

PENTAIR plc
Form SC 13D/A
December 06, 2018

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No. 12)*

PENTAIR PLC
(Name of Issuer)

Ordinary Shares, nominal value \$0.01 per share
(Title of Class of Securities)

G7S00T 104
(CUSIP Number)

Brian L. Schorr, Esq.
Triam Fund Management, L.P.
280 Park Avenue, 41 st Floor
New York, New York 10017
Tel. No.: (212) 451-3000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 4, 2018
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all on exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The Information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON
Nelson Peltz

2 CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
United States

NUMBER OF
SHARES
BENEFICIALLY SOLE VOTING POWER
OWNED BY 7 0
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER
8,591,836

SOLE DISPOSITIVE POWER

9 0

10 SHARED DISPOSITIVE POWER
8,591,836

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
8,591,836

12 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN

SHARES

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

13

4.95%*

14

TYPE OF REPORTING PERSON
IN

*Calculated based on 173,601,030 ordinary shares outstanding as of September 30, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018 (the "Form 10-Q").

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON
Peter W. May

2 CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
United States

NUMBER OF
SHARES
BENEFICIALLY SOLE VOTING POWER
OWNED BY 7 0
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER
8,591,836

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
8,591,836

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
8,591,836

12 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS
 REPRESENTED BY AMOUNT IN
 ROW (11)
 4.95%*

14 TYPE OF REPORTING PERSON
 IN

* Calculated based on 173,601,030 ordinary shares outstanding as of September 30, 2018, as reported in the Issuer's Form 10-Q.

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON
Edward P. Garden

2 CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
United States

NUMBER OF
SHARES
BENEFICIALLY OWNED BY
EACH
REPORTING
PERSON WITH

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
8,591,836

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
8,591,836

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
8,591,836

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
 REPRESENTED BY AMOUNT IN
 ROW (11)
 4.95%*

14 TYPE OF REPORTING PERSON
 IN

* Calculated based on 173,601,030 ordinary shares outstanding as of September 30, 2018, as reported in the Issuer's Form 10-Q.

NAME OF REPORTING PERSON
Trian Fund Management, L.P.

1 S.S. OR I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON
20-3454182

2 CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY SOLE VOTING POWER
OWNED BY 7 0
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER
8,591,836

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
8,591,836

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
8,591,836

12 []

CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
4.95%*

14 TYPE OF REPORTING PERSON
PN

* Calculated based on 173,601,030 ordinary shares outstanding as of September 30, 2018, as reported in the Issuer's Form 10-Q.

NAME OF REPORTING PERSON
Trian Fund Management GP, LLC

1 S.S. OR I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON
20-3454087

2 CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
8,591,836

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
8,591,836

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
8,591,836

12 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW []

(11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
4.95%*

14 TYPE OF REPORTING PERSON
OO

* Calculated based on 173,601,030 ordinary shares outstanding as of September 30, 2018, as reported in the Issuer's Form 10-Q.

NAME OF REPORTING PERSON
Trian Partners, L.P.

1 S.S. OR I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON
20-3453988

2 CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY 7 SOLE VOTING POWER
EACH 0
REPORTING
PERSON WITH

8 SHARED VOTING POWER
1,348,341

9 SOLE DISPOSITIVE POWER
0

SHARED DISPOSITIVE POWER
101,348,341

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
1,348,341

12 CHECK BOX IF THE [X]
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
0.78%*

14 TYPE OF REPORTING PERSON
PN

* Calculated based on 173,601,030 ordinary shares outstanding as of September 30, 2018, as reported in the Issuer's Form 10-Q.

NAME OF REPORTING PERSON
Trian Partners Master Fund, L.P.

1 S.S. OR I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON
98-0468601

2 CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
Cayman Islands

NUMBER OF
SHARES
BENEFICIALLY SOLE VOTING POWER
OWNED BY 7 0
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER
1,117,434

9 SOLE DISPOSITIVE POWER
0

SHARED DISPOSITIVE POWER
101,117,434

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
1,117,434

12 CHECK BOX IF THE [X]
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
0.64%*

14 TYPE OF REPORTING PERSON
PN

* Calculated based on 173,601,030 ordinary shares outstanding as of September 30, 2018, as reported in the Issuer's Form 10-Q.

NAME OF REPORTING PERSON
Trian Partners Parallel Fund I, L.P.

1 S.S. OR I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON
20-3694154

2 CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY SOLE VOTING POWER
OWNED BY 7 0
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER
290,753

9 SOLE DISPOSITIVE POWER
0

SHARED DISPOSITIVE POWER
10290,753

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
290,753

12 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [X]

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
0.17%*

14 TYPE OF REPORTING PERSON
PN

* Calculated based on 173,601,030 ordinary shares outstanding as of September 30, 2018, as reported in the Issuer's Form 10-Q.

NAME OF REPORTING PERSON
Trian Partners Strategic Investment
Fund-A, L.P.

1 S.S. OR I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON
27-4180625

2 CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY SOLE VOTING POWER
OWNED BY 7 0
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER
8 1,745,991

9 SOLE DISPOSITIVE POWER
0

SHARED DISPOSITIVE POWER
101,745,991

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
1,745,991

12 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [X]

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
1.01%*

14 TYPE OF REPORTING PERSON
PN

* Calculated based on 173,601,030 ordinary shares outstanding as of September 30, 2018, as reported in the Issuer's Form 10-Q.

NAME OF REPORTING PERSON
Trian Partners Strategic Investment
Fund-N, L.P.

1

S.S. OR I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON
80-0958490

2

CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b)

3

SEC USE ONLY

4

SOURCE OF FUNDS
WC

5

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS
2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

NUMBER OF
SHARES

BENEFICIALLY OWNED BY
EACH REPORTING
PERSON WITH

SOLE VOTING POWER
7 0

8 1,249,955

SOLE DISPOSITIVE POWER
9 0

SHARED DISPOSITIVE POWER
101,249,955

11

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
1,249,955

12 CHECK BOX IF THE [X]
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
0.72%*

14 TYPE OF REPORTING PERSON
PN

* Calculated based on 173,601,030 ordinary shares outstanding as of September 30, 2018, as reported in the Issuer's Form 10-Q.

NAME OF REPORTING PERSON
Trian Partners Strategic Investment
Fund II, L.P.

1

S.S. OR I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON
45-4929803

2

CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b)

3

SEC USE ONLY

4

SOURCE OF FUNDS
WC

5

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS
2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY OWNED BY
EACH
REPORTING
PERSON WITH

SOLE VOTING POWER
7 0

SHARED VOTING POWER
8 784,552

SOLE DISPOSITIVE POWER
9 0

SHARED DISPOSITIVE POWER
10784,552

11

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
784,552

12 CHECK BOX IF THE [X]
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
0.45%*

14 TYPE OF REPORTING PERSON
PN

* Calculated based on 173,601,030 ordinary shares outstanding as of September 30, 2018, as reported in the Issuer's Form 10-Q.

NAME OF REPORTING PERSON
Trian Partners Strategic Investment
Fund-D, L.P.

1

S.S. OR I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON
98-1108184

2

CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b)

3

SEC USE ONLY

4

SOURCE OF FUNDS
WC

5

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS
2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF
ORGANIZATION
Cayman Islands

NUMBER OF
SHARES

BENEFICIALLY OWNED BY EACH
REPORTING PERSON WITH

SOLE VOTING POWER
7 0

SHARED VOTING POWER
8 387,878

SOLE DISPOSITIVE POWER
9 0

SHARED DISPOSITIVE POWER
10387,878

11

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
387,878

12 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [X]

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
0.22%*

14 TYPE OF REPORTING PERSON
PN

* Calculated based on 173,601,030 ordinary shares outstanding as of September 30, 2018, as reported in the Issuer's Form 10-Q.

NAME OF REPORTING PERSON
Trian Partners Fund (Sub)-G, L.P.

1 S.S. OR I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON
90-1035117

2 CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY OWNED BY
EACH
REPORTING
PERSON WITH

SOLE VOTING POWER
7 0

SHARED VOTING POWER
8 124,179

SOLE DISPOSITIVE POWER
9 0

SHARED DISPOSITIVE POWER
10 124,179

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
124,179

12 CHECK BOX IF THE [X]
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
0.07%*

14 TYPE OF REPORTING PERSON
PN

* Calculated based on 173,601,030 ordinary shares outstanding as of September 30, 2018, as reported in the Issuer's Form 10-Q.

NAME OF REPORTING PERSON
Trian Partners Strategic Fund-G II,
L.P.

1

S.S. OR I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON
46-5509975

2

CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b)

3

SEC USE ONLY

4

SOURCE OF FUNDS
WC

5

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS
2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

NUMBER OF
SHARES

BENEFICIALLY OWNED BY EACH
REPORTING PERSON WITH

SOLE VOTING POWER
7 0

SHARED VOTING POWER
8 367,671

SOLE DISPOSITIVE POWER
9 0

SHARED DISPOSITIVE POWER
10367,671

11

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
367,671

12 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [X]

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
0.21%*

14 TYPE OF REPORTING PERSON
PN

* Calculated based on 173,601,030 ordinary shares outstanding as of September 30, 2018, as reported in the Issuer's Form 10-Q.

NAME OF REPORTING PERSON
Trian Partners Strategic Fund-G III,
L.P.

1

S.S. OR I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON
47-2121971

2

CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b)

3

SEC USE ONLY

4

SOURCE OF FUNDS
WC

5

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS
2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
184,589

9 SOLE DISPOSITIVE POWER
0

SHARED DISPOSITIVE POWER
10184,589

11

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
184,589

12 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [X]

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
0.11%*

14 TYPE OF REPORTING PERSON
PN

* Calculated based on 173,601,030 ordinary shares outstanding as of September 30, 2018, as reported in the Issuer's Form 10-Q.

NAME OF REPORTING PERSON
Trian Partners Strategic Fund-K, L.P.

1 S.S. OR I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON
47-5116069

2 CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY 7 SOLE VOTING POWER
EACH 0
REPORTING
PERSON WITH

8 SHARED VOTING POWER
568,469

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
568,469

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
568,469

12 CHECK BOX IF THE [X]
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN

SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
0.33%*

14 TYPE OF REPORTING PERSON
PN

* Calculated based on 173,601,030 ordinary shares outstanding as of September 30, 2018, as reported in the Issuer's Form 10-Q.

NAME OF REPORTING PERSON
Trian Partners Strategic Fund-C, Ltd.

1 S.S. OR I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON
98-1327448

2 CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
Cayman Islands

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY 7 SOLE VOTING POWER
EACH 0
REPORTING
PERSON WITH

8 SHARED VOTING POWER
410,905

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
410,905

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
410,905

12 CHECK BOX IF THE [X]
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN

SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
0.24%*

14 TYPE OF REPORTING PERSON
OO

* Calculated based on 173,601,030 ordinary shares outstanding as of September 30, 2018, as reported in the Issuer's Form 10-Q.

This Amendment No. 12 ("Amendment No. 12") amends and supplements the Schedule 13D filed with the Securities and Exchange Commission on June 30, 2015, as amended by Amendment No. 1 filed on July 13, 2015, as amended by Amendment No. 2 filed on July 29, 2015, as amended by Amendment No. 3 filed on September 8, 2015, as amended by Amendment No. 4 filed on February 22, 2016, as amended by Amendment No. 5 filed on May 10, 2016, as amended by Amendment No. 6 filed on May 18, 2017, as amended by Amendment No. 7 filed on May 1, 2018, as amended by Amendment No. 8 filed on June 1, 2018, as amended by Amendment No. 9 filed on August 15, 2018, as amended by Amendment No. 10 filed on September 11, 2018, and as amended by Amendment No. 11 ("Amendment No. 11") filed on October 30, 2018 (as amended, the "Schedule 13D"), relating to the Ordinary Shares, nominal value \$0.01 per share (the "Shares"), of Pentair plc, an Irish public limited company (the "Issuer"). The address of the principal executive office of the Issuer is 43 London Wall, London, EC2M 5TF, United Kingdom.

Capitalized terms not defined herein shall have the meanings ascribed to them in the Schedule 13D. Except as set forth herein, the Schedule 13D is unmodified.

Items 3, 4, 5 and 6 of the Schedule 13D are hereby amended as follows:

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended and supplemented by adding the following information:

On November 20, 2018, Strategic Fund-N acquired 254,092 Shares underlying the Put/Call Options for an aggregate exercise price of \$11,726,026.49 in connection with the exercise of such Put/Call Options. The source of the funding for such transaction was the general working capital of Strategic Fund-N. The exercise was done pursuant to the Put/Call Letter Agreement, which established a written plan pursuant to Rule 10b5-1(c) under the Securities Exchange Act of 1934, as amended. Following the exercise of such Put/Call Options, the Put/Call Letter Agreement terminated in accordance with its terms.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following information:

The sales of Shares by Reporting Persons reported in this Amendment No. 12 were done for portfolio management purposes.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended and supplemented by adding the following information:

(a) As of 4:00 p.m., New York City time, on December 6, 2018, the Reporting Persons beneficially owned, in the aggregate, 8,591,836 Shares, representing approximately 4.95% of the Issuer's outstanding Shares (calculated based on 173,601,030 Shares outstanding as of September 30, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018). Such Shares include an aggregate of 8,580,717 Shares beneficially owned by the Reporting Persons through direct ownership of Shares, representing approximately 4.94% of the Issuer's outstanding Shares and an additional 11,119 Shares underlying Director Options held by Mr. Garden which he received in connection with his service on the Issuer's Board of Directors and which are currently exercisable, representing approximately 0.01% of the Issuer's outstanding Shares.

(b) As of 4:00 p.m., New York City time, on December 6, 2018, each of Trian Onshore, Trian Offshore, Parallel Fund I, TPSIF II, Strategic Fund-A, Strategic Fund-N, Strategic Fund-D, Fund G, Strategic Fund-G II, Strategic Fund-G III, Strategic Fund-K and Strategic Fund-C beneficially and directly owns and has sole voting power and sole dispositive power with regard to 1,348,341; 1,117,434; 290,753; 784,552; 1,745,991; 1,249,955; 387,878; 124,179; 367,671,

184,589, 568,469 and 410,905 Shares, respectively, except to the extent that other Reporting Persons as described in this Item 5 may be deemed to have shared voting power and shared dispositive power with regard to such Shares. Mr. Garden beneficially owns and has sole voting power and sole dispositive power with regard to 11,119 Shares underlying Director Options, except to the extent that other members of the Trian Group as described in this Item 5 may be deemed to have shared voting power and shared dispositive power with regard to such Shares.

(c) The transaction described above in Item 3 of this Amendment No. 12 is incorporated herein by reference. Set forth on Schedule A, which is also incorporated herein by reference, is a list of all other transactions with respect to the Shares effected subsequent to the filing of Amendment No. 11, inclusive of all transactions effected through 4:00 pm, New York City time, on December 6, 2018. All transactions set forth on Schedule A were effected in the open market. The prices set forth on Schedule A do not include commissions.

On October 29, 2018, Trian Offshore sold 169,687 Shares in the open market at a price of \$39.8257. Trian Offshore was previously reported in Amendment No. 11 as selling 167,897 Shares on such date.

(e) As a result of the transactions referred to Item 5(c) above, on December 3, 2018, the Filing Persons ceased to be the beneficial owners of more than 5% of the Issuer's outstanding Shares.

Item 6. Contracts, Arrangements, Understandings or Relationship with Respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby amended and supplemented by adding the following information:

The disclosure contained above in Item 3 of this Amendment No. 12 is incorporated herein by reference.

[INTENTIONALLY LEFT BLANK]

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 6, 2018

TRIAN FUND
MANAGEMENT, L.P.
Trian Fund Management
By: GP, LLC, its general
partner

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Member

TRIAN FUND
MANAGEMENT GP, LLC

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS, L.P.
Trian Partners GP, L.P.,
By: its general partner

Trian Partners General
By: Partner, LLC, its general
partner

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS
MASTER FUND, L.P.
By: Trian Partners GP, L.P.,
its general partner

By: Trian Partners General
Partner, LLC, its general
partner

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS
PARALLEL FUND I, L.P.
By: Trian Partners Parallel
Fund I General Partner,
LLC, its general partner

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS
STRATEGIC
INVESTMENT FUND-A,
L.P.
By: Trian Partners Strategic
Investment Fund-A GP,
L.P., its general partner

By: Trian Partners Strategic
Investment Fund-A
General Partner, LLC, its
general partner

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS
STRATEGIC
INVESTMENT FUND-N,
L.P.

Triam Partners Strategic
By: Investment Fund-N GP,
L.P., its general partner

Triam Partners Strategic
Investment Fund-N
By: General Partner, LLC., its
general partner

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS
STRATEGIC
INVESTMENT FUND II,
L.P.

Trian Partners Strategic
By: Investment Fund II GP,
L.P., its general partner

Trian Partners Strategic
Investment Fund-II
By: General Partner, LLC., its
general partner

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS
STRATEGIC
INVESTMENT FUND-D,
L.P.

Trian Partners Strategic
By: Investment Fund-D GP,
L.P., its general partner

Trian Partners Strategic
Investment Fund-D
By: General Partner, LLC, its
general partner

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS FUND
(SUB)-G, L.P.

Trian Partners Investment
By: Fund-G GP, L.P., its
general partner

Trian Partners Investment
By: Fund-G General Partner,
LLC, its general partner

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden

Title: Member

TRIAN PARTNERS
STRATEGIC FUND-G II,
L.P.

By: Trian Partners Strategic
Fund-G II GP, L.P., its
general partner

By: Trian Partners Strategic
Fund-G II General
Partner, LLC, its general
partner

By: /s/ EDWARD P.
GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS
STRATEGIC FUND-G III,
L.P.

By: Trian Partners Strategic
Fund-G III GP, L.P., its
general partner

By: Trian Partners Strategic
Fund-G III General
Partner, LLC, its general
partner

By: /s/ EDWARD P.
GARDEN
Name Edward P. Garden
Title Member

TRIAN PARTNERS
STRATEGIC FUND-K, L.P.

By: Trian Partners Strategic
Fund-K GP, L.P., its
general partner

By: Trian Partners Strategic
Fund-K General Partner,
LLC, its general partner

By: /s/ EDWARD P.
GARDEN
Name Edward P. Garden
Title Member

TRIAN PARTNERS
STRATEGIC FUND-C, LTD.

By: /s/ EDWARD P.
GARDEN

Name Edward P. Garden
Title Director

/s/NELSON PELTZ
Nelson Peltz

/s/PETER W. MAY
Peter W. May

/s/EDWARD P. GARDEN
Edward P. Garden