

Cooper Industries plc  
Form 8-K  
January 26, 2010

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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):

January 26, 2010

Cooper Industries plc

(Exact name of registrant as specified in its charter)

Ireland  

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(State or other jurisdiction  
of incorporation)

1-31330  

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(Commission  
File Number)

98-0632292  

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(I.R.S. Employer  
Identification No.)

5 Fitzwilliam Square, Dublin 2, Ireland  

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(Address of principal executive offices)

2  

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(Zip Code)

Registrant's telephone number, including area code:

713-209-8400

Not Applicable

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Former name or former address, if changed since last report

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))
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**Item 2.02 Results of Operations and Financial Condition.**

Fourth Quarter and Fiscal Year 2009 Results of Operations.

On January 26, 2010, Cooper Industries plc (the "Company") issued the press release attached hereto as Exhibit 99.1 setting forth the Company's results of operations for the fourth quarter and fiscal year 2009. The press release includes a reference to free cash flow; the Company's net debt-to-total capitalization ratio; and income from continuing operations and earnings per share for the fourth quarter and fiscal year 2009, excluding restructuring and asset impairment charges offset by a discrete tax item. Reconciliations of these non-GAAP financial measures to the most directly comparable GAAP financial measures are set forth in the press release.

Company management believes that the presentation of free cash flow provides investors an efficient means by which they can evaluate the Company's capacity in the period to reduce debt, repurchase shares and make acquisitions or other investments. Management also uses free cash flow to assess the Company's operating performance and includes free cash flow as a criteria for determining incentive compensation for key employees. Company management believes that the net debt-to-total capitalization ratio provides investors with a supplemental ratio that reflects the Company's debt leverage if the Company were to use its cash to pay down debt. Finally, Company management believes that adjusting income from continuing operations and earnings per share to exclude restructuring and asset impairment charges and discrete tax items provides investors with a more meaningful assessment of operating results for 2009 and the comparison to operating results for the comparable periods in 2008.

**Item 9.01 Financial Statements and Exhibits.**

99.1 Company press release dated January 26, 2010 titled, "Cooper Industries Reports Fourth Quarter Earnings from Continuing Operations of \$.76 Per Share and 2009 Free Cash Flow of \$723 Million (exclusive of a \$90 million discretionary tax deposit)."

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**SIGNATURES**

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 hereunto duly authorized.

Cooper Industries plc

*January 26, 2010*

By: *Terry A. Klebe*

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*Name: Terry A. Klebe*

*Title: Senior Vice President and Chief Financial Officer*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	"Cooper Industries Reports Fourth Quarter Earnings from Continuing Operations of \$.76 Per Share and 2009 Free Cash Flow of \$723 Million (exclusive of a \$90 million discretionary tax deposit)."