

**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): July 10, 2026



Pentair plc
(Exact name of registrant as specified in its charter)

Ireland
(State or other jurisdiction of
incorporation or organization)

001-11625
(Commission
File No.)

98-1141328
(I.R.S. Employer
Identification No.)

Regal House, 70 London Road, Twickenham, London, TW13QS United Kingdom
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **44-74-9421-6154**

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary Shares, nominal value \$0.01 per share	PNR	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act (17 CFR 230.405) or Rule 12b-2 of the Exchange Act (17 CFR 240.12b-2). ☐ Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

ITEM 2.02 Results of Operations and Financial Condition

On July 14, 2026, Pentair plc (the “Company”) issued a press release announcing its preliminary earnings for the second quarter of 2026. A copy of the release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

This press release refers to certain non-generally accepted accounting principles (“GAAP”) financial measures (adjusted operating income, adjusted return on sales, adjusted net income from continuing operations, adjusted diluted earnings per share from continuing operations and EBITDA) and a reconciliation of those non-GAAP financial measures to the corresponding financial measures contained in the Company’s financial statements prepared in accordance with GAAP.

The 2026 adjusted operating income, adjusted return on sales, adjusted net income from continuing operations and adjusted diluted earnings per share from continuing operations (“EPS”) include equity income of unconsolidated subsidiaries and eliminate intangible amortization, costs of certain restructuring, transformation and other activities and certain tax items. The 2025 adjusted operating income, adjusted return on sales, adjusted net income from continuing operations and adjusted diluted EPS include equity income of unconsolidated subsidiaries and eliminate intangible amortization, costs of certain restructuring, transformation and other activities, certain legal accrual adjustments and settlements, asset impairment and write-offs, loss on sale of business, deal-related costs and expenses, pension and other post-retirement mark-to-market loss and certain tax items.

Our definition of earnings before interest, taxes, depreciation and amortization (“EBITDA”) represents adjusted operating income plus depreciation. This measure is not a measurement of our financial performance or liquidity under GAAP and should not be considered as an alternative to net income, operating income from continuing operations or any other performance measures derived in accordance with GAAP or as an alternative to cash flows from operating activities as measures of our liquidity.

Management utilizes these adjusted financial measures to assess the run-rate of its continuing operations against those of prior periods without the distortion of these factors. The Company believes that these non-GAAP financial measures will be useful to investors as well to assess the continuing strength of the Company’s underlying operations. In addition, adjusted EPS is used as a criterion to measure and pay long-term incentive compensation and adjusted operating income is used as a criterion to measure and pay annual incentive compensation. These non-GAAP measures may not be comparable to similarly titled measures reported by other companies.

ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On July 10, 2026, Nicholas J. Brazis, the Executive Vice President and Chief Financial Officer of the Company, elected to resign from Pentair effective as of such date to pursue another opportunity at a private company.

On July 14, 2026, the Board of Directors of the Company appointed Robert P. Fishman as the Company’s Interim Executive Vice President and Chief Financial Officer effective as of such date. Mr. Fishman, 63, served as the Company’s Executive Vice President and Chief Financial Officer from 2020 until March 1, 2026 and also as Chief Accounting Officer from 2020 to 2025. He previously served as NCR Corporation’s Executive Vice President and Chief Financial Officer from 2016 to 2018, Senior Vice President and Chief Financial Officer from 2010 to 2016 and Vice President and Corporate Controller from 2007 to 2009. The Compensation Committee of the Board of Directors of the Company approved the compensation for Mr. Fishman as the Company’s Interim Executive Vice President and Chief Financial Officer. Mr. Fishman will receive a monthly base salary of \$125,000 and a restricted stock unit grant in the amount of \$1,000,000 that will vest one year after the grant date regardless of whether Mr. Fishman is employed by the Company. The severance payments that Mr. Fishman was entitled to receive under the terms of the Pentair plc Executive Officer Severance Plan in connection with his prior resignation from the Company will be suspended while Mr. Fishman is the Company’s Interim Executive Vice President and Chief Financial Officer and will resume when he is no longer the Company’s Interim Executive Vice President and Chief Financial Officer.

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

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
99.1	Pentair plc press release dated July 14, 2026 announcing preliminary earnings for the second quarter of 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 July 14, 2026.

PENTAIR PLC
Registrant

By /s/ Lance T Bonner
Lance T Bonner
Executive Vice President, General Counsel and Secretary

By /s/ Jennifer M. Hensley
Jennifer M. Hensley
Senior Vice President, Chief Accounting Officer and Controller



News Release

Pentair Announces Chief Financial Officer Transition and Provides Preliminary Second Quarter 2026 Financial Results, Revises Full Year 2026 Guidance, and Schedules Second Quarter 2026 Investor Call

LONDON, United Kingdom — July 14, 2026 — Pentair plc (NYSE: PNR), a leader in helping the world sustainably move, improve and enjoy water, life's most essential resource, announced today that it has initiated a search to identify its next Chief Financial Officer ("CFO") and that Bob Fishman, Pentair's former Executive Vice President and CFO, has been appointed Interim Executive Vice President and CFO, effective immediately. Fishman's appointment follows Nicholas Brazis' departure from the company on July 10, 2026, to pursue another opportunity at a private company. The company also announced today preliminary financial results for the second quarter of 2026 and provided revised guidance for full year 2026.

CFO TRANSITION

John L. Stauch, President and Chief Executive Officer of Pentair, said, "Our Board and leadership team are pleased to have Bob Fishman rejoin Pentair on an interim basis as we conduct a search for his successor. During Bob's six year tenure at Pentair, he helped to strengthen our financial foundation and enhance our operating discipline. Given his deep financial expertise, clear understanding of our business and strong relationships across Pentair and the financial community, I am confident he will step back in seamlessly as we execute on our key strategic and financial priorities to build long-term value."

Bob Fishman said, "I'm excited to return to Pentair and support the company during this transition. Pentair has a strong portfolio, talented team and clear strategy for long-term success. I'm optimistic about the opportunities ahead and look forward to working alongside John and the team to support disciplined execution and create value for our customers, shareholders and employees."

PRELIMINARY SECOND QUARTER 2026 RESULTS AND FULL YEAR 2026 GUIDANCE

Separately, the company also announced today preliminary results for the second quarter 2026 and provided revised guidance for the full year 2026.

Preliminary Second Quarter 2026 Results:

- Sales are expected to be approximately \$930 million, down 17 percent versus previous guide of up approximately 1 percent primarily due to the adverse impact of Pool channel inventory
- Operating income from continuing operations is expected to be approximately \$165 million; Adjusted Operating Income is expected to be approximately \$235 million as the result of the adverse impact of Pool channel inventory and the positive impact of recoveries of tariffs previously collected under the International Emergency Economic Powers Act ("IEEPA")
- Earnings per diluted share from continuing operations ("EPS") are expected to be approximately \$0.80 versus previous guidance of \$1.39 to \$1.42; Adjusted EPS is expected to be approximately \$1.12 versus previous guide of \$1.47 to \$1.50 as the result of the adverse impact of Pool channel inventory and the positive impact of IEEPA refunds
- The company estimates that the destocking of inventory in the Pool channel negatively impacted Pool segment sales by approximately \$170 million and Pool segment income by approximately \$105 million
- The company's results are expected to include approximately \$35 million of IEEPA refunds

Revised Full Year 2026 Guidance:

- Sales are expected to be down approximately 4 percent to 7 percent versus previous guide of up 2 percent to 4 percent mostly attributable to destocking of inventory in the Pool channel and right sizing of channel inventory in preparation for the 2027 pool season

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- Operating income from continuing operations is expected to be down approximately 1 percent to 6 percent; Adjusted Operating Income is expected to be down approximately 5 percent to 9 percent as the result of the adverse impact of Pool channel inventory and the positive impact of IEEPA refunds
- GAAP EPS is expected to be approximately \$3.90 to \$4.10 versus the previous guide of \$4.83 to \$4.93; Adjusted EPS is expected to be approximately \$4.60 to \$4.80 versus previous guide of \$5.30 to \$5.40 as a result of the adverse impact of Pool channel inventory and the positive impact of IEEPA refunds
- The company's net income from continuing operations for the year is expected to be approximately \$635 million to \$670 million; EBITDA for the year is expected to be approximately \$1,050 million
- The company estimates that the destocking of inventory in the Pool channel negatively impacts Pool segment sales by approximately \$250 million and Pool segment income by approximately \$155 million
- The company's results are expected to include approximately \$35 million to \$50 million of IEEPA refunds

Reconciliations of GAAP to non-GAAP measures are in the attached financial tables.

Second quarter performance was impacted by a decline in Pool sales largely attributed to a more pronounced inventory realignment with major channel partners than previously estimated and worsening business conditions, including higher interest rates and inflation. The company's full year 2026 guidance includes destocking of inventory in the Pool channel and right sizing of channel inventory in preparation for the 2027 pool season. Pentair is taking decisive actions to address near-term challenges in the Pool segment by strengthening its relationships with channel partners – including dealers, distribution partners, and service professionals – accelerating the development of new, innovative products and enhancing its technical support solutions. With the leading brand position in the industry, and the most advanced technology to serve customers, Pentair is confident in the fundamentals of its Pool business and the compelling opportunities ahead to drive growth.

The company's Flow and Water Solutions segments and corporate spending are expected to perform roughly in line with prior guidance for the second quarter and full year 2026.

In addition, the company repurchased approximately 2.0 million shares for \$150 million during the second quarter of 2026.

John L. Stauch, Pentair's President and Chief Executive Officer commented, "We believe these headwinds are temporary and we are taking decisive actions to adapt the business to current demand levels while positioning it to return to normalized performance in 2027. We are confident that these actions will bring us closer to our dealers, accelerate innovation and drive long-term growth. Our Pool business is an industry leader with a premier brand, strong customer base, and a large install base, with leading positions in energy-efficient and smart connected pool technologies. Importantly, our Flow and Water Solutions segments performed generally in line with expectations as we continue to successfully execute our growth agenda, demonstrating the strength and balance of our portfolio."

Bob Fishman said, "We have assessed our full year forecast and feel confident that we can execute successfully in 2026 and position ourselves for significant growth in 2027. With a solid balance sheet, strong cash flow, a balanced capital deployment strategy and a resilient business model, we remain well positioned to deliver long-term shareholder value."

The company has posted a slide presentation discussing the inventory and IEEPA recovery dynamics, which can be found at Pentair's investor relations website at <https://investors.pentair.com>.

SECOND QUARTER 2026 INVESTOR CALL DETAILS

Pentair executives intend to provide further details regarding actions underway to address the temporary headwinds and position the Pool business for growth when it reports second quarter 2026 earnings results before the opening of the New York Stock Exchange on Tuesday, July 28, 2026. The company will also hold a conference call with investors at 9:00 a.m. Eastern Time that day.

Related presentation materials will be posted to the "Investor Relations" section of the company's website (www.pentair.com) prior to the conference call.

The call can be accessed via webcast through the "Investor Relations" section of Pentair's website or by dialing 1-844-481-2705 or 1-412-317-0661 along with participant passcode PENTAIR. A replay of the conference call will be available through August 25, 2026 by dialing 1-855-669-9658 or 1-412-317-0088, along with the participant passcode 7301919.

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CAUTION CONCERNING FORWARD-LOOKING STATEMENTS

The preliminary financial results for the second quarter 2026 represent the most current information available to management and reflect estimates and assumptions. Our actual results may differ materially from these preliminary results due to the completion of our financial closing procedures, final adjustments and other developments that may arise between the date of this release and the time that financial results for the second quarter 2026 are finalized. The foregoing preliminary financial results have not been compiled or examined by our independent registered public accounting firm nor has our independent registered public accounting firm performed any procedures with respect to this information or expressed any opinion or any form of assurance of such information. These preliminary financial results should not be viewed as a substitute for full financial statements prepared in accordance with U.S. GAAP or as a measure of performance.

This release contains statements that we believe to be “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical fact, are forward-looking statements. Without limitation, any statements preceded or followed by or that include the words “targets,” “plans,” “believes,” “expects,” “intends,” “will,” “likely,” “may,” “anticipates,” “estimates,” “projects,” “should,” “would,” “could,” “positioned,” “strategy,” or “future” or words, phrases, or terms of similar substance or the negative thereof are forward-looking statements. These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties, assumptions and other factors, some of which are beyond our control, which could cause actual results to differ materially from those expressed or implied by such forward-looking statements. These factors include the overall global economic and business conditions impacting our business, including the strength of housing and related markets and conditions relating to international hostilities; supply, demand, logistics, competition and pricing pressures related to and in the markets we serve; the ability to achieve the benefits of our restructuring plans, cost reduction initiatives and Transformation Program; the impact of raw material, logistics and labor costs and other inflation; volatility in currency exchange rates and interest rates; failure of markets to accept new product introductions and enhancements; the ability to successfully identify, finance, complete and integrate acquisitions; risks associated with operating foreign businesses; the impact of seasonality of sales and weather conditions; our ability to comply with laws and regulations; the impact of changes in laws, regulations and administrative policy, including those that limit U.S. tax benefits or impact trade agreements and tariffs; the outcome of litigation and governmental proceedings; and the ability to achieve our long-term strategic operating and sustainability goals and targets. Additional information concerning these and other factors is contained in our filings with the U.S. Securities and Exchange Commission, including our Annual Report on Form 10-K for the year ended December 31, 2025. All forward-looking statements, including all financial forecasts, speak only as of the date of this release. Pentair assumes no obligation, and disclaims any obligation, to update the information contained in this release.

ABOUT PENTAIR PLC

At Pentair, we help the world sustainably move, improve and enjoy water, life’s most essential resource. From our residential and commercial water solutions, to industrial water management and everything in between, Pentair is a core large cap value S&P 500 equity stock focused on smart, sustainable water solutions that help our planet and people thrive.

Pentair had revenue in 2025 of approximately \$4.2 billion, and trades under the ticker symbol PNR. With approximately 9,000 global employees serving customers in more than 150 countries, we work to help improve lives and the environment around the world. To learn more, visit www.pentair.com.

PENTAIR CONTACTS

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Pentair plc and Subsidiaries
Reconciliation of GAAP to Non-GAAP Financial Measures for the Year Ending December 31, 2026
Excluding the Effect of Adjustments (Unaudited)

	Actual	Estimate	Forecast
	First Quarter	Second Quarter	Full Year
<i>In millions, except per-share data</i>			
Net sales	\$ 1,036.7	\$ 930	approx Down 4% - 7%
Operating income	210.0	165	approx Down 1% - 6%
<i>Return on sales</i>	20.3 %	18 %	
Adjustments:			
Restructuring and other	21.4	35	approx 55
Transformation costs	11.5	20	approx 30
Intangible amortization	15.7	15	approx 60
Equity income of unconsolidated subsidiaries	0.5	—	approx 5
Adjusted operating income	259.1	235	approx Down 5% - 9%
<i>Adjusted return on sales</i>	25.0 %	25 %	
Net income from continuing operations—as reported	160.8	130	approx \$635 - \$670
Adjustments to operating income	48.6	70	approx 145
Income tax adjustments	(10.4)	(20)	approx (35)
Net income from continuing operations—as adjusted	\$ 199.0	\$ 180	approx \$745 - \$780
Continuing earnings per ordinary share—diluted			
Diluted earnings per ordinary share—as reported	\$ 0.98	\$ 0.80	approx \$3.90 - \$4.10
Adjustments	0.24	0.32	approx 0.70
Diluted earnings per ordinary share—as adjusted	\$ 1.22	\$ 1.12	approx \$4.60 - \$4.80

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Pentair plc and Subsidiaries
Reconciliation of GAAP to Non-GAAP Financial Measures for the Year Ending December 31, 2025
Excluding the Effect of Adjustments (Unaudited)

<i>In millions, except per-share data</i>	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Full Year
Net sales	\$ 1,010.4	\$ 1,123.1	\$ 1,022.0	\$ 1,020.5	\$ 4,176.0
Operating income	203.1	217.7	231.7	205.0	857.5
<i>Return on sales</i>	20.1 %	19.4 %	22.7 %	20.1 %	20.5 %
Adjustments:					
Restructuring and other	10.5	10.4	0.2	10.2	31.3
Transformation costs	9.1	12.5	10.8	8.4	40.8
Intangible amortization	14.2	14.3	13.9	15.7	58.1
Legal accrual adjustments and settlements	—	—	—	11.6	11.6
Asset impairment and write-offs	5.2	41.8	1.5	0.6	49.1
Deal-related costs and expenses	—	—	4.1	—	4.1
Equity income of unconsolidated subsidiaries	0.4	—	0.4	0.2	1.0
Adjusted operating income	242.5	296.7	262.6	251.7	1,053.5
<i>Adjusted return on sales</i>	24.0 %	26.4 %	25.7 %	24.7 %	25.2 %
Net income from continuing operations—as reported	154.9	148.5	184.3	161.8	649.5
Loss on sale of business	—	26.3	—	—	26.3
Pension and other post retirement mark-to-market loss	—	—	—	2.4	2.4
Adjustments to operating income	39.0	79.0	30.5	46.5	195.0
Income tax adjustments	(9.7)	(23.3)	(9.5)	(16.0)	(58.5)
Net income from continuing operations—as adjusted	\$ 184.2	\$ 230.5	\$ 205.3	\$ 194.7	\$ 814.7
Continuing earnings per ordinary share—diluted					
Diluted earnings per ordinary share—as reported	\$ 0.93	\$ 0.90	\$ 1.12	\$ 0.98	\$ 3.93
Adjustments	0.18	0.49	0.12	0.20	0.99
Diluted earnings per ordinary share—as adjusted	\$ 1.11	\$ 1.39	\$ 1.24	\$ 1.18	\$ 4.92

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Pentair plc and Subsidiaries
Reconciliation of Net Income from Continuing Operations to EBITDA
for the Year Ending December 31, 2026 (Unaudited)

<i>In millions</i>	Full Year at Midpoint Outlook	
Net income from continuing operations	approx \$	650
Adjustments:		
Intangible amortization	approx	60
Restructuring and other	approx	55
Transformation costs	approx	30
Net interest expense	approx	75
Provision for income taxes	approx	110
Adjusted operating income	approx \$	980
Adjustments:		
Depreciation	approx	70
EBITDA	approx \$	1,050

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