

PENTAIR plc
Form SC 13D/A
June 01, 2018

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No. 8)*

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)

May 30, 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 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 OWNED BY
EACH
REPORTING
PERSON WITH

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
14,001,837

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
14,001,837

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
14,001,837

12 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW

(11) EXCLUDES CERTAIN
SHARES

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

13

7.85%*

TYPE OF REPORTING PERSON
IN

14

*Calculated based on 178,386,369 ordinary shares outstanding as of March 31, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended March 31, 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 OWNED BY
EACH
REPORTING
PERSON WITH

SOLE VOTING POWER
7 0

SHARED VOTING POWER
8 14,001,837

SOLE DISPOSITIVE POWER
9 0

SHARED DISPOSITIVE POWER
10 14,001,837

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
14,001,837

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

SHARES

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
7.85%*

13

TYPE OF REPORTING PERSON
IN

14

* Calculated based on 178,386,369 ordinary shares outstanding as of March 31, 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 SOLE VOTING POWER
OWNED BY 7 0
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER
14,001,837

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
14,001,837

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
14,001,837

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

13 PERCENT OF CLASS
 REPRESENTED BY AMOUNT IN
 ROW (11)
 7.85%*

14 TYPE OF REPORTING PERSON
 IN

* Calculated based on 178,386,369 ordinary shares outstanding as of March 31, 2018, as reported in the Issuer's Form 10-Q.

NAME OF REPORTING PERSON
Triam 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 OWNED BY
EACH
REPORTING
PERSON WITH

SOLE VOTING POWER
7 0

SHARED VOTING POWER
8 14,001,837

SOLE DISPOSITIVE POWER
9 0

SHARED DISPOSITIVE POWER
10 14,001,837

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
14,001,837

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

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
7.85%*

14 TYPE OF REPORTING PERSON
PN

* Calculated based on 178,386,369 ordinary shares outstanding as of March 31, 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 7 SOLE VOTING POWER
EACH 0
REPORTING
PERSON WITH

8 SHARED VOTING POWER
14,001,837

9 SOLE DISPOSITIVE POWER
0

SHARED DISPOSITIVE POWER
10 14,001,837

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
14,001,837

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

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
7.85%*

14 TYPE OF REPORTING PERSON
OO

* Calculated based on 178,386,369 ordinary shares outstanding as of March 31, 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 EACH
REPORTING
PERSON WITH

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
2,572,277

9 SOLE DISPOSITIVE POWER
0

SHARED DISPOSITIVE POWER
102,572,277

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
2,572,277

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

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
1.44%*

14 TYPE OF REPORTING PERSON
PN

* Calculated based on 178,386,369 ordinary shares outstanding as of March 31, 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 OWNED BY
EACH
REPORTING
PERSON WITH

SOLE VOTING POWER
7 0

SHARED VOTING POWER
8 4,382,397

SOLE DISPOSITIVE POWER
9 0

SHARED DISPOSITIVE POWER
104,382,397

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
4,382,397

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

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
2.46%*

14 TYPE OF REPORTING PERSON
PN

* Calculated based on 178,386,369 ordinary shares outstanding as of March 31, 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

SHARED VOTING POWER
8 334,504

SOLE DISPOSITIVE POWER
9 0

SHARED DISPOSITIVE POWER
10334,504

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

334,504

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

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
0.19%*

14 TYPE OF REPORTING PERSON
PN

* Calculated based on 178,386,369 ordinary shares outstanding as of March 31, 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 OWNED BY
EACH
REPORTING
PERSON WITH

SOLE VOTING POWER
7 0

SHARED VOTING POWER
8 2,008,726

SOLE DISPOSITIVE POWER
9 0

SHARED DISPOSITIVE POWER
102,008,726

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

2,008,726

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

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
1.13%*

14 TYPE OF REPORTING PERSON
PN

* Calculated based on 178,386,369 ordinary shares outstanding as of March 31, 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

SHARED VOTING POWER
8 1,438,045

SOLE DISPOSITIVE POWER
9 0

SHARED DISPOSITIVE POWER
101,438,045

11

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
1,438,045

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

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
0.81%*

14 TYPE OF REPORTING PERSON
PN

* Calculated based on 178,386,369 ordinary shares outstanding as of March 31, 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
8 902,609

SOLE DISPOSITIVE POWER
9 0

SHARED DISPOSITIVE POWER
10 902,609

11

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
902,609

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

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
0.51%*

14 TYPE OF REPORTING PERSON
PN

* Calculated based on 178,386,369 ordinary shares outstanding as of March 31, 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
8 446,245

SOLE DISPOSITIVE POWER
9 0

SHARED DISPOSITIVE POWER
10 10446,245

11

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
446,245

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

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
0.25%*

14 TYPE OF REPORTING PERSON
PN

* Calculated based on 178,386,369 ordinary shares outstanding as of March 31, 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
8 142,866

SOLE DISPOSITIVE POWER
9 0

SHARED DISPOSITIVE POWER
10 142,866

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
142,866

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

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
0.08%*

14 TYPE OF REPORTING PERSON
PN

* Calculated based on 178,386,369 ordinary shares outstanding as of March 31, 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
8 422,996

SOLE DISPOSITIVE POWER
9 0

SHARED DISPOSITIVE POWER
10 10422,996

11

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

422,996

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

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

14 TYPE OF REPORTING PERSON
PN

* Calculated based on 178,386,369 ordinary shares outstanding as of March 31, 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
212,365

9 SOLE DISPOSITIVE POWER
0

SHARED DISPOSITIVE POWER
10212,365

11

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
212,365

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

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
0.12%*

14 TYPE OF REPORTING PERSON
PN

* Calculated based on 178,386,369 ordinary shares outstanding as of March 31, 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
654,011

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
654,011

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
654,011

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

SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
0.37%*

14 TYPE OF REPORTING PERSON
PN

* Calculated based on 178,386,369 ordinary shares outstanding as of March 31, 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
472,736

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
472,736

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
472,736

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

SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
0.27%*

14 TYPE OF REPORTING PERSON
OO

* Calculated based on 178,386,369 ordinary shares outstanding as of March 31, 2018, as reported in the Issuer's Form 10-Q.

This Amendment No. 8 ("Amendment No. 8") amends and supplements the Schedule 13D filed with the Securities and Exchange Commission on June 30, 2015 (the "Original Statement"), 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, and as amended by Amendment No. 7 ("Amendment No. 7") filed on May 1, 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 4 and 5 of the Schedule 13D are hereby amended as follows:

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. 8 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 June 1, 2018, the Reporting Persons beneficially owned, in the aggregate, 14,001,837 Shares, representing approximately 7.85% of the Issuer's outstanding Shares (calculated based on 178,386,369 Shares outstanding as of March 31, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended March 31, 2018). Such Shares include an aggregate of 13,736,582 Shares beneficially owned by the Reporting Persons through direct ownership of Shares, representing approximately 7.70% of the Issuer's outstanding Shares, an additional 254,092 Shares underlying the Put/Call Options that are held by Strategic Fund-N, representing approximately 0.14% of the Issuer's outstanding Shares, and an additional 11,163 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 June 1, 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, Strategic Fund-C and Trian Management beneficially and directly owns and has sole voting power and sole dispositive power with regard to 2,572,277; 4,382,397; 334,504; 902,609; 2,008,726; 1,438,045; 446,245; 142,866; 422,996; 212,365; 654,011, 472,736 and 897 Shares (including the Shares underlying the Put/Call Options), 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 11,163 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) Set forth below is a list of all transactions with respect to the Shares effected subsequent to the filing of Amendment No. 7, inclusive of all transactions effected through 4:00 pm, New York City time, on June 1, 2018. All such transactions were effected in a privately negotiated transaction. The prices set forth in the table do not include commissions.

<u>Fund</u>	<u>Date</u>	<u>Shares</u>	<u>Price</u>	<u>Type</u>
Trian Partners, L.P.	5/30/2018	98,065	\$ 44.135	Sale
Trian Partners Master Fund, L.P	5/30/2018	1,576,935	\$ 44.135	Sale

[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: June 1, 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.
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
PARALLEL FUND I, L.P.
Trian Partners Parallel
By: 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.
Trian Partners Strategic
By: Investment Fund-A GP,
L.P., its general partner

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

Trian 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.

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

By: Trian Partners Strategic
Investment Fund-II
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.

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

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

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

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

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

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

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

TRIAN PARTNERS
STRATEGIC FUND-K, L.P.

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

Trian Partners Strategic
By: 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

