relating to our estimated liability for pending and future claims. In determining the amount of insurance recoverable, we consider a number of factors, including available insurance, allocation methodologies and the solvency and creditworthiness of insurers.

Our estimated liability for asbestos-related claims was $266.3 million and $278.9 million as of September 28, 2013 and December 31, 2012, respectively, and was recorded in Other non-current liabilities in the Condensed Consolidated Balance

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Sheets for pending and future claims and related defense costs. Our estimated receivable for insurance recoveries was $130.1 million and $131.0 million as of September 28, 2013 and December 31, 2012, respectively, and was recorded in Other non-current assets in the Condensed Consolidated Balance Sheets.

The amounts recorded by us for asbestos-related liabilities and insurance-related assets are based on our strategies for resolving our asbestos claims and currently available information as well as estimates and assumptions. Key variables and assumptions include the number and type of new claims filed each year, the average cost of resolution of claims, the resolution of coverage issues with insurance carriers, the amounts of insurance and the related solvency risk with respect to our insurance carriers, and the indemnifications we have provided to and received from third parties. Furthermore, predictions with respect to these variables are subject to greater uncertainty in the latter portion of the projection period. Other factors that may affect our liability and cash payments for asbestos-related matters include uncertainties surrounding the litigation process from jurisdiction to jurisdiction and from case to case, reforms of state or federal tort legislation and the applicability of insurance policies among subsidiaries. As a result, actual liabilities or insurance recoveries could be significantly higher or lower than those recorded if assumptions used in our calculations vary significantly from actual results.

Environmental Matters

We are involved in or have retained responsibility and potential liability for environmental obligations and legal proceedings related to our current business and, including pursuant to certain indemnification obligations, related to certain formerly owned businesses. Our accruals for environmental matters are recorded on a site-by-site basis when it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated, based on current law and existing technologies. Based upon our experience, current information regarding known contingencies and applicable laws, we have recorded reserves for these environmental matters of $41.4 million and $49.2 million as of September 28, 2013 and December 31, 2012, respectively. We do not anticipate these environmental conditions will have a material adverse effect on our financial position, results of operations or cash flows.

Warranties and guarantees

In connection with the disposition of our businesses or product lines, we may agree to indemnify purchasers for various potential liabilities relating to the sold business, such as pre-closing tax, product liability, warranty, environmental, or other obligations. The subject matter, amounts and duration of any such indemnification obligations vary for each type of liability indemnified and may vary widely from transaction to transaction. Generally, the maximum obligation under such indemnifications is not explicitly stated and as a result, the overall amount of these obligations cannot be reasonably estimated. Historically, we have not made significant payments for these indemnifications. We believe that if we were to incur a loss in any of these matters, the loss would not have a material effect on our financial condition or results of operations.

We recognize, at the inception of a guarantee, a liability for the fair value of the obligation undertaken in issuing the guarantee.

We provide service and warranty policies on our products. Liability under service and warranty policies is based upon a review of historical warranty and service claim experience. Adjustments are made to accruals as claim data and historical experience warrant.

The changes in the carrying amount of service and product warranties for the nine months ended September 28, 2013 were as follows:

In millions	September 28, 2013
Beginning balance	$54.0
Service and product warranty provision	46.5
Payments	(44.4)
Foreign currency translation	(0.1)
Ending balance	$56.0

Stand-by Letters of Credit, Bank Guarantees and Bonds

In certain situations, Tyco guaranteed Flow Control's performance to third parties or provided financial guarantees for financial commitments of Flow Control. In situations where Flow Control and Tyco were unable to obtain a release from these guarantees in connection with the spin-off, we will indemnify Tyco for any losses it suffers as a result of such guarantees.

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Pentair Ltd. and Subsidiaries
Notes to condensed consolidated financial statements (unaudited)

In disposing of assets or businesses, we often provide representations, warranties and indemnities to cover various risks including unknown damage to the assets, environmental risks involved in the sale of real estate, liability to investigate and remediate environmental contamination at waste disposal sites and manufacturing facilities and unidentified tax liabilities and legal fees related to periods prior to disposition. We do not have the ability to reasonably estimate the potential liability due to the inchoate and unknown nature of these potential liabilities. However, we have no reason to believe that these uncertainties would have a material adverse effect on our financial position, results of operations or cash flows.

In the ordinary course of business, we are required to commit to bonds, letters of credit and bank guarantees that require payments to our customers for any non-performance. The outstanding face value of these instruments fluctuates with the value of our projects in process and in our backlog. In addition, we issue financial stand-by letters of credit primarily to secure our performance to third parties under self-insurance programs.

As of September 28, 2013 and December 31, 2012, the outstanding value of bonds, letters of credit and bank guarantees totaled $478.9 million and $493.2 million, respectively.

15. Financial Statements of Parent Company Guarantor

Pentair Ltd. (the “Parent Company Guarantor”), fully and unconditionally, guarantees the Notes of Pentair Finance S.A. (the “Subsidiary Issuer”). The Subsidiary Issuer is a Luxembourg public limited liability company formed in January 2012 and 100 percent-owned subsidiary of the Parent Company Guarantor.

The following supplemental financial information sets forth the financial information of:

- Parent Company Guarantor;
- Subsidiary Issuer;
- Non-guarantor subsidiaries of Pentair Ltd. on a combined basis;
- Consolidating entries and eliminations representing adjustments to:
  a. eliminate intercompany transactions between or among the Parent Company Guarantor, the Subsidiary Issuer and the non-guarantor subsidiaries;
  b. eliminate the investments in subsidiaries; and
  c. record consolidating entries.
- Pentair Ltd. and subsidiaries on a consolidated basis.

The following present the Company’s Condensed Consolidating Statement of Operations and Comprehensive Income (Loss), Condensed Consolidating Balance Sheets and Condensed Consolidating Statement of Cash Flows. The historical consolidated financial statements of Pentair Ltd. for the three and nine months ended September 29, 2012 include all non-guarantor subsidiaries. Consequently, no consolidating financial information for the three and nine months ended September 29, 2012 is presented.

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Pentair Ltd. and Subsidiaries
Notes to condensed consolidated financial statements (unaudited)

Pentair Ltd. and Subsidiaries
Condensed Consolidating Statement of Operations and Comprehensive Income (Loss)
Three months ended September 28, 2013

In millions	Parent Company Guarantor	Subsidiary Issuer	Non-guarantor Subsidiaries	Eliminations	Pentair Ltd. and Subsidiaries Consolidated
Net sales	$—	$—	$1,824.8	$—	$1,824.8
Cost of goods sold	—	—	1,187.2	—	1,187.2
Gross profit	—	—	637.6	—	637.6
Selling, general and administrative	(0.7)	3.1	363.7	—	366.1
Research and development	—	—	31.5	—	31.5
Operating (loss) income	0.7	(3.1)	242.4	—	240.0
Loss (earnings) from investment in subsidiaries	(173.3)	(177.3)	—	350.6	—
Other (income) expense:					
Equity income of unconsolidated subsidiaries	—	—	(0.5)	—	(0.5)
Gain on sale of business	—	—	(0.1)	—	(0.1)
Net interest expense	1.3	0.6	15.3	—	17.2
Income (loss) before income taxes and noncontrolling interest	172.7	173.6	227.7	(350.6)	223.4
Provision for income taxes	(0.1)	1.3	48.0	—	49.2
Net income (loss) before noncontrolling interest	172.8	172.3	179.7	(350.6)	174.2
Noncontrolling interest	—	—	1.4	—	1.4
Net income (loss) attributable to Pentair Ltd.	$172.8	$172.3	$178.3	$(350.6)	$172.8
Comprehensive income (loss), net of tax					
Net income (loss) before noncontrolling interest	$172.8	$172.3	$179.7	$(350.6)	$174.2
Changes in cumulative translation adjustment	87.9	87.9	89.1	(175.8)	89.1
Changes in market value of derivative financial instruments	(0.6)	(0.6)	(0.6)	1.2	(0.6)
Total comprehensive income (loss)	260.1	259.6	268.2	(525.2)	262.7
Less: Comprehensive income attributable to noncontrolling interest	—	—	2.6	—	2.6
Comprehensive income (loss) attributable to Pentair Ltd.	$260.1	$259.6	$265.6	$(525.2)	$260.1

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Pentair Ltd. and Subsidiaries
Notes to condensed consolidated financial statements (unaudited)

Pentair Ltd. and Subsidiaries
Condensed Consolidating Statement of Operations and Comprehensive Income (Loss)
Nine months ended September 28, 2013

In millions	Parent Company Guarantor	Subsidiary Issuer	Non-guarantor Subsidiaries	Eliminations	Pentair Ltd. and Subsidiaries Consolidated
Net sales	$—	$—	$5,563.0	$—	$5,563.0
Cost of goods sold	—	—	3,734.2	—	3,734.2
Gross profit	—	—	1,828.8	—	1,828.8
Selling, general and administrative	(1.5)	10.1	1,182.9	—	1,191.5
Research and development	—	—	97.1	—	97.1
Operating (loss) income	1.5	(10.1)	548.8	—	540.2
Loss (earnings) from investment in subsidiaries	(381.1)	(396.4)	—	777.5	—
Other (income) expense:					
Equity income of unconsolidated subsidiaries	—	—	(1.6)	—	(1.6)
Gain on sale of business	—	—	(16.8)	—	(16.8)
Net interest expense	4.4	6.7	41.5	—	52.6
Income (loss) before income taxes and noncontrolling interest	378.2	379.6	525.7	(777.5)	506.0
Provision for income taxes	(0.4)	1.3	122.2	—	123.1
Net income (loss) before noncontrolling interest	378.6	378.3	403.5	(777.5)	382.9
Noncontrolling interest	—	—	4.3	—	4.3
Net income (loss) attributable to Pentair Ltd.	$378.6	$378.3	$399.2	$(777.5)	$378.6
Comprehensive income (loss), net of tax					
Net income (loss) before noncontrolling interest	$378.6	$378.3	$403.5	$(777.5)	$382.9
Changes in cumulative translation adjustment	(29.8)	(29.8)	(29.1)	59.6	(29.1)
Changes in market value of derivative financial instruments	(0.3)	(0.3)	(0.3)	0.6	(0.3)
Total comprehensive income (loss)	348.5	348.2	374.1	(717.3)	353.5
Less: Comprehensive income attributable to noncontrolling interest	—	—	5.0	—	5.0
Comprehensive income (loss) attributable to Pentair Ltd.	$348.5	$348.2	$369.1	$(717.3)	$348.5

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Pentair Ltd. and Subsidiaries
Notes to condensed consolidated financial statements (unaudited)

Pentair Ltd. and Subsidiaries
Condensed Consolidating Balance Sheet
September 28, 2013

In millions	Parent Company Guarantor	Subsidiary Issuer	Non-guarantor Subsidiaries	Eliminations	Pentair Ltd. and Subsidiaries Consolidated
Assets					
Current assets					
Cash and cash equivalents	$—	$0.2	$237.5	$—	$237.7
Accounts and notes receivable, net	5.7	20.7	1,305.7	(32.9)	1,299.2
Inventories	—	—	1,296.1	—	1,296.1
Other current assets	10.8	—	378.3	(10.8)	378.3
Total current assets	16.5	20.9	3,217.6	(43.7)	3,211.3
Property, plant and equipment, net	—	—	1,171.9	—	1,171.9
Other assets					
Investments in subsidiaries	6,488.9	7,953.9	—	(14,442.8)	—
Goodwill	—	—	5,122.0	—	5,122.0
Intangibles, net	—	—	1,817.2	—	1,817.2
Other non-current assets	31.6	1,544.9	443.1	(1,537.8)	481.8
Total other assets	6,520.5	9,498.8	7,382.3	(15,980.6)	7,421.0
Total assets	$6,537.0	$9,519.7	$11,771.8	$(16,024.3)	$11,804.2
Liabilities and Equity					
Current liabilities					
Current maturities of long-term debt and short-term borrowings	$—	$—	$3.0	$—	$3.0
Accounts payable	0.5	6.0	605.8	(32.9)	579.4
Employee compensation and benefits	—	—	317.5	—	317.5
Other current liabilities	150.4	15.8	623.1	(10.8)	778.5
Total current liabilities	150.9	21.8	1,549.4	(43.7)	1,678.4
Other liabilities					
Long-term debt	286.2	2,412.1	1,410.2	(1,537.8)	2,570.7
Pension and other post-retirement compensation and benefits	—	—	388.2	—	388.2
Deferred tax liabilities	—	—	497.8	—	497.8
Other non-current liabilities	17.7	—	449.7	—	467.4
Total liabilities	454.8	2,433.9	4,295.3	(1,581.5)	5,602.5
Equity					
Shareholders’ equity attributable to Pentair Ltd. and subsidiaries	6,082.2	7,085.8	7,357.0	(14,442.8)	6,082.2
Noncontrolling interest	—	—	119.5	—	119.5
Total equity	6,082.2	7,085.8	7,476.5	(14,442.8)	6,201.7
Total liabilities and equity	$6,537.0	$9,519.7	$11,771.8	$(16,024.3)	$11,804.2

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Pentair Ltd. and Subsidiaries
Notes to condensed consolidated financial statements (unaudited)

Pentair Ltd. and Subsidiaries
Condensed Consolidating Statement of Cash Flows
Nine months ended September 28, 2013

In millions	Parent Company Guarantor	Subsidiary Issuer	Non-guarantor Subsidiaries	Eliminations	Pentair Ltd. and Subsidiaries Consolidated
Operating activities					
Net cash provided by (used for) operating activities	$369.0	$383.4	$654.9	$(777.5)	629.8
Investing activities					
Capital expenditures	—	—	(126.3)	—	(126.3)
Proceeds from sale of property and equipment	—	—	3.7	—	3.7
Proceeds from sale of businesses, net	—	—	30.9	—	30.9
Acquisitions, net of cash acquired	(84.4)	—	—	—	(84.4)
Other	—	—	(0.8)	—	(0.8)
Net cash provided by (used for) investing activities	(84.4)	—	(92.5)	—	(176.9)
Financing activities					
Net receipts (repayments) of commercial paper and revolving long-term debt	—	114.9	7.6	—	122.5
Repayment of long-term debt	—	—	(6.2)	—	(6.2)
Debt issuance costs	—	(1.4)	—	—	(1.4)
Excess tax benefits from share-based compensation	—	—	7.4		7.4
Net change in advances to subsidiaries	(140.7)	(496.7)	(140.1)	777.5	—
Shares issued to employees, net of shares withheld	—	—	70.8	—	70.8
Repurchases of common shares	—	—	(540.3)	—	(540.3)
Dividends paid	(143.9)	—	—	—	(143.9)
Distributions to noncontrolling interest	—	—	(2.0)	—	(2.0)
Net cash provided by (used for) financing activities	(284.6)	(383.2)	(602.8)	777.5	(493.1)
Effect of exchange rate changes on cash and cash equivalents	—	—	16.6	—	16.6
Change in cash and cash equivalents	—	0.2	(23.8)	—	(23.6)
Cash and cash equivalents, beginning of period	—	—	261.3	—	261.3
Cash and cash equivalents, end of period	$—	$0.2	$237.5	$—	$237.7

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Pentair Ltd. and Subsidiaries
Notes to condensed consolidated financial statements (unaudited)

Pentair Ltd. and Subsidiaries
Condensed Consolidating Balance Sheet
December 31, 2012

In millions	Parent Company Guarantor	Subsidiary Issuer	Non-guarantor Subsidiaries	Eliminations	Pentair Ltd. and Subsidiaries Consolidated
Assets					
Current assets					
Cash and cash equivalents	$—	$—	$261.3	$—	$261.3
Accounts and notes receivable, net	20.2	1,458.3	1,330.7	(1,534.6)	1,274.6
Inventories	—	—	1,333.9	—	1,333.9
Other current assets	85.8	—	339.7	(84.4)	341.1
Total current assets	106.0	1,458.3	3,265.6	(1,619.0)	3,210.9
Property, plant and equipment, net	—	—	1,188.2	—	1,188.2
Other assets					
Investments in subsidiaries	6,486.6	7,464.9	—	(13,951.5)	—
Goodwill	—	—	5,111.0	—	5,111.0
Intangibles, net	—	—	1,926.9	—	1,926.9
Other non-current assets	31.6	6.9	466.3	—	504.8
Total other assets	6,518.2	7,471.8	7,504.2	(13,951.5)	7,542.7
Total assets	$6,624.2	$8,930.1	$11,958.0	$(15,570.5)	$11,941.8
Liabilities and Equity					
Current liabilities					
Current maturities of long-term debt and short-term borrowings	$—	$—	$3.1	$—	$3.1
Accounts payable	54.3	1.7	587.3	(76.3)	567.0
Employee compensation and benefits	—	—	296.7	—	296.7
Other current liabilities	180.9	11.5	670.1	(84.4)	778.1
Total current liabilities	235.2	13.2	1,557.2	(160.7)	1,644.9
Other liabilities					
Long-term debt	—	2,297.7	1,614.9	(1,458.3)	2,454.3
Pension and other post-retirement compensation and benefits	—	—	378.8	—	378.8
Deferred tax liabilities	—	—	480.9	—	480.9
Other non-current liabilities	17.7	—	477.4	—	495.1
Total liabilities	252.9	2,310.9	4,509.2	(1,619.0)	5,454.0
Equity					
Shareholders' equity attributable to Pentair Ltd. and subsidiaries	6,371.3	6,619.2	7,332.3	(13,951.5)	6,371.3
Noncontrolling interest	—	—	116.5	—	116.5
Total equity	6,371.3	6,619.2	7,448.8	(13,951.5)	6,487.8
Total liabilities and equity	$6,624.2	$8,930.1	$11,958.0	$(15,570.5)	$11,941.8

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ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-looking Statements

This report contains statements that we believe to be “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical fact are forward-looking statements. Without limitation, any statements preceded or followed by or that include the words “targets,” “plans,” “believes,” “expects,” “intends,” “will,” “likely,” “may,” “anticipates,” “estimates,” “projects,” “should,” “would,” “positioned” or words, phrases or terms of similar substance or the negative thereof, are forward-looking statements. These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties, assumptions and other factors, some of which are beyond our control, which could cause actual results to differ materially from those expressed or implied by such forward-looking statements. These factors include the ability to successfully integrate Pentair, Inc. and the Flow Control (as defined below) business and achieve expected benefits from the Merger (as defined below); overall global economic and business conditions; competition and pricing pressures in the markets we serve; the strength of housing and related markets; volatility in currency exchange rates and commodity prices; inability to generate savings from excellence in operations initiatives consisting of lean enterprise, supply management and cash flow practices; increased risks associated with operating foreign businesses; the ability to deliver backlog and win future project work; failure of markets to accept new product introductions and enhancements; the impact of changes in laws and regulations, including those that limit U.S. tax benefits; the outcome of litigation and governmental proceedings; and the ability to achieve our long-term strategic operating goals. Additional information concerning these and other factors is contained in our filings with the U.S. Securities and Exchange Commission (“SEC”), including in Item 1A of this Quarterly Report on Form 10-Q and our 2012 Annual Report on Form 10-K. All forward-looking statements speak only as of the date of this report. Pentair Ltd. assumes no obligation, and disclaims any obligation, to update the information contained in this report.

Overview

Pentair Ltd. is a company organized under the laws of Switzerland. The terms “us,” “we” or “our” refer to Pentair Ltd. and its consolidated subsidiaries and the term "Flow Control" refers to Pentair Ltd. prior to the Merger (defined below). Our business took its current form on September 28, 2012 as a result of a reverse acquisition (the "Merger") involving Pentair, Inc. and an indirect, wholly-owned subsidiary of Flow Control, with Pentair, Inc. surviving as an indirect, wholly-owned subsidiary of ours. Prior to the Merger, Tyco International Ltd. ("Tyco") engaged in an internal restructuring whereby it transferred to Flow Control certain assets related to the flow control business of Tyco, and Flow Control assumed from Tyco certain liabilities related to the flow control business of Tyco. On September 28, 2012 prior to the Merger, Tyco effected a spin-off of Flow Control through the pro-rata distribution of 100% of the outstanding common shares of Flow Control to Tyco's shareholders (the “Distribution”), resulting in the distribution of 110.9 million of our common shares to Tyco's shareholders. The Merger was accounted for as a reverse acquisition under the purchase method of accounting with Pentair, Inc. treated as the acquirer.

Following the Merger, we are a diversified industrial manufacturing company comprising three reporting segments: Water & Fluid Solutions, Valves & Controls and Technical Solutions. We classify our continuing operations into business segments based primarily on types of products offered and markets served:

- The Water & Fluid Solutions segment designs, manufactures, markets and services innovative water management and fluid processing products and solutions. In select geographies, Water & Fluid Solutions offers a wide variety of pumps, valves and pipes for water transmission applications. The Flow Technologies, Filtration & Process, Aquatic Systems and Water & Environmental Systems global business units (“GBUs”) comprise this segment.
- The Valves & Controls segment designs, manufactures, markets and services valves, fittings, automation and controls, and actuators and operates as a stand-alone GBU.
- The Technical Solutions segment designs, manufactures and markets products that guard and protect some of the world’s most sensitive electronics and electronic equipment, as well as heat management solutions designed to provide thermal protection to temperature sensitive fluid applications. The Equipment Protection and Thermal Management GBUs comprise this segment.

During the first nine months of 2013, Water & Fluid Solutions, Valves & Controls and Technical Solutions represented approximately 46%, 33% and 22% of total revenues, respectively, reflecting our post-Merger revenue mix.

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Key Trends and Uncertainties Regarding Our Existing Business

The following trends and uncertainties affected our financial performance in 2012 and the first nine months of 2013 and will likely impact our results in the future:

- Since 2010, most markets we serve have shown signs of improvement since the global recession in 2008 and 2009. Because our businesses are significantly affected by general economic trends, a lack of continued improvement in our most important markets (including home building and pool) addressed below would likely have an adverse impact on our results of operations for the rest of 2013 and beyond.
- In September 2012, we completed the Merger. With an acquisition of this magnitude and complexity, there are uncertainties and risks associated with realizing the amount and timing of anticipated growth opportunities and cost and tax synergies as described in ITEM 1A – Risk Factors of our 2012 Annual Report on Form 10-K.
- We have identified specific market opportunities that we continue to pursue that we find attractive, both within and outside the United States. We are reinforcing our businesses to more effectively address these opportunities through research and development and additional sales and marketing resources. Unless we successfully penetrate these product and geographic markets, our organic growth would likely be limited.
- End markets for new home building and new pool starts are showing signs of rebound from their historically low levels in 2007 - 2011. New product introductions, expanded distribution, channel penetration and a recovering housing market have resulted in volume increases for 2012 and the first nine months of 2013.
- Despite the overall strength of our end-markets, some of them have exhibited differing levels of volatility and may continue to do so over the medium and longer term. While we believe the general trends are favorable, factors specific to each of our major end-markets may affect the capital spending plans of our customers.
- Through 2012 and the first nine months of 2013, we experienced material and other cost inflation. We strive for productivity improvements, and we may implement increases in selling prices to help mitigate this inflation. We expect the current economic environment will result in continuing price volatility for many of our raw materials. Commodity prices have begun to moderate, but we are uncertain as to the timing and impact of these market changes.
- We have a long-term goal to consistently generate free cash flow that equals or exceeds 100 percent of our net income. We define free cash flow as cash flow from operating activities less capital expenditures plus proceeds from sale of property and equipment. Our free cash flow for the full year 2012 was $(21.1) million. The negative free cash flow resulted primarily from accelerated pension funding of $193.0 million, acquisition-related payments of $126.0 million and repositioning payments of $20.0 million. Our free cash flow for the first nine months of 2013 is $507.2 million; we continue to expect to generate free cash flow in excess of 100 percent of our net income in 2013. We are continuing to target reductions in working capital, particularly inventory as a percentage of sales. See the discussion of “Other financial measures” under “Liquidity and Capital Resources” in this report for a reconciliation of our free cash flow.

In 2013, our operating objectives include the following:

- Increasing our presence in fast growth regions and vertical focus to grow in those markets in which we have competitive advantages;
- Optimizing our technological capabilities to increasingly generate innovative new products;
- Driving operating excellence through lean enterprise initiatives, with specific focus on sourcing and supply management, cash flow management and lean operations;
- Focusing on developing global talent in light of our increased global presence; and
- Integrating Pentair, Inc. and the Flow Control business.

We may seek to meet our objectives of expanding our geographic reach internationally and expanding our presence in our various channels to market by acquiring technologies and products to broaden our businesses’ capabilities to serve additional markets and through acquisitions. We may also consider the divestiture of discrete business units to further focus our businesses on our most attractive markets.

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RESULTS OF OPERATIONS

Net sales

Consolidated net sales and the change from the prior year period were as follows:

In millions	Three months ended September 28, 2013	Three months ended September 29, 2012	$ change	% change	Nine months ended September 28, 2013	Nine months ended September 29, 2012	$ change	% change
Net sales	$1,824.8	$865.5	$959.3	110.8 %	$5,563.0	$2,665.2	$2,897.8	108.7 %

Net sales by segment and the changes from prior year period were as follows:

In millions	Three months ended September 28, 2013	Three months ended September 29, 2012	$ change	% change	Nine months ended September 28, 2013	Nine months ended September 29, 2012	$ change	% change
Water & Fluid Solutions	$814.3	$605.5	$208.8	34.5 %	$2,546.1	$1,868.0	$678.1	36.3 %
Valves & Controls	611.5	—	611.5	—	1,817.2	—	1,817.2	—
Technical Solutions	405.9	261.5	144.4	55.2 %	1,213.3	801.6	411.7	51.4 %
Other	(6.9)	(1.5)	(5.4)	—	(13.6)	(4.4)	(9.2)	—
Net sales	$1,824.8	$865.5	$959.3	110.8 %	$5,563.0	$2,665.2	$2,897.8	108.7 %

The components of the changes in net sales from the prior period were as follows:

Percent change in net sales	Three months ended September 28, 2013 over the prior year period: Water & Fluid Solutions	Valves & Controls	Technical Solutions	Total	Nine months ended September 28, 2013 over the prior year period: Water & Fluid Solutions	Valves & Controls	Technical Solutions	Total
Volume	11.1 %	— %	(5.1)%	5.6 %	16.2 %	— %	(6.8)%	9.0 %
Acquisition	22.2	100.0	58.3	103.8	18.6	100.0	56.9	98.3
Price	1.0	—	1.3	1.1	1.5	—	1.5	1.5
Currency	0.2	—	0.7	0.3	—	—	(0.2)	(0.1)
Total	34.5 %	100.0 %	55.2 %	110.8 %	36.3 %	100.0 %	51.4 %	108.7 %

Consolidated net sales

The 110.8 and 108.7 percentage point increases in consolidated net sales in the third quarter and first nine months, respectively, of 2013 from 2012 were primarily driven by:

- sales volume of the Flow Control businesses subsequent to the Merger of $905.2 million and $2,757.7 million for the third quarter and first nine months of 2013, respectively;
- organic sales growth in Water & Fluid Solutions related to higher sales of certain pool products primarily serving the North American residential housing market and increased demand for agriculture products and global food & beverage solutions;
- growth in developed regions led by strength in the US and Western Europe; and
- selective increases in selling prices to mitigate inflationary cost increases.

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These increases were partially offset by:

- lower sales volume related to industrial related products.

Water & Fluid Solutions
The 34.5 and 36.3 percentage point increases in Water & Fluid Solutions net sales in the third quarter and first nine months, respectively, of 2013 from 2012 were primarily driven by:

- sales volume of the Flow Control businesses subsequent to the Merger of $146.3 million and $492.9 million, respectively, for the third quarter and first nine months of 2013;

- organic sales growth in Water & Fluid Solutions related to higher sales of certain pool products primarily serving the North American residential housing market and increased demand for agriculture products and global food & beverage solutions;

- growth in developed regions led by strength in the US and Western Europe; and

- selective increases in selling prices to mitigate inflationary cost increases.

Valves & Controls
The Valves & Controls net sales in the third quarter and first nine months of 2013 were the result of:

- sales volume of the Flow Control businesses subsequent to the Merger of $611.5 million and $1,817.2 million, respectively, for the third quarter and first nine months of 2013.

Technical Solutions
The 55.2 and 51.4 percentage point increases in Technical Solutions net sales in the third quarter and first nine months, respectively, of 2013 from 2012 were primarily driven by:

- sales volume of the Flow Control businesses subsequent to the Merger of $152.4 million and $456.4 million respectively, for the third quarter and first nine months of 2013; and

- selective increases in selling prices to mitigate inflationary cost increases.

These increases were partially offset by:

- lower sales volume related to industrial process related products.

Gross profit

In millions	Three months ended September 28, 2013	% of sales	September 29, 2012	% of sales	Nine months ended September 28, 2013	% of sales	September 29, 2012	% of sales
Gross profit	$637.6	34.9 %	$278.1	32.1 %	$1,828.8	32.9 %	$870.9	32.7 %
Percentage point change		2.8 pts				0.2 pts		

The 2.8 and 0.2 percentage point increases in gross profit as a percentage of sales in the third quarter and first nine months, respectively, of 2013 from 2012 were primarily driven by:

- higher margin percentage contribution associated with the Flow Control businesses in Valves & Controls and Technical Solutions;

- selective increases in selling prices across all business segments to mitigate inflationary cost increases; and
- higher margin percentage contribution as a result of savings generated from our Pentair Integrated Management System ("PIMS") initiatives including lean and supply management practices.

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These increases were partially offset by:

- higher cost of goods sold of $87.0 million for the first nine months of 2013 from inventory fair market value step-up and customer backlog recorded as part of the Merger purchase accounting; and

- inflationary increases related to raw materials and labor costs.

Selling, general and administrative ("SG&A")

In millions	Three months ended September 28, 2013	% of sales	September 29, 2012	% of sales	Nine months ended September 28, 2013	% of sales	September 29, 2012	% of sales
SG&A	$366.1	20.1 %	$203.1	23.5 %	$1,191.5	21.4 %	$548.5	20.6 %
Percentage point change		(3.4) pts				0.8 pts		

SG&A expense decreased 3.4 percentage points and increased 0.8 percentage points as a percentage of sales in the third quarter and first nine months, respectively, of 2013 from 2012.

The decrease in the third quarter of 2013 from 2012 was primarily due to:

- sales volume of the Flow Control businesses subsequent to the Merger, which resulted in increased leverage on our fixed operating expenses; and

- savings generated from back-office consolidation, reduction in personnel and other lean initiatives.

These decreases were partially offset by:

- restructuring costs of $4.0 million for the third quarter of 2013;

- higher costs related to the Merger, including integration and standardization; and

- intangible asset amortization associated with the Merger.

The increase in the first nine months of 2013 from 2012 was primarily due to:

- restructuring costs of $52.3 million for the first nine months of 2013;

- certain increases for labor and related costs; and

- intangible asset amortization associated with the Merger.

Research and development ("R&D")

In millions	Three months ended September 28, 2013	% of sales	September 29, 2012	% of sales	Nine months ended September 28, 2013	% of sales	September 29, 2012	% of sales
R&D	$31.5	1.7 %	$19.8	2.3 %	$97.1	1.7 %	$61.4	2.3 %
Percentage point change		(0.6) pts				(0.6) pts		

The 0.6 percentage point decreases in R&D expense as a percentage of sales in each of the third quarter and first nine months of 2013 from 2012 were primarily due to:

- sales volume of the Flow Control businesses subsequent to the Merger, which resulted in increased leverage on the R&D spend.

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These decreases were partially offset by:

- continued investments in innovative new products for future growth.

Operating income - Water & Fluid Solutions

In millions	Three months ended September 28, 2013	% of sales	September 29, 2012	% of sales	Nine months ended September 28, 2013	% of sales	September 29, 2012	% of sales
Operating income	$105.9	13.0 %	$69.2	11.4 %	$316.8	12.4 %	$224.9	12.0 %
Percentage point change		1.6 pts				0.4 pts		

Water & Fluid Solutions operating income as a percentage of net sales increased 1.6 and 0.4 percentage points as a percentage of net sales in the third quarter and first nine months, respectively, of 2013 from 2012.
The increase in the third quarter and first nine months of 2013 from 2012 were primarily the result of:

- higher sales volumes in Water & Fluid Solutions, which resulted in increased leverage on operating expenses;

- selective increases in selling prices to mitigate inflationary cost increases; and

- expanded gross margins as a result of our PIMS initiatives, including lean and supply management practices.

These increases were partially offset by:

- lower margin from higher costs related to the Merger, including integration, standardization and restructuring costs;

- intangible asset amortization associated with the Merger; and

- continued investments in future growth with emphasis on international markets, including personnel and business infrastructure investments.

Operating income - Valves & Controls

In millions	Three months ended September 28, 2013	% of sales	September 29, 2012	% of sales	Nine months ended September 28, 2013	% of sales	September 29, 2012	% of sales
Operating income	$76.6	12.5 %	$—	— %	$114.9	6.3 %	$—	— %
Percentage point change		12.5 pts				6.3 pts		

The operating income for Valves & Controls for the third quarter and first nine months of 2013 was the result of:

- Valves & Controls operations subsequent to the Merger. Valves & Controls is a new reporting segment effective with the Merger;

- cost of goods sold of $80.6 million for the first nine months of 2013, as a result of inventory fair market value step-up and customer backlog recorded as part of the Merger purchase accounting;

- intangible asset amortization associated with the Merger; and

- costs related to the Merger, including integration, standardization and restructuring costs.

These costs were offset by:

- Savings generated from our PIMS initiatives, including lean and supply management practices.

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Operating income - Technical Solutions

In millions	Three months ended September 28, 2013	% of sales	September 29, 2012	% of sales	Nine months ended September 28, 2013	% of sales	September 29, 2012	% of sales
Operating income	$82.2	20.3 %	$52.3	20.0 %	$200.6	16.5 %	$153.4	19.1 %
Percentage point change		0.3 pts				(2.6) pts		

Technical Solutions operating income as a percentage of net sales increased 0.3 percentage points and decreased 2.6 percentage points as a percentage of net sales in the third quarter and first nine months, respectively, of 2013 from 2012.

The increase in the third quarter of 2013 from 2012 was primary the result of:

- selective increases in selling prices to mitigate inflationary cost increases; and
- savings generated from our PIMS initiatives including lean and supply management practices.

These increases were partially offset by:

- lower margin from higher costs related to the Merger, including integration, standardization and restructuring costs;
- continued investments in future growth with emphasis on international markets, including personnel and business infrastructure investments;
- inflationary increases related to labor costs and certain raw materials; and
- intangible asset amortization associated with the Merger.

The decrease in the first nine months of 2013 from 2012 was primarily the result of:

- higher cost of goods sold in the first quarter of 2013 as a result of customer backlog recorded as part of the Merger purchase accounting; and
- intangible asset amortization associated with the Merger.

Gain on sale of business

During the nine months ended September 28, 2013, we sold a business that was part of Technical Solutions for cash of $30.1 million, net of transaction costs, resulting in a gain of $16.8 million. Goodwill of $5.3 million was included in the assets of the business sold.

Net interest expense

In millions	Three months ended September 28, 2013	September 29, 2012	$ change	% change	Nine months ended September 28, 2013	September 29, 2012	$ change	% change
Net interest expense	$17.2	$18.6	$(1.4)	(7.5)%	$52.6	$49.5	$3.1	6.3 %

Net interest expense decreased 7.5 percentage points and increased 6.3 percentage points in the third quarter and first nine months, respectively, of 2013 from 2012.

The decrease in the third quarter of 2013 from 2012 was primary the result of:

- reduced overall interest rates in effect on our outstanding debt; and

- the impact of higher cash balances following the Merger.

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These decreases were partially offset by:

- the impact of higher debt levels following the Merger.

The increase in the first nine months of 2013 from 2012 was primarily the result of:

- the impact of higher debt levels following the Merger; and
- interest expense of $2.1 million in the second quarter of 2013 for the working capital and net indebtedness adjustment related to the Merger.

These increases were partially offset by:

- reduced overall interest rates in effect on our outstanding debt; and
- the impact of higher cash balances following the Merger.

Provision for income taxes

In millions	Three months ended September 28, 2013	Three months ended September 29, 2012	Nine months ended September 28, 2013	Nine months ended September 29, 2012
Income before income taxes and noncontrolling interest	$223.4	$37.2	$506.0	$213.8
Provision for income taxes	49.2	4.6	123.1	43.7
Effective income tax rate	22.0 %	12.4 %	24.3 %	20.4 %

The effective income tax rate increased 9.6 percentage points and 3.9 percentage points in the third quarter and first nine months, respectively, of 2013 from 2012.

The increase in the third quarter of 2013 from 2012 was primarily the result of:

- a less favorable adjustment related to the timing of losses in jurisdictions where we recognize no tax benefits.

The increase was partially offset by:

- the mix of global earnings, including the impact of the Merger.

The increase in the first nine months of 2013 from 2012 was primarily the result of:

- the favorable resolution of U.S. federal and state tax audits in 2012 that did not occur in 2013; and
- the timing of losses in jurisdictions where we recognize no tax benefits.

These increases were partially offset by:

- the mix of global earnings, including the impact of the Merger.

LIQUIDITY AND CAPITAL RESOURCES

We generally fund cash requirements for working capital, capital expenditures, equity investments, acquisitions, debt repayments, dividend payments and share repurchases from cash generated from operations, availability under existing committed revolving credit facilities and in certain instances, public and private debt and equity offerings. We have grown our businesses in significant part in the past through acquisitions financed by credit provided under our revolving credit facilities and from time to time, by private or public debt and equity issuances. Our primary revolving credit facilities have generally been adequate for these purposes, although we have negotiated additional credit facilities as needed to allow us to complete acquisitions. We intend to issue commercial paper to fund our financing needs on a short-term basis and to use our revolving credit facility as back-up liquidity to support commercial paper.

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We are focusing on increasing our cash flow and repaying existing debt, while continuing to fund our research and development, marketing and capital investment initiatives. Our intent is to maintain investment grade ratings and a solid liquidity position.

We experience seasonal cash flows primarily due to seasonal demand in a number of markets within Water & Fluid Solutions. We generally borrow in the first quarter of our fiscal year for operational purposes, which usage reverses in the second quarter as the seasonality of our businesses peaks. End-user demand for pool and certain pumping equipment follows warm weather trends and is at seasonal highs from April to August. The magnitude of the sales spike is partially mitigated by employing some advance sale “early buy” programs (generally including extended payment terms and/or additional discounts). Demand for residential and agricultural water systems is also impacted by weather patterns, particularly by heavy flooding and droughts.

Operating activities

Cash provided by operating activities was $629.8 million in the first nine months of 2013 compared to cash provided by operating activities of $247.4 million in the same period of 2012, an increase of $382.4 million. This increase in cash provided by operating activities is primarily attributable to a $341.8 million increase in net income before noncontrolling interest, net of non-cash depreciation and amortization and the gain on the sale of a business.

Investing activities

Cash used for investing activities was $176.9 million in the first nine months of 2013 compared to cash provided by investing activities of $623.9 million in the same period of 2012. Net cash used for investing activities in the first nine months of 2013 included capital expenditures and $84.4 million for the working capital and net indebtedness adjustment related to the Merger, offset by $30.9 million of proceeds, net of transaction costs, from the sale of businesses during the first nine months of 2013.

Net cash provided by investing activities in the first nine months of 2012 relates mainly to $691.7 million of cash acquired in the Merger, partially offset by $19.9 million of cash used in acquisitions and $49.9 million of capital expenditures.

Capital expenditures in the first nine months of 2013 were $126.3 million compared with $49.9 million in the prior year period. The increase in capital spending primarily relates to the Merger. We anticipate capital expenditures for fiscal 2013 to be approximately $200 million, primarily for capacity expansions of manufacturing facilities located in our low-cost countries, new product development and replacement equipment.

Financing activities

Net cash used for financing activities was $493.1 million in the first nine months of 2013 compared with net cash used for financing activities of $271.4 million in the prior year period. Net cash used for financing activities in the first nine months of 2013 included share repurchases and payment of dividends, partially offset by net receipts from commercial paper and revolving long-term debt issuances and proceeds from shares issued to employees, net of shares withheld. Net cash used for financing activities in the first nine months of 2012 included payment of dividends, net repayments of commercial paper and revolving long-term debt and repayments of long-term debt, partially offset by proceeds from long-term debt and proceeds from shares issued to employees, net of shares withheld.

The 1.35% Senior Notes due 2015, 1.875% Senior Notes due 2017, 2.65% Senior Notes due 2019, 5.00% Senior Notes due 2021 and 3.15% Senior Notes due 2022 (collectively, the “Notes”) were all issued in transactions exempt from the registration requirements of the Securities Act of 1933, as amended. In March 2013, Pentair Ltd. and our 100 percent-owned subsidiary, Pentair Finance S.A. (“PFSA”), filed a Registration Statement with the SEC offering to exchange the Notes for new, registered Notes. The exchange offer expired on April 19, 2013 and did not impact the aggregate principle amount or the terms of the Notes outstanding. The new, registered Notes issued in such exchange offer are guaranteed as to payment by Pentair Ltd.

In September 2012, Pentair, Inc. entered into a credit agreement providing for an unsecured, committed revolving credit facility (the “Credit Facility”) with initial maximum aggregate availability of up to $1,450.0 million. Upon the completion of the Merger, Pentair Ltd. became the guarantor under the Credit Facility and PFSA and certain other of our subsidiaries became affiliate borrowers under the Credit Facility. Borrowings under the Credit Facility generally bear interest at a variable rate equal to the London Interbank Offered Rate plus a specified margin based upon PFSA's

credit ratings. PFSA must also pay a facility fee ranging from 10.0 to 30.0 basis points per annum (based upon PFSA's credit ratings) on the amount of each lender's commitment. PFSA is authorized to sell short-term commercial paper notes to the extent availability exists under the Credit Facility. PFSA uses the Credit Facility as back-up liquidity to support 100% of commercial paper outstanding. As of September 28, 2013 and December 31, 2012, we had $539.1 million and $424.7 million, respectively, of commercial paper outstanding, all of which was classified as long-term as we have the intent and the ability to refinance such obligations on a long-term basis under the Credit Facility.
Total availability under the Credit Facility was $903.3 million as of September 28, 2013, which was not limited by any covenants contained in the Credit Facility’s credit agreement.

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Our debt agreements contain certain financial covenants, the most restrictive of which are in the Credit Facility, including that we may not permit (i) the ratio of our consolidated debt plus synthetic lease obligations to our consolidated net income (excluding, among other things, non-cash gains and losses) before interest, taxes, depreciation, amortization, non-cash share-based compensation expense, and up to $40.0 million of costs and expenses incurred in connection with the Merger ("EBITDA") for the four consecutive fiscal quarters then ended (the "Leverage Ratio") to exceed 3.50 to 1.00 on the last day of each fiscal quarter, and (ii) the ratio of our EBITDA for the four consecutive fiscal quarters then ended to our consolidated interest expense, including consolidated yield or discount accrued as to outstanding securitization obligations (if any), for the same period to be less than 3.00 to 1.00 as of the end of each fiscal quarter. For purposes of the Leverage Ratio, the Credit Facility provides for the calculation of EBITDA giving pro forma effect to the Merger and certain acquisitions, divestitures and liquidations during the period to which such calculation relates. As of September 28, 2013, we were in compliance with all financial covenants in our debt agreements.

In addition to the Credit Facility, we have various other credit facilities with an aggregate availability of $91.5 million, of which none was outstanding at September 28, 2013. Borrowings under these credit facilities bear interest at variable rates.

As of September 28, 2013, we have $158.6 million of cash held in certain countries in which the ability to repatriate is limited due to local regulations or significant potential tax consequences.

We expect to continue to have cash requirements to support working capital needs and capital expenditures, to pay interest and service debt and to pay dividends to shareholders quarterly. We believe we have the ability and sufficient capacity to meet these cash requirements by using available cash and internally generated funds and to borrow under our committed and uncommitted credit facilities.

Prior to the closing of the Merger, our board of directors, and Tyco as our sole shareholder, authorized the repurchase of our common shares with a maximum aggregate value of $400.0 million following the closing of the Merger. There are no remaining shares available for repurchase under this authorization. On October 1, 2012, our board of directors authorized the repurchase of our common shares with a maximum aggregate value of $800.0 million. This authorization expires on December 31, 2015 and is in addition to the $400.0 million share repurchase authorization. During the nine months ended September 28, 2013, we repurchased 9.7 million of our common shares for $540.3 million pursuant to these authorizations. As of September 28, 2013, we had $325.5 million remaining available for share repurchases under these authorizations.

At our 2013 annual meeting of shareholders held on April 29, 2013, our shareholders approved a proposal to pay quarterly cash dividends through the second quarter of 2014. The authorization provides that dividends of $1.00 per share will be made out of our Capital contribution reserve equity position in our statutory accounts to our shareholders in quarterly installments of $0.25 for each of the third and fourth quarters of 2013 and first and second quarters of 2014. We expect to continue paying dividends on a quarterly basis. We paid dividends in the first nine months of 2013 of $143.9 million, or $0.71 per common share, compared with $66.1 million, or $0.66 per common share, in the prior year period.

Other financial measures

In addition to measuring our cash flow generation or usage based upon operating, investing and financing classifications included in the Consolidated Statements of Cash Flows, we also measure our free cash flow. We have a long-term goal to consistently generate free cash flow that equals or exceeds 100 percent conversion of net income. Free cash flow is a non-Generally Accepted Accounting Principles financial measure that we use to assess our cash flow performance. We believe free cash flow is an important measure of operating performance because it provides us and our investors a measurement of cash generated from operations that is available to pay dividends, make acquisitions, repay debt and repurchase shares. In addition, free cash flow is used as a criterion to measure and pay compensation-based incentives. Our measure of free cash flow may not be comparable to similarly titled measures reported by other companies. The following table is a reconciliation of free cash flow:

	Nine months ended	
In millions	September 28, 2013	September 29, 2012

Net cash provided by (used for) operating activities	$629.8	$247.4
Capital expenditures	(126.3)	(49.9)
Proceeds from sale of property and equipment	3.7	5.1
Free cash flow	$507.2	$202.6

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NEW ACCOUNTING STANDARDS

In February 2013, the FASB issued authoritative guidance surrounding the presentation of items reclassified from Accumulated other comprehensive income (loss) ("AOCI") to net income. This guidance requires entities to disclose, either in the notes to the consolidated financial statements or parenthetically on the face of the statement that reports comprehensive income, items reclassified out of AOCI and into net income in their entirety and the effect of the reclassification on each affected net income line item. In addition, for AOCI reclassification items that are not reclassified in their entirety into net income, a cross reference to other required disclosures is required. This guidance was effective for fiscal years and interim periods beginning after December 15, 2012. The adoption of this guidance on January 1, 2013 did not impact our financial condition or results of operations.

In July 2013, the FASB issued new accounting requirements which provide guidance on the financial statement presentation of unrecognized tax benefits when a net operating loss, a similar tax loss, or a tax credit carryforward exists. The requirements are effective for annual reporting periods beginning after December 15, 2013, and interim periods within those annual periods. We believe that the adoption of this guidance will not have a material impact on our financial condition or results of operations.

CRITICAL ACCOUNTING POLICIES

In our 2012 Annual Report on Form 10-K, we identified the critical accounting policies which affect our more significant estimates and assumptions used in preparing our consolidated financial statements. We have not changed these policies from those previously disclosed in our Annual Report.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in our market risk during the quarter ended September 28, 2013. For additional information, refer to Item 7A of our 2012 Annual Report on Form 10-K.

ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

We maintain a system of disclosure controls and procedures designed to provide reasonable assurance as to the reliability of our published financial statements and other disclosures included in this report. Our management evaluated, with the participation of our Chief Executive Officer and our Chief Financial Officer, the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the quarter ended September 28, 2013 pursuant to Rule 13a-15(b) of the Securities Exchange Act of 1934 (the "Exchange Act"). Based upon their evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the quarter ended September 28, 2013 to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms, and to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosures.

(b) Changes in Internal Controls

As part of our ongoing integration activities after the Merger, we are continuing to incorporate our controls and procedures into the Flow Control business and to augment our company-wide controls to reflect the risks inherent in an acquisition of this magnitude and complexity. There was no other change in our internal control over financial reporting that occurred during the quarter ended September 28, 2013 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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PART II OTHER INFORMATION
ITEM 1. Legal Proceedings
There have been no material developments from the disclosures contained in our 2012 Annual Report on Form 10-K.

ITEM 1A. Risk Factors
There have been no material changes from the risk factors previously disclosed in ITEM 1A. of our 2012 Annual Report on Form 10-K, except for the following:
We share responsibility for certain income tax liabilities for tax periods prior to and including the date of the Distribution.
In connection with the Distribution, we entered into a tax sharing agreement (the “2012 Tax Sharing Agreement”) with Tyco and The ADT Corporation (“ADT”), which governs the rights and obligations of ADT, Tyco and us for certain pre-Distribution tax liabilities, including Tyco's obligations under a separate tax sharing agreement (the “2007 Tax Sharing Agreement”) entered into by Tyco, Covidien Ltd. (“Covidien”) and TE Connectivity Ltd. (“TE Connectivity”) in connection with the 2007 distributions of Covidien and TE Connectivity by Tyco (the “2007 Separation”).
The 2007 Tax Sharing Agreement governs the rights and obligations of Tyco, Covidien and TE Connectivity with respect to certain pre-2007 Separation tax liabilities and certain tax liabilities arising in connection with the 2007 Separation. More specifically, Tyco, Covidien and TE Connectivity share 27%, 42% and 31%, respectively, of income tax liabilities that arise from adjustments made by tax authorities to Tyco's, Covidien's and TE Connectivity's U.S. and certain non-U.S. 2007 and prior income tax returns. In addition, in the event that the 2007 Separation or certain related transactions are determined to be taxable as a result of actions taken after the 2007 Separation by Tyco, Covidien or TE Connectivity, the party responsible for such failure would be responsible for all taxes imposed on Tyco, Covidien or TE Connectivity as a result thereof. If none of the companies is responsible for such failure, then Tyco, Covidien and TE Connectivity would be responsible for such taxes, in the same manner and in the same proportions as other shared tax liabilities under the 2007 Tax Sharing Agreement. Costs and expenses associated with the management of these shared tax liabilities are generally shared equally among the parties.
The 2012 Tax Sharing Agreement provides that we, Tyco and ADT will share (i) certain pre-Distribution income tax liabilities that arise from adjustments made by tax authorities to our, Tyco's and ADT's U.S. income tax returns, and (ii) payments required to be made by Tyco with respect to the 2007 Tax Sharing Agreement (the liabilities in clauses (i) and (ii) collectively, “Shared Tax Liabilities”). Tyco is responsible for the first $500 million of Shared Tax Liabilities. We and ADT will share 42% and 58%, respectively, of the next $225 million of Shared Tax Liabilities. We, ADT and Tyco will share 20%, 27.5% and 52.5%, respectively, of Shared Tax Liabilities above $725 million. Costs and expenses associated with the management of Shared Tax Liabilities will generally be shared 20% by us, 27.5% by ADT and 52.5% by Tyco.
With respect to years prior to and including the 2007 Separation, tax authorities have raised issues and proposed tax adjustments that are generally subject to the sharing provisions of the 2007 Tax Sharing Agreement and which may require Tyco to make a payment to a taxing authority, Covidien or TE Connectivity. With respect to adjustments raised by the IRS, although Tyco has resolved a substantial number of these adjustments, a few significant items remain open with respect to the audit of the 1997 through 2004 years. As of the date hereof, Tyco has not been able to resolve certain open items, which primarily involve the treatment of certain intercompany debt issued during the period, through the IRS appeals process. As a result, Tyco expects to litigate these matters once it receives the requisite statutory notices from the IRS, which is likely to occur within the next six months. However, the ultimate resolution of these matters is uncertain and could result in Tyco being responsible for a greater amount than it expects under the 2007 Tax Sharing Agreement.
On July 1, 2013, Tyco announced that the Internal Revenue Service (“IRS”) issued Notices of Deficiency (“Tyco IRS Notices”) to Tyco asserting that several of Tyco's former U.S. subsidiaries collectively owe additional taxes in the aggregate amount of $883.3 million plus penalties of $154 million based on audits of the 1997 through 2000 tax years of Tyco and its subsidiaries as they existed at that time. These amounts exclude interest and do not reflect the impact on subsequent periods if the IRS challenge to Tyco's tax filings as described below is ultimately successful. If the IRS should successfully assert its position, our share of the collective liability, if any, would be determined pursuant to the

2007 Tax Sharing Agreement and the 2012 Tax Sharing Agreement.

As we have previously disclosed, in connection with U.S. federal tax audits of Tyco and its subsidiaries, the IRS has previously raised issues and proposed tax adjustments for periods beginning with the 1997 tax year. The adjustments now asserted by the IRS under the Tyco IRS Notices primarily relate to the treatment of certain intercompany debt transactions. The IRS has asserted in the Tyco IRS Notices that substantially all of the intercompany debt originated during the 1997 - 2000 period should not be treated as debt for U.S. federal income tax purposes, and has therefore disallowed interest and related deductions recognized associated with that intercompany debt on the U.S. income tax returns for those periods totaling approximately $2.86 billion. If the IRS is successful in asserting its claim, it would have an adverse impact on interest deductions related to

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the same Tyco intercompany debt in subsequent time periods, totaling approximately $6.6 billion, which Tyco has advised us that it expects the IRS to disallow. Under the 2012 Tax Sharing Agreement, Tyco has the right to administer, control, and settle all U.S. income tax audits for periods prior to and including the Distribution. Tyco has advised us that it intends to petition the U.S. Tax Court to contest the IRS assessment.

Any payment that Tyco is required to make under the 2007 Tax Sharing Agreement, including if the IRS were to prevail with respect to the matter set forth above, could result in a material liability for us under the 2012 Tax Sharing Agreement. To the extent we are responsible for any liability under the 2012 Tax Sharing Agreement, and indirectly the 2007 Tax Sharing Agreement, there could be a material adverse impact on our financial condition, results of operations, cash flows or our effective tax rate in future reporting periods.

Changes in the U.S. dollar/Swiss franc exchange rate could limit the amount of dividends authorized on our common shares, and there can be no assurance that we will be able to continue to pay dividends on our common shares.

On April 29, 2013, our shareholders approved at our 2013 annual general meeting of shareholders a proposal to pay quarterly cash dividends through the second quarter of 2014. The authorization provides that a dividend will be made out of our "contributed surplus" equity position in our statutory accounts to our shareholders in the amount of $0.25 for each of the third and fourth quarters of 2013 and the first and second quarters of 2014. The deduction to our contributed surplus in our statutory accounts, which is required to be made in Swiss francs, will be determined based on the aggregate amount of the dividend and will be calculated based on the U.S. dollar/Swiss franc exchange rate in effect on April 29, 2013. The U.S. dollar amount of the dividend will be capped at an amount such that the aggregate reduction to our contributed surplus will not exceed 396 million Swiss francs. To the extent that a dividend payment would exceed the cap, the U.S. dollar per share amount of the current or future dividends will be reduced on a pro rata basis so that the aggregate amount of all dividends paid does not exceed the cap. In addition, the aggregate reduction in contributed surplus will be increased for any shares issued, and decreased for any shares acquired, after April 29, 2013 and before the record date for the applicable dividend payment.

Any future dividends that may be proposed by our board of directors will be subject to approval by our shareholders at our annual general meeting. There can be no assurance that our shareholders will approve dividends. Whether our board of directors exercises its discretion to propose any dividends to holders of our common shares will depend on many factors, including our financial condition, earnings, capital requirements of our business, covenants associated with debt obligations, legal requirements, regulatory constraints, industry practice and other factors that our board of directors deems relevant. There can be no assurance that we will continue to pay any dividend in the future.

We depend on our key personnel and pending Swiss legislation may impede our ability to retain and recruit such personnel.

Our success depends to a large extent upon the continuity and continued services of our key executives, managers and skilled personnel. The loss of the services of one or more key senior management team members could have a material adverse effect on our business and our ability to execute our business strategies in a timely and effective manner. Beginning January 1, 2014, we may become subject to Swiss legislation that, among other things, requires binding shareholder approval of compensation of our executive management and directors, generally prohibits severance and change in control payments to our executive management and directors and provides for criminal penalties for non-compliance with these provisions for directors, executive management, certain recipients of compensation, and ancillary support personnel. If we become subject to such legislation, we may have difficulty retaining and recruiting executive management and directors and we will face increased costs of compliance with such legislation, all of which could have a material adverse effect on our business, financial condition and results of operations.

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ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table provides information with respect to purchases we made of our common shares during the third quarter of 2013:

Period	(a) Total number of shares purchased	(b) Average price paid per share	(c) Total number of shares purchased as part of publicly announced plans or programs	(d) Dollar value of shares that may yet be purchased under the plans or programs
June 30 — July 27, 2013	559	$58.79	—	$375,546,139
July 28 — August 24, 2013	794,031	63.01	792,821	325,546,506
August 25 — September 28, 2013	25,382	65.49	—	325,546,506
Total	819,972		792,821	

(a) The purchases in this column include 559 shares for the period June 30 — July 27, 2013, 1,210 shares for the period July 28 — August 24, 2013, and 25,382 shares for the period August 25 — September 28, 2013 deemed surrendered to us by participants in our 2012 Stock and Incentive Plan (the "2012 Plan") and earlier stock incentive plans that are now outstanding under the 2012 Plan (collectively "the Plans") to satisfy the exercise price or withholding of tax obligations related to the exercise of stock options and vesting of restricted shares.

(b) The average price paid in this column includes shares deemed surrendered to us by participants in the Plans to satisfy the exercise price for the exercise price of stock options and withholding tax obligations due upon stock option exercises and vesting of restricted shares.

(c) The number of shares in this column represents the number of shares repurchased as part of our publicly announced plans to repurchase shares of our common stock described below.

(d) Prior to the closing of the Merger, our board of directors, and Tyco as our sole shareholder, authorized the repurchase of our common shares with a maximum aggregate value of $400 million following the closing of the Merger. There are no remaining shares available for repurchase under this authorization. On October 1, 2012, our board of directors authorized the repurchase of our common shares with a maximum aggregate value of $800 million. This authorization expires on December 31, 2015 and is in addition to the $400 million share repurchase authorization.

ITEM 6. Exhibits

The exhibits listed in the accompanying Exhibit Index are filed as part of this Quarterly Report on Form 10-Q.

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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, thereunto duly authorized, on October 22, 2013.

PENTAIR LTD.
Registrant

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

By /s/ Mark C. Borin
Mark C. Borin
Corporate Controller and Chief Accounting Officer

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Exhibit Index to Form 10-Q for the Period Ended September 28, 2013

2.1	Merger Agreement, dated as of March 27, 2012, among Tyco International Ltd., Pentair Ltd., Panthro Acquisition Co., Panthro Merger Sub, Inc. and Pentair, Inc. (Incorporated by reference to Exhibit 2.1 in the Current Report on Form 8-K of Pentair, Inc. filed with the Commission on March 30, 2012 (File No. 000-04689)).
2.2	Amendment No. 1, dated as of July 25, 2012, to the Merger Agreement, dated as of March 27, 2012, among Tyco International Ltd., Pentair Ltd., Panthro Acquisition Co., Panthro Merger Sub, Inc. and Pentair, Inc. (Incorporated by reference to Exhibit 2.1 in the Current Report on Form 8-K of Pentair, Inc. filed with the Commission on July 31, 2012 (File No. 000-04689)).
2.3	Amended and Restated Separation and Distribution Agreement, dated September 27, 2012 among Tyco International Ltd., Pentair Ltd. and The ADT Corporation (Incorporated by reference to Exhibit 2.3 in the Current Report on Form 8-K of Pentair Ltd. filed with the Commission on September 28, 2012 (File No. 001-11625)).
10.1	Pentair Ltd. Stock and Incentive Plan, as amended and restated (Incorporated by reference to Exhibit 10.1 in the Current Report on Form 8-K of Pentair Ltd. filed on October 4, 2013 (File No. 001-11625)).
10.2	Form of Executive Officer Restricted Stock Units Grant Agreement (Incorporated by reference to Exhibit 10.2 in the Current Report on Form 8-K of Pentair Ltd. filed on October 4, 2013 (File No. 001-11625)).
31.1	Certification of Chief Executive Officer.
31.2	Certification of Chief Financial Officer.
32.1	Certification of Chief Executive Officer, Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer, Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	The following materials from Pentair Ltd.'s Quarterly Report on Form 10-Q for the quarter ended September 28, 2013 are filed herewith, formatted in XBRL (Extensible Business Reporting Language): (i) the Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) for the three and nine months ended September 28, 2013 and September 29, 2012, (ii) the Condensed Consolidated Balance Sheets as of September 28, 2013 and December 31, 2012, (iii) the Condensed Consolidated Statements of Cash Flows for the nine months ended September 28, 2013 and September 29, 2012, (iv) the Condensed Consolidated Statements of Changes in Equity for the nine months ended September 28, 2013 and September 29, 2012, and (v) Notes to Condensed Consolidated Financial Statements.