

PENTAIR plc  
 Form 3  
 September 30, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|  |  |  |  |  |   |
|--|--|--|--|--|---|
| 1. Name and Address of Reporting Person *<br>Â GARDEN EDWARD P<br>(Last) (First) (Middle)<br><br>280 PARK AVENUE, 41ST FLOOR<br>(Street)<br><br>NEW YORK, Â NY Â 10017<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>09/21/2015 | 3. Issuer Name and Ticker or Trading Symbol<br>PENTAIR plc [PNR] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other<br>(give title below) (specify below)<br>Please see remarks below | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|--|--|--|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5)  |
|------------------------------------|--|---|---|
| Ordinary Shares                    | 13,005,377   | I   | Please see explanation below <sup>(1)</sup><br><u>(2)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |                          |
|--|---------------|-----------|---------|-------|--------------------------|
|  | Director      | 10% Owner | Officer | Other |                          |
| GARDEN EDWARD P<br>280 PARK AVENUE, 41ST FLOOR<br>NEW YORK, NY 10017             | ^             | ^         | ^       |       | Please see remarks below |
| TRIAN FUND MANAGEMENT, L.P.<br>280 PARK AVENUE, 41ST FLOOR<br>NEW YORK, NY 10017 | ^             | ^         | ^       |       | Please see remarks below |

## Signatures

|   |            |
|---|------------|
| Daniel R. Marx, Attorney-In-Fact for Edward P. Garden   | 09/30/2015 |
| **Signature of Reporting Person   | Date       |
| Daniel R. Marx, Attorney-In-Fact for Edward P. Garden, member of the general partner of Trian Fund Management, L.P. | 09/30/2015 |
| **Signature of Reporting Person   | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Trian Fund Management, L.P. ("Trian Management") serves as the management company for Trian Partners, L.P., Trian Partners Master Fund, L.P., Trian Partners Master Fund (ERISA), L.P., Trian Partners Parallel Fund I, L.P., Trian Partners Strategic Investment Fund II, L.P., Trian Partners Strategic Investment Fund-A, L.P., Trian Partners Strategic Investment Fund-N, L.P., Trian Partners Strategic Investment Fund-D, L.P., Trian Partners Fund (Sub)-G, L.P., Trian Partners Strategic Fund-G II, L.P. and Trian Partners Strategic Fund-G III, L.P. (collectively, the "Trian Entities")
- (2) (FN 1, contd.) and as such determines the investment and voting decisions of the Trian Entities with respect to the shares of the Issuer held by them. Mr. Garden is a member of Trian Fund Management GP, LLC, which is the general partner of Trian Management, and therefore is in a position to determine the investment and voting decisions made by Trian Management on behalf of the Trian Entities. Accordingly, Mr. Garden and Trian Management may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) the shares beneficially owned by the Trian Entities. The Reporting Persons disclaim beneficial ownership of such shares except to the extent of their respective pecuniary interests therein and this report shall not be deemed an admission that the Reporting Persons are the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

^

**Remarks:**  
Commencing on September 21, 2015, Mr. Garden has the right to attend and participate in, all voting participant capacity, as further detailed in the letter agreement dated September 7, 2015 by a parties thereto that is included as Exhibit 2 to the Schedule 13D/A filed by Trian Fund Management on September 8, 2015.

Exhibit List: Exhibit 24.1 - Power of Attorney - Edward P. Garden

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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