

PENTAIR INC
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PENTAIR
PENTAIR
Investor Presentation
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Chairman and Chief Executive Officer
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Registration Number: 333-181250

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FORWARD-LOOKING STATEMENTS

Caution Concerning Forward-Looking Statements

This communication may contain certain statements about Pentair, Inc. (Pentair), Tyco Flow Control International Ltd. (Tyco Flow) and Tyco Flow Control International Ltd. (Tyco) that constitute forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. The forward-looking statements about the expected effects on Pentair, Tyco Flow and Tyco of the proposed merger of Pentair and Tyco Flow (the Merger), Pentair's and Tyco Flow's anticipated standalone or combined financial results and all other statements in this document that are preceded or followed by or that include the words targets , plans , believes , expects , intends , will , would , expect , positioned , strategy , future or words, phrases or terms of similar substance or the negative thereof are forward-looking statements. These forward-looking statements are based on the current expectations of the management of Pentair, Tyco Flow and Tyco (as the case may be) and are subject to uncertainties and risks that could cause actual results to differ materially from those expressed or implied in such forward-looking statements.

of assumptions that are subject to change. Such risks, uncertainties and assumptions include: the satisfaction of the conditions of the Merger and actions related thereto; Pentair's and Tyco's ability to complete the Merger on anticipated terms and schedule; approvals of the Merger and related transactions; risks relating to any unforeseen liabilities of Pentair or Tyco Flow; future capital requirements; economic performance, indebtedness, financial condition, losses and future prospects; business and management strategies and operations; Pentair's and Tyco Flow's ability to integrate successfully after the Merger and achieve anticipated synergies; the value of the businesses; the risk that disruptions from the transaction will harm Pentair's or Tyco Flow's business; Pentair's, Tyco Flow's and Tyco's ability to raise capital generally; and other factors detailed in Pentair's and Tyco's reports filed with the U.S. Securities and Exchange Commission under the caption "Risk Factors". Forward-looking statements included herein are made as of the date hereof, and none of Pentair or Tyco Flow will update publicly such statements to reflect subsequent events or circumstances.

Additional Information

The Merger will be submitted to a vote of Pentair shareholders and the proposed distribution of Tyco Flow to Tyco Flow shareholders. On May 8, 2012, Tyco Flow filed with the SEC a registration statement on Form S-4 containing a preliminary proxy statement and Tyco Flow's preliminary prospectus. On May 8, 2012, Tyco Flow filed with the SEC a registration statement on Form S-1 containing a preliminary prospectus and Tyco Flow filed with the SEC a registration statement on Form S-4 containing a preliminary proxy statement and Tyco Flow's preliminary prospectus. The preliminary proxy statement/prospectus regarding the Merger, the preliminary prospectus regarding the Distribution and Tyco Flow's preliminary proxy statement/prospectus are available free of charge on the SEC's website at www.sec.gov. Pentair plans to file with the SEC and mail to its shareholders a preliminary proxy statement/prospectus regarding the Merger, the preliminary prospectus regarding the Distribution and Tyco Flow's preliminary proxy statement/prospectus. Pentair also plans to file with the SEC and mail to its shareholders a definitive proxy statement regarding the Distribution. Shareholders are encouraged to read the preliminary proxy statement/prospectus, the Form S-1 containing the preliminary prospectus and the Tyco preliminary proxy statement, the preliminary prospectus, the definitive proxy statement/prospectus regarding the Merger, the Form S-1 containing the definitive prospectus regarding the Distribution and other relevant documents when they become available, because they will contain important information about Pentair, Tyco Flow and Tyco. Pentair's preliminary proxy statement/prospectus relating to the Merger, the definitive prospectus relating to the Distribution, the Tyco definitive prospectus relating to the Distribution and Tyco Flow's preliminary proxy statement/prospectus (when they are available) can be obtained free of charge from the SEC's website at www.sec.gov. These documents can also be obtained free of charge from Pentair upon written request to Investor Relations Department, Pentair, Inc., 5500 Wayzata Blvd., Suite 800, Minneapolis, MN 55425, or Tyco Flow upon written request to Investor Relations Department, Tyco International Ltd., 9 Roszel Road, Princeton, NJ 08542.

Participants in the Solicitation

Pentair and Tyco and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies for the proposed transaction under the rules of the SEC. Information about the directors and executive officers of Pentair may be found in its Annual Report on Form 10-K for the year ended December 31, 2011 filed with the SEC on February 21, 2012, the definitive proxy statement relating to its 2012 annual meeting of shareholders filed with the SEC on May 8, 2012, and Tyco Flow's registration statement on Form S-4 containing the preliminary proxy statement/prospectus relating to the Merger and Distribution filed with the SEC on May 8, 2012. Information about the directors and executive officers of Tyco may be found in its Annual Report on Form 10-K for the year ended September 30, 2011 filed with the SEC on November 13, 2011, its definitive proxy statement relating to its 2012 annual general meeting of shareholders filed with the SEC on January 13, 2012 and its registration statement on Form S-4 containing a preliminary proxy statement/prospectus relating to the Merger and Distribution filed with the SEC on May 8, 2012. These documents can be obtained free of charge from the sources indicated above. Additional information may also be included in the definitive proxy statements when it becomes available.

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PENTAIR

WINNING RIGHT

Well Positioned for Future Success & Sustainable Growth

Clear Growth Agenda

Targeted Investments, Focused Resource Allocation and Prioritized Investments

Positioning to Win in the New

New World

Growing Population & Wealth of Developing Economies Create Tremendous Opportunity for Pentair

Increasing Presence in Fast Growth Regions

Pentair Integrated Management System Key to Value Creation

Operational Excellence, Lean Improvements and Repositioning Benefits

One-Year Anniversary of Rapid Growth Process

Well Positioned for Sustainable, Profitable Growth in 2012 & Beyond

Focused on Generating Strong, Sustainable Shareholder Returns

PENTAIR
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Making
Significant
Progress
Towards
Vision
A
diversified
industrial
growth
company

A
global
enterprise
and
responsible
citizen
known
for
operational
excellence,
innovation,
top
talent
and
growing
by
serving
customers
well

Delivering
superior
long-term
shareholder
value

OUR VISION

PENTAIR

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A Decade of Positive Transformation

~

20%

20%

of Sales

in Fast Growth

Region

~

5%

5%

of Sales
in
Fast Growth
Regions
Expanded Tech
Product Offerings,
Acquired
~
\$200M
in Sales
~
17%+
17%+
ROS
Tech Product
Business
Today
Today
Early
Early
2000 s
2000 s
Mid-
Mid-
2000 s
2000 s
Tools Largest
Business
Sold Tools,
Acquired >\$1B in
Water Revenues
Portfolio of ~25
Smaller Businesses;
Manufacturing
Oriented
Global Water
Business,
Product Focus
More Global Filtration
Sales, Acquired
A
Leading
Leading
Membrane
Membrane
Technology
Technology
Company
Began Lean
Enterprise in

Tech Products
A HISTORY OF CHANGE
Announced Pending
Merger with
Tyco Flow Control
Tyco Flow Control

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More than a Decade of Differentiated Performance

A HISTORY OF PERFORMANCE

*Total shareholder return of Pentair and S&P 500 from close on 12/31/2000 through close on 3/31/2012

TOTAL SHAREHOLDER RETURN* OF PENTAIR AND S&P 500

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SALES BY PLATFORM

SALES BY PLATFORM

SALES BY GEOGRAPHY

SALES BY GEOGRAPHY

SALES BY VERTICAL

SALES BY VERTICAL

~2/3 Water & Fluid;

~1/3 Technical Products

Balanced Portfolio with
Attractive Growth Prospects

Leading Brands; Solid
Distributor Network
Diverse Businesses, Geographies, & Vertical Markets

Fast Growth Region Mix Up
from ~9% in 2005

Key Growth Regions include
China, Latin America,
India & Middle East

Strength in Diversity of
Verticals Served

More Advanced Water
Systems Across Verticals

United

States

(61%)

Developed

Non-US

(21%)

Fast

Growth*

(18%)

Residential

(~36%)

Commercial

(~11%)

Industrial &

Agriculture

(~44%)

Infrastructure

(~9%)

US ~2/3

Non US ~1/3

Technical

Products

Flow

Treatment /

Process

Aquatic

Water &

Fluid Solutions

A

DIVERSE,

GLOBAL

COMPANY
2011
REVENUE
OF
\$3.5B

* Fast Growth Regions include China, Latin America, India, SE Asia, Eastern Europe, the Middle East and Africa

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2009

2010

2011

2011 PERFORMANCE

A RECORD YEAR

2009

2010

2011

2009

2010

2011

RECORD SALES

Adj.

ROS

*

9.6%

ROS

11.0%

\$2.7

\$3.0

\$1.47

\$2.00

Strong Year

Well Positioned for Future Growth

Broad-Based Growth Across

Diverse Portfolio

Productivity Initiatives Driving

Operating Margins Higher

Continuing to Deliver Strong

Earnings Growth

\$3.5

Adj.

ROS

*

11.7%

\$2.41

SALES

(\$B)

ADJ. OPERATING INCOME

*

(\$M)

ADJ. DILUTED EPS

*

(\$)

+13%

2-YR CAGR

+25%

2-YR CAGR

\$258

\$334

\$404

STRONG PROFITS

RECORD EARNINGS

+28%

2-YR CAGR

* Results are adjusted and from continuing operations; see reconciliations in appendix.

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\$0.88

\$0.01

1976

1985

1995

2005

2012

Pentair Has Increased Dividends for 36 Consecutive Years

*Dividends adjusted for splits and stock adjustments. **All results are on an adjusted basis. See reconciliation in appendix.

2009

2010

2011

Adj. NI

FCF in excess of Adj. NI

Free Cash Flow Conversion

Consistently >100% of Adj.

Net Income

\$207M

\$211M

\$248M

STRONG CASH FLOW GENERATION

FREE CASH FLOW

**

ANNUALIZED DIVIDENDS

*

Strong Free Cash Flow Conversion

Fuels Dividend Growth

Dividend

Payout Ratio

Currently >30%

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Adj. Op Income Up 10%

Adj. Op Margins 11.3%

Up 20 bps

Volume/Acq.

(0.8 pts.)

Price/Productivity

+3.0 pts.

Inflation
(2.0 pts.)
Adj. EPS Up 23%

Adj. Effective Tax Rate ~20%
(ETR ~29% excl. discrete tax item benefit)

Adj. Interest Up ~\$7M
Q1 Free Cash Flow of (\$82M)

Normal Seasonality and Timing

On Track to Deliver FY FCF >100% of NI

* All year-over-year comparisons against 2011 adjusted results.

** CPT refers to the acquisition of Norit's Clean Process Technologies Business; Closed May 12, 2011

FINANCIAL HIGHLIGHTS

SUMMARY

Sales Up 9%
(Incl. +9 pts from CPT
**
& (1 pt) from FX)

Water & Fluid Up 14%

Technical Products Down (1%)

Western Europe Plus Lower Flood-Related Pump
Sales Negatively Impacted Top-Line

Double Digit Growth in Industrial, Energy,
Agriculture and Pool

Pricing, Lean & Repositioning Drove Margins
up YoY, Despite Acquisition Impact

Below the Op Line, Lower Taxes YoY More than
Offset Higher Interest and Diluted Shares
Strong Execution Drove Double Digit Adj. Op Income Growth

Q1 '12 PENTAIR RESULTS

*

as presented on April 24, 2012

Q1 '12

Q1 '11

Sales

\$858M

\$790M

Op Income

(Rpt.)

\$85M

\$86M

Op Income

(Adj.)

\$97M

\$88M

ROS

(Adj.)

11.3%

11.1%

EPS

(Rpt.)

\$0.61

\$0.51

EPS

(Adj.)

\$0.64

\$0.52

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Flow (~40% of Water & Fluid Solutions Sales Mix)

-

Expect W. Europe & Municipal Headwinds to Continue
in 1H; Easier Comparisons in 2H

Treatment/Process (~38% of Sales Mix)

-

Expect Industrial/Energy to Remain Strong;
Stabilized US Residential with Easier 2H Comparisons

-
Expect W. Europe Headwinds to Continue; Expect Fast
Growth Regions Sales to Improve

Aquatic (~22% of Sales Mix)

-
Significant Pool Installed Base; Expect Good Demand
with Eco-Select Products Growing Beyond Market

-
Brazil Acquisition Expected to Benefit Sales >\$10M

SALES

GROWTH

EXPECTATIONS

(FY

2012)

as

presented

on

April

24,

2012

Nice Growth in Many Verticals

Mitigating W. Europe & Muni Headwinds

Water &

Fluid

Solutions,

69%

Technical

Products,

31%

Industrial

37%

Communications

20%

Energy

11%

General Electronics

11%

Commercial

7%

Infrastructure

6%

Other

8%

WATER & FLUID SOLUTIONS (FY 12)

TECHNICAL PRODUCTS (FY 12)

SALES MIX BY SEGMENT

Strength in [Breadth of Portfolio](#)

&

Alignment with [Global Mega Trends](#)

Expect Attractive Growth in
Industrial and Energy

Softness in
Electronics and Communications
Expected to Continue

Lumpy Telecom Program Impact 1H ~\$15M YOY

Solid Growth in
Commercial and Infrastructure
Expected to Continue

Residential

52%

US

68%

Non-US

32%

Industrial

18%

Commercial

13%

Municipal

11%

Agriculture

6%

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FY 12 FINANCIAL OUTLOOK

KEY HIGHLIGHTS

New Products, Expanded Distribution and Fast
Growth Regions Expected to Fuel Growth

Expect Better Price/Cost, More Productivity
and Prioritized Investments to Expand Margins

Expect to Generate FCF > Net Income, with

Disciplined Allocation

Integration Planning & Leadership is Critical

Tyco Flow Deal Not Reflected in this Outlook

Growth and Productivity Strategies In Place

Well Positioned in 2012

FULL YEAR 2012 PENTAIR OUTLOOK

*

as presented on April 24, 2012

FY 12

FY 11

Sales

~\$3.7B

\$3.46B

Op Income

(Rpt.)

\$433M -

\$458M

\$169M

Op Income

(Adj.)

\$445M -

\$470M

\$404M

ROS

(Adj.)

up 50 bps -

80 bps

11.7%

EPS

(Rpt.)

\$2.62 -

\$2.77

\$0.34

EPS

(Adj.)

\$2.65 -

\$2.80

\$2.41

Adj. Op Income Up 10% -

16%

Adj. Op Margins Up 50 bps -

80 bps

Water & Fluid Margins, Up ~50 bps

Technical Products Margins, Up ~100 bps

Adj. FY EPS Up 10% -

16%

Adj. Tax Rate 26% -
27%

Adj. Interest Up ~\$8M YoY
Sales Up 6% -
8%
(incl. ~3pts from CPT Acq.)

Water & Fluid Up 8% -
10%

Technical Products Up 2% -
4%

*

2012

full

yearoutlook

does

not

include

any

future

impact

from

Tyco

Flow

Deal;

All

year-over-year

comparisons

against

2011

adjusted

results.

FY 12 Free Cash Flow ~\$270M

Expect >100% Net Income Conversion

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POSITIONED TO SERVE THE NEW
NEW WORLD

Breadth and Expertise to Serve the New
New World

Industrialization

Infrastructure

Resource Scarcity

Quality of Life

>4 Billion Reaching

Middle Class Globally

Needs and Wants Are
Driving Demand
Increasing Population and Wealth
of the New
New World
Food
Infrastructure/Industry
(Transportation and Manufacturing)
Energy

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CLEAR VISION, CONSISTENT STRATEGY

Clear Path Forward for Growth and Value Creation

Invest in **Innovative Technology**
& Application Expertise