

UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: Maureen K. Ohlhausen, Acting Chairman  
Terrell McSweeney

	)	
<b>In the Matter of</b>	)	
	)	
<b>EMERSON ELECTRIC CO.,</b>	)	<b>Docket No. C-4615</b>
<b>a corporation</b>	)	
	)	
<b>and</b>	)	
	)	
<b>PENTAIR PLC,</b>	)	
<b>a corporation.</b>	)	
	)	

**COMPLAINT**

Pursuant to the Clayton Act and the Federal Trade Commission Act (“FTC Act”), and its authority thereunder, the Federal Trade Commission (“Commission”), having reason to believe that Respondent Emerson Electric Co. (“Emerson”), a corporation subject to the jurisdiction of the Commission, has agreed to acquire the equity interests of certain subsidiaries from Respondent Pentair plc (“Pentair”); that such acquisition, if consummated, would violate Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the FTC Act, 15 U.S.C. § 45; and it appearing to the Commission that a proceeding in respect thereof would be in the public interest, hereby issues its Complaint, stating its charges as follows:

**I. RESPONDENTS**

1. Respondent Emerson is a corporation organized, existing, and doing business under and by virtue of the laws of the State of Missouri, with its offices and principal place of business located at 8000 West Florissant Avenue, St. Louis, Missouri 63136.

2. Respondent Pentair is a corporation organized, existing, and doing business under and by virtue of the laws of the Republic of Ireland, with its principal executive offices located at 43 London Wall, London, EC2M 5TF, United Kingdom. Its United States address for service of process is: Pentair plc, c/o Flow Control US Holding Corporation, 5500 Wayzata Blvd., Suite 800, Golden Valley, Minnesota 55416-1251.

3. Each Respondent is, and at all times relevant herein has been, engaged in

9. Emerson and Pentair are each other's closest competitor in the design, development, manufacture, marketing, distribution, and sale of switchboxes. Emerson and Pentair sell the most widely used brands of switchboxes in the United States, TopWorx, and Westlock, respectively. Because switchboxes perform a critical safety function, brand reputation and product reliability are important to purchasers of switchboxes. TopWorx and Westlock are the two most highly regarded brands of switchboxes in the United States, and, for many customers, the only acceptable brands of switchboxes. The Acquisition would eliminate direct competition between Emerson and Pentair in the market for switchboxes, likely increasing prices and reducing innovation.

## VI. ENTRY CONDITIONS

10. Entry into the market for switchboxes would not be timely, likely, or sufficient in magnitude, character, and scope to deter or counteract the anticompetitive effects of the Acquisition. Among other 0(aTw 1 T6nAln0(e)4(s)-1(, )JTJ 0.002 Tc -0.002t[(T)3(h)2(u)26(q)b(q) Td [a)-6(a