

PENTAIR INC  
Form 8-K  
August 11, 2008

**Table of Contents**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 8-K**  
**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**  
**Date of Report (Date of earliest event reported): August 5, 2008**  
**Commission file number 000-04689**  
**Pentair, Inc.**

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

**Minnesota**

**41-0907434**

**(State or other jurisdiction of incorporation or  
organization)**

**(I.R.S. Employer Identification number)**

**5500 Wayzata Blvd, Suite 800, Golden Valley,  
Minnesota**

**55416**

**(Address of principal executive offices)**

**(Zip code)**

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**TABLE OF CONTENTS**

ITEM 8.01 Other Events

ITEM 9.01 Financial Statements and Exhibits

SIGNATURE

Press Release

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**Table of Contents**

**ITEM 8.01 Other Events.**

On August 5, 2008, Pentair, Inc. (the Company ) issued a press release announcing that its cash tender offer for all of its 7.85% Senior Notes due 2009 (the Notes ) expired at 12:00 midnight, New York City time on August 4, 2008. The Company also announced that \$116.1 million principal amount (of a total outstanding principal amount of \$250 million) of Notes had been validly tendered in connection with the tender offer.

A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

**ITEM 9.01 Financial Statements and Exhibits**

(a) Financial Statements of Businesses Acquired

Not applicable.

(b) Pro Forma Financial Information

Not applicable.

(c) Shell Company Transactions

Not applicable.

(d) Exhibits

The following exhibit is provided as part of the information filed under Item 8.01 of this Current Report on Form 8-K:

Exhibit	Description
99.1	Press Release dated August 5, 2008 announcing results for its cash tender offer for all of its outstanding 7.85% Senior Notes due 2009.

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**Table of Contents**

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on August 11, 2008.

PENTAIR, INC.

Registrant

By /s/ John L. Stauch

John L. Stauch

Executive Vice President and Chief Financial  
Officer

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**Table of Contents**

**PENTAIR, INC.**

Exhibit Index to Current Report on Form 8-K

Dated August 5, 2008

Exhibit Number	Description
99.1	Press Release dated August 5, 2008 announcing results for its cash tender offer for all of its outstanding 7.85% Senior Notes due 2009.