

Cooper Industries plc
Form POSASR
December 13, 2012

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

Registration No. 333-170456

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

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Post-Effective Amendment No. 1

to

Form S-3

Registration Statement No. 333-170456

COOPER INDUSTRIES PLC

(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)

CO-REGISTRANTS

Cooper B-Line, Inc.
Cooper Bussmann, LLC
Cooper Crouse-Hinds, LLC
Cooper Industries, Ltd.
Cooper Lighting, LLC
Cooper Power Systems, LLC
Cooper Wiring Devices, Inc.
Cooper US, Inc.
(Exact name of registrant as

Delaware
Delaware
Delaware
Bermuda
Delaware
Delaware
New York
Delaware
(State or other jurisdiction of

76-0638615
76-0554116
20-1288146
98-0355628
76-0554120
76-0253330
11-0701510
20-1686977
(IRS Employer

specified in its charter)

incorporation or organization)

Identification No.)

Cooper Industries plc		Cooper Bussmann, LLC	Cooper Crouse-Hinds, LLC
Unit F10	Cooper B-Line, Inc.	114 Old State Road	Wolf & 7 North Streets
Maynooth Business Campus	509 West Monroe Street	Ellisville, MO 63021	Syracuse, NY 13221
Maynooth 0, Ireland	Highland, IL 62249		
+353 (1) 6292222	(618) 654-5907	(636) 394-2877	(315) 477-7000
Cooper Industries, Ltd.	Cooper Lighting, LLC	Cooper Power Systems, LLC	Cooper Wiring Devices, Inc.
600 Travis	1121 Highway 74 South	2300 Badger Drive	203 Cooper Circle
Houston, TX 77002	Peachtree City, GA 30269	Waukesha, WI 53188	Peachtree City, GA 30269
(713) 209-8400	(770) 486-4800	(262) 896-2400	(770) 631-2100
	Cooper US, Inc.		
	600 Travis		

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Houston, TX 77002

(713) 209-8400

(Address, including zip code, and telephone numbers, including area code, of registrants 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. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(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 x

Accelerated filer "

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

Smaller reporting company

DEREGISTRATION OF SECURITIES

Cooper Industries plc (the Registrant) and Cooper Wiring Devices, Inc., Cooper, US, Inc., Cooper B-Line, Inc., Cooper Bussmann, LLC, Cooper Crouse-Hinds, LLC, Cooper Lighting, LLC, Cooper Power Systems, LLC and Cooper Industries, Ltd. (collectively, the Co-Registrants) are filing this Post-Effective Amendment No. 1 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. 333-170456, filed with the Securities and Exchange Commission on November 8, 2010, registering the offer and sale of an indeterminate amount of: the Registrant's ordinary shares, par value US\$.01 per share (including the associated preferred share purchase rights), preferred shares, par value US\$.01 per share, Depositary Shares (representing preferred shares of the Registrant), warrants, share purchase contracts and share purchase units; and debt securities of Cooper US, Inc. and guarantees of debt securities of Cooper US, Inc. by the Registrant and each of the Co-Registrants (other than Cooper US, Inc.).

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, Co-Registrants and Eaton became wholly owned subsidiaries of New Eaton, and the Registrant and Co-Registrants terminated all offers and sales of their 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 Statements 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 13th 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. 1 to the Registration Statement in reliance upon Rule 478 under the Securities Act of 1933, as amended.

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 Statements 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 13th day of December 2012.

COOPER US, INC.

By: /s/ Richard H. Fearon
Name: Richard H. Fearon
Title: President and Chief Financial Officer

No other person is required to sign this Post-Effective Amendment No. 1 to the Registration Statement in reliance upon Rule 478 under the Securities Act of 1933, as amended.

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 Statements 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 13th day of December 2012.

COOPER B-LINE, INC.

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. 1 to the Registration Statement in reliance upon Rule 478 under the Securities Act of 1933, as amended.

SIGNATURES

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COOPER BUSSMANN, LLC

By: /s/ Richard H. Fearon

Name: Richard H. Fearon

Title: Vice President and Chief Financial Officer

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SIGNATURES

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COOPER CROUSE-HINDS, LLC

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. 1 to the Registration Statement in reliance upon Rule 478 under the Securities Act of 1933, as amended.

SIGNATURES

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COOPER INDUSTRIES, LTD.

By: /s/ Richard H. Fearon
Name: Richard H. Fearon
Title: President and Chief Financial Officer

No other person is required to sign this Post-Effective Amendment No. 1 to the Registration Statement in reliance upon Rule 478 under the Securities Act of 1933, as amended.

SIGNATURES

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COOPER LIGHTING, LLC

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. 1 to the Registration Statement in reliance upon Rule 478 under the Securities Act of 1933, as amended.

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 Statements 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 13th day of December 2012.

COOPER POWER SYSTEMS, LLC

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. 1 to the Registration Statement in reliance upon Rule 478 under the Securities Act of 1933, as amended.

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 Statements 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 13th day of December 2012.

COOPER WIRING DEVICES, INC.

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. 1 to the Registration Statement in reliance upon Rule 478 under the Securities Act of 1933, as amended.