

Cooper Industries plc  
Form S-3DPOS  
December 13, 2012

As filed with the Securities and Exchange Commission on December 13, 2012

Registration No. 333-101451

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

**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**Post-Effective Amendment No. 2**  
**to**  
**Form S-3**  
**Registration Statement No. 333-101451**

**COOPER INDUSTRIES PLC**

Edgar Filing: Cooper Industries plc - Form S-3DPOS

(Exact name of registrant as specified in its charter)

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

**98-0632292**  
(I.R.S. Employer  
Identification Number)

**Unit F10 Maynooth Business Campus**

**Maynooth 0, Ireland**

**+353 (1) 6292222**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Eaton Corporation plc**

**c/o Thomas E. Moran**

**Senior Vice President and Secretary**

**Eaton Center**

**Cleveland, Ohio 44114**

(Name and address of agent for service)

**(216) 523-4103**

(Telephone number, including area code of, agent for service)

Approximate date of commencement of proposed sale to the public: Not applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

## Edgar Filing: Cooper Industries plc - Form S-3DPOS

If this Form is filed to register additional securities for an offering pursuant to Rule 467(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ..

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ..

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. x

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ..

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act:

Large accelerated filer

Accelerated filer ..

Non-accelerated filer .. (Do not check if a smaller reporting company)

Smaller reporting company ..

**DEREGISTRATION OF SECURITIES**

Cooper Industries plc (the Registrant ) is filing this Post-Effective Amendment No. 2 to the following Registration Statement on Form S-3 (the Registration Statement ) to deregister any and all securities that remain unsold under such Registration Statement:

Registration Statement No. 333-101451, filed with the Securities and Exchange Commission (SEC ) on November 25, 2002, as amended by Post-Effective Amendment No. 1 filed with the SEC on September 9, 2009, registering the offer and sale of the Registrant's ordinary shares, par value US\$.01 per share (including the associated preferred share purchase rights), pursuant to the Registrant's Amended and Restated Dividend Reinvestment and Stock Purchase Plan.

On November 30, 2012, pursuant to the Transaction Agreement, dated May 21, 2012, as amended by Amendment No. 1 to the Transaction Agreement, dated June 22, 2012, and Amendment No. 2 to the Transaction Agreement, dated October 19, 2012 (as amended, the Transaction Agreement ), among Eaton Corporation (Eaton ), the Registrant, Eaton Corporation plc (formerly known as Eaton Corporation Limited and, prior to that, known as Abeiron Limited) (New Eaton ), Abeiron II Limited (formerly known as Comdell Limited), Turlock B.V. (Turlock ), Eaton Inc. and Turlock Corporation, (a) New Eaton acquired the Registrant pursuant to a scheme of arrangement under the Irish Companies Act of 1963, and (b) Turlock merged with and into Eaton, with Eaton as the surviving corporation in the merger (collectively, the Transactions ). As a result of the Transactions, the Registrant and Eaton became wholly owned subsidiaries of New Eaton, and the Registrant terminated all offers and sales of its securities registered pursuant to the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cleveland, State of Ohio on the 13<sup>th</sup> day of December 2012.

**COOPER INDUSTRIES PLC**

By: /s/ Richard H. Fearon

Name: Richard H. Fearon

Title: Vice President and Chief Financial Officer

No other person is required to sign this Post-Effective Amendment No. 2 to the Registration Statement in reliance upon Rule 478 under the Securities Act of 1933, as amended.