

Cooper Industries plc  
Form 425  
October 11, 2012

Filed by Cooper Industries plc

pursuant to Rule 425 under the Securities Act of 1933

and deemed filed pursuant to Rule 14a-6(b)

under the Securities Exchange Act of 1934

Subject Company: Cooper Industries plc; Eaton Corporation

Filer's SEC File No.: 1-31330

Date: October 11, 2012

## Cooper Industries plc

### Announcement Under Irish Takeover Rules

#### *Cooper Industries plc Announcement under Rule 2.10 of the Irish Takeover Rules - Relevant Securities in Issue*

DUBLIN, Ireland (October 11, 2012) - Cooper Industries plc (NYSE: CBE) (the "**Company**") confirms that, at the close of business on October 10, 2012, its issued share capital comprised of 161,753,238 ordinary shares of US\$0.01 each ("**Ordinary Shares**"). The International Securities Identification Number for these securities is IE00B40K9117.

The Company also confirms that, at the close of business on October 10, 2012, there were 877,775 restricted share units ("**RSUs**") with respect to 877,775 Ordinary Shares in the aggregate, 4,534,060 options to purchase Ordinary Shares ("**Share Options**"), and other awards including deferred shares and performance share awards (assuming the maximum performance level) with respect to 1,178,653 Ordinary Shares in the aggregate, that have been granted by the Company and which are currently outstanding. Upon vesting, each Share Option entitles the holder to purchase one Ordinary Share at the applicable exercise price.

**Enquiries:** Mr. David A. Barta +1 (713) 209-8478

### **No Offer or Solicitation**

This communication is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Acquisition or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

### **Important Additional Information Has Been and Will be Filed with the SEC**

A registration statement on Form S-4 has been filed with the SEC, which includes the Joint Proxy Statement of Eaton and Cooper that also constitutes a Prospectus of Eaton Corporation plc<sup>(1)</sup>. The registration statement was declared effective on September 7, 2012. Eaton and Cooper have commenced sending to their respective shareholders (and to Cooper equity award holders for information only) the definitive Joint Proxy Statement/Prospectus (including the Scheme) in connection with the transaction. **Investors and shareholders are urged to read the definitive Joint Proxy Statement/Prospectus (including the Scheme) and other relevant documents filed or to be filed with the SEC carefully because they contain or will contain important information about Eaton, Cooper, Eaton Corporation plc, the transaction and related matters.** Investors and security holders may obtain free copies of the definitive Joint Proxy Statement/Prospectus (including the Scheme) and other documents filed with the SEC by Eaton Corporation plc, Eaton and Cooper through the website maintained

by the SEC at [www.sec.gov](http://www.sec.gov). In addition, investors and shareholders may obtain free copies of the definitive Joint Proxy Statement/Prospectus (including the Scheme) and other documents filed by Eaton and Eaton Corporation plc with the SEC by contacting Eaton Investor Relations at Eaton Corporation, 1111 Superior Avenue, Cleveland, Ohio 44114 or by calling (888) 328-6647, and may obtain free copies of the definitive Joint Proxy Statement/Prospectus (including the Scheme) and other documents filed by Cooper by contacting Cooper Investor Relations at c/o Cooper US, Inc., P.O. Box 4466, Houston, Texas 77210 or by calling (713) 209-8400.

<sup>(1)</sup> Currently named Eaton Corporation Limited but expected to be re-registered as Eaton Corporation plc prior to the consummation of the transaction.

### **Statement Required by the Takeover Rules**

The directors of Cooper accept responsibility for the information contained in this announcement relating to Cooper and its Associates and the directors of Cooper and members of their immediate families, related trusts and persons connected with them. To the best of the knowledge and belief of the directors of Cooper (who have taken all

reasonable care to ensure such is the case), the information contained in this announcement for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

The holder of 1% or more of any relevant securities in the Company may from the date of this announcement have disclosure obligations under Rule 8.3 of the Irish Takeover Panel Act, 1997, Takeover Rules 2007 (as amended).

Goldman Sachs is acting exclusively for Cooper and no one else in connection with the Acquisition and will not be responsible to anyone other than Cooper for providing the protections afforded to clients of Goldman Sachs or for providing advice in relation to the Acquisition, the contents of this announcement or any transaction or arrangement referred to herein.

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