

**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): April 29, 2021

Commission file number 001-38265

nVent Electric plc

(Exact name of Registrant as specified in its charter)

Ireland
(State or other jurisdiction of
incorporation or organization)

98-1391970
(I.R.S. Employer
Identification number)

The Mille, 1000 Great West Road, 8th Floor (East), London, TW8 9DW, United Kingdom
(Address of principal executive offices)

Registrant's telephone number, including area code: 44-20-3966-0279

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol	Name of each exchange on which registered
Ordinary Shares, nominal value \$0.01 per share	NVT	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act (17 CFR 230.405) or Rule 12b-2 of the Exchange Act (17 CFR 240.12b-2).

☐ Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

ITEM 2.02 Results of Operations and Financial Condition

On April 29, 2021, nVent Electric plc (the "Company") issued a press release announcing earnings results for the first quarter of 2021 and a conference call in connection therewith. A copy of the release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

This press release refers to certain non-GAAP financial measures (organic sales, segment income, return on sales, adjusted net income, adjusted diluted earnings per share and free cash flow) and a reconciliation of those non-GAAP financial measures to the corresponding financial measures contained in the Company's financial statements prepared in accordance with generally accepted accounting principles.

The 2021 and 2020 segment income, return on sales, adjusted net income and adjusted diluted earnings per share eliminate, where applicable:

- Expense related to certain targeted restructuring activities
- Amortization of all intangible assets associated with our business acquisitions, including inventory step-up amortization and certain acquisition related expenses associated with those acquisitions. The Company excludes these non-cash expenses because the Company believes it (i) enhances management's and investors' ability to analyze underlying business performance, (ii) facilitates comparisons of our financial results over multiple periods, and (iii) provides more relevant comparisons of the Company's results with the results of other companies as the amortization expense, inventory step-up amortization, and acquisition related expenses may fluctuate significantly from period to period based on the timing, size, nature, and number of acquisitions. Although the Company excludes amortization of these acquired intangible assets and inventory step-up from its non-GAAP results, the Company believes that it is important for investors to understand that revenue generated, in part, from such intangibles is included within revenue in determining adjusted results.
- Impairment expense related to intangible assets.
- Pension and other postretirement mark-to-market (gain) loss. The Company recognizes changes in the fair value of plan assets and net actuarial gains or losses for pension and other post-retirement benefits as a mark-to-market adjustment. Net actuarial gains and losses occur when the actual experience differs from any of the various assumptions used to value the Company's pension and other post-retirement plans or when assumptions change. This accounting method also results in the potential for volatile and difficult to forecast mark-to-market adjustments. The Company believes that the exclusion of pension and other postretirement mark-to-market (gain) loss better reflects the ongoing costs of providing pension and postretirement benefits to its employees.
- Income tax effects of the above adjustments, which are calculated using the Company's estimated non-GAAP tax rate. This non-GAAP tax approach eliminates the effects of period specific items, which can vary in size and frequency and do not necessarily reflect our long-term operations. The non-GAAP tax rate could be subject to change for a variety of reasons, including the rapidly evolving global tax environment, significant changes in the Company's geographic earnings mix including due to acquisition activity or other changes in our strategy or business operations.

The Company uses the term "organic sales" to refer to GAAP net sales excluding 1) the impact of currency translation and 2) the impact of revenue from acquired businesses recorded prior to the first anniversary of the acquisition less the amount of sales attributable to divested product lines not considered discontinued operations ("acquisition sales"). The portion of GAAP net sales attributable to currency translation is calculated as the difference between (a) the period-to-period change in net sales (excluding acquisition sales) and (b) the period-to-period change in net sales (excluding acquisition sales) after applying prior period foreign exchange rates to the current year period. The Company uses the term "organic sales growth" to refer to the measure of comparing current period organic net sales with the corresponding period of the prior year.

Management utilizes these adjusted financial measures to assess the run-rate of its continuing operations against those of prior periods without the distortion of these factors that the Company does not consider components of our core operating performance. The Company believes that these non-GAAP financial measures will be useful to investors as well to assess the continuing strength of the Company's underlying operations. In addition, adjusted diluted earnings per share is used as a criterion to measure and pay long-term incentive compensation and segment income is used as a criterion to measure and pay annual incentive compensation. These non-GAAP measures may not be comparable to similarly titled measures reported by other companies.

The Company uses free cash flow to assess its cash flow performance. The Company believes free cash flow is an important measure of liquidity because it provides the Company and its investors a measurement of cash generated from operations that is available to pay dividends and repay debt. In addition, free cash flow is used as criterion to measure and pay annual incentive compensation. The Company's measure of free cash flow may not be comparable to similarly titled measures reported by other companies.

ITEM 9.01 Financial Statements and Exhibits

- (a) Financial Statements of Businesses Acquired
Not applicable.
- (b) Pro Forma Financial Information
Not applicable.
- (c) Shell Company Transactions
Not applicable.
- (d) Exhibits

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
99.1	nVent Electric plc press release dated April 29, 2021 announcing earnings results for the first quarter of 2021
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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, thereunto duly authorized, on April 29, 2021.

nVent Electric plc
Registrant

By /s/ Sara E. Zawoyski

Sara E. Zawoyski
Executive Vice President and Chief Financial Officer

**News Release****nVent Announces First Quarter 2021 Financial Results**

Quarterly Results Exceeded Previously Issued Guidance Driven by Increasing Demand and Strong Execution

- Reported sales of \$549 million were up 5%, led by Enclosures up 7%; nVent organic sales up 2%
- Reported EPS of \$0.39; Adjusted EPS of \$0.43, exceeding high end of guidance range
- Cash Flows from Operations of \$50 million; \$40 million of Free Cash Flow, up vs 2020
- Raising full-year sales and EPS guidance

Reconciliations of GAAP (reported) to Non-GAAP measures are in the attached financial tables.

LONDON – April 29, 2021 – nVent Electric plc (NYSE:NVT) (“nVent”), a global leader in electrical connection and protection solutions, today announced financial results for the first quarter of 2021 and provided guidance for the second quarter and full-year 2021.

“We are off to a great start and I am very pleased with our first quarter performance. We returned to growth and had strong execution in all segments. Our results exceeded the guidance we provided in February. Margins expanded in each segment and we managed price/cost well,” said Beth Wozniak, nVent’s chief executive officer.

“We delivered strong cash flow well ahead of the prior year. Our teams have performed well to meet the increase in customer demand and ensure supply chain resiliency despite external challenges. We are excited about our recent acquisition of Vynckier, which further expands our Enclosures portfolio for Infrastructure growth. I am confident we are well positioned with improving demand trends and the electrification of everything to grow globally with new customers, new products, strategic channel relationships and with our digital investments.”

First quarter sales of \$549 million were up 5 percent relative to the first quarter 2020 and increased 2 percent organically, which excludes the impact from currency fluctuations and acquisitions. First quarter 2021 earnings per diluted share (“EPS”) were \$0.39, up 255 percent, while on an adjusted basis, the company had EPS of \$0.43, up 26 percent. Segment income, adjusted net income, free cash flow and adjusted EPS are described in the attached schedules.

First quarter 2021 operating income was \$80 million compared to \$60 million in the first quarter of 2020. On an adjusted basis, segment income was \$97 million versus \$82 million in the first quarter of 2020.

nVent had net cash provided by operating activities of \$50 million in the first quarter and free cash flow was \$40 million.

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FIRST QUARTER PERFORMANCE (\$ in millions)

nVent Electric plc

	Three months ended		
	March 31, 2021	March 31, 2020	% / point change
Net Sales	\$549	\$521	5%
<i>Organic</i>			2%
Operating Income	\$80	\$60	33%
<i>Reported ROS</i>	14.6%	11.6%	
Segment Income	\$97	\$82	19%
<i>Adjusted ROS</i>	17.7%	15.6%	210 bps

Enclosures

	Three months ended		
	March 31, 2021	March 31, 2020	% / point change
Net Sales	\$277	\$259	7%
<i>Organic</i>			4%
ROS	17.6%	15.8%	180 bps

Electrical & Fastening Solutions ("EFS")

	Three months ended		
	March 31, 2021	March 31, 2020	% / point change
Net Sales	\$148	\$142	4%
<i>Organic</i>			1%
ROS	26.5%	23.6%	290 bps

Thermal Management

	Three months ended		
	March 31, 2021	March 31, 2020	% / point change
Net Sales	\$124	\$121	3%
<i>Organic</i>			-1%
ROS	16.9%	16.8%	10 bps

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GUIDANCE FOR FULL-YEAR AND SECOND QUARTER 2021

The company now estimates reported sales growth for the full-year 2021 of up 8 to 11 percent versus prior guidance of up 4 to 8 percent. This new guidance range represents 5 to 8 percent organic sales growth versus prior guidance of 3 to 6 percent growth. Reported sales guidance includes almost a point benefit from the acquisition of Vynckier. The company now expects full-year 2021 EPS of \$1.39 to \$1.47 on a GAAP basis and adjusted EPS of \$1.67 to \$1.75 versus prior guidance of \$1.27 to \$1.37 on a GAAP basis and adjusted EPS of \$1.58 to \$1.68.

The company estimates reported sales for the second quarter of 2021 to be up 18 to 21 percent, which represents up 14 to 17 percent on an organic basis. Reported sales guidance includes almost a point benefit from the acquisition of Vynckier. The company estimates second quarter 2021 EPS on a GAAP basis of \$0.28 to \$0.32 and adjusted EPS of \$0.36 to \$0.40.

DIVIDENDS

nVent previously announced on February 22, 2021 that its Board of Directors approved a regular cash dividend of \$0.175 per share, payable on May 7, 2021.

EARNINGS CONFERENCE CALL

nVent's management team will discuss the company's first quarter performance on a conference call with analysts and investors at 10:00 a.m. EST today. A live audio webcast of the conference call and materials will be available through the "Investor Relations" section of the company's website (<http://investors.nvent.com>). To participate, please dial 855-493-3495 or 720-405-2160 along with conference number 5885657 approximately ten minutes before the 10:00 a.m. EST start. A replay of the conference call will be made accessible once it becomes available and will remain accessible through midnight on June 10, 2021 by dialing 855-859-2056 or 404-537-3406, along with the above conference number.

About nVent

nVent is a leading global provider of electrical connection and protection solutions. We believe our inventive electrical solutions enable safer systems and ensure a more secure world. We design, manufacture, market, install and service high performance products and solutions that connect and protect some of the world's most sensitive equipment, buildings and critical processes. We offer a comprehensive range of enclosures, electrical connections and fastening and thermal management solutions across industry-leading brands that are recognized globally for quality, reliability and innovation. Our principal office is in London and our management office is in Minneapolis. Our robust portfolio of leading electrical product brands dates back more than 100 years and includes nVent CADDY, ERICO, HOFFMAN, RAYCHEM, SCHROFF and TRACER.

nVent, CADDY, ERICO, HOFFMAN, RAYCHEM, SCHROFF and TRACER are trademarks owned or licensed by nVent Services GmbH or its affiliates.

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CAUTION CONCERNING FORWARD-LOOKING STATEMENTS

This press release contains statements that we believe to be “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical fact are forward looking statements. Without limitation, any statements preceded or followed by or that include the words “targets,” “plans,” “believes,” “expects,” “intends,” “will,” “likely,” “may,” “anticipates,” “estimates,” “projects,” “forecasts,” “should,” “would,” “positioned,” “strategy,” “future,” “are confident,” or words, phrases or terms of similar substance or the negative thereof, are forward-looking statements. All projections in this press release are also forward-looking statements. These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties, assumptions and other factors, some of which are beyond our control, which could cause actual results to differ materially from those expressed or implied by such forward-looking statements. These factors include adverse effects on our business operations or financial results, including due to the impact of the COVID-19 pandemic and potential impairment of goodwill and trade names; overall global economic and business conditions impacting our business; the ability to achieve the benefits of our restructuring plans; the ability to successfully identify, finance, complete and integrate acquisitions; competition and pricing pressures in the markets we serve, including the impacts of tariffs; the strength of housing and related markets; volatility in currency exchange rates and commodity prices; inability to generate savings from excellence in operations initiatives consisting of lean enterprise, supply management and cash flow practices; increased risks associated with operating foreign businesses; the ability to deliver backlog and win future project work; failure of markets to accept new product introductions and enhancements; the impact of changes in laws and regulations, including those that limit U.S. tax benefits; the outcome of litigation and governmental proceedings; and the ability to achieve our long-term strategic operating goals. Additional information concerning these and other factors is contained in our filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K and our Quarterly Reports on Form 10-Q. All forward-looking statements speak only as of the date of this press release. nVent assumes no obligation, and disclaims any obligation, to update the information contained in this press release.

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nVent Electric plc
Condensed Consolidated Statements of Income (Unaudited)

	Three months ended	
	March 31, 2021	March 31, 2020
<i>In millions, except per-share data</i>		
Net sales	\$ 548.9	\$ 520.9
Cost of goods sold	339.9	325.6
Gross profit	209.0	195.3
<i>% of net sales</i>	38.1 %	37.5 %
Selling, general and administrative	117.2	123.1
<i>% of net sales</i>	21.4 %	23.6 %
Research and development	11.4	11.9
<i>% of net sales</i>	2.1 %	2.3 %
Operating income	80.4	60.3
<i>% of net sales</i>	14.6 %	11.6 %
Net interest expense	8.1	9.9
Other expense	0.6	0.8
Income before income taxes	71.7	49.6
Provision for income taxes	6.3	31.0
<i>Effective tax rate</i>	8.8 %	62.5 %
Net income	\$ 65.4	\$ 18.6
Earnings per ordinary share		
Basic	\$ 0.39	\$ 0.11
Diluted	\$ 0.39	\$ 0.11
Weighted average ordinary shares outstanding		
Basic	167.7	169.8
Diluted	168.8	171.0
Cash dividends paid per ordinary share	\$ 0.175	\$ 0.175

(more)

nVent Electric plc
Condensed Consolidated Balance Sheets (Unaudited)

<i>In millions</i>	March 31, 2021	December 31, 2020
Assets		
Current assets		
Cash and cash equivalents	\$ 104.9	\$ 122.5
Accounts and notes receivable, net	351.7	313.8
Inventories	237.9	235.2
Other current assets	104.5	92.9
Total current assets	799.0	764.4
Property, plant and equipment, net	282.7	289.4
Other assets		
Goodwill	2,094.3	2,098.2
Intangibles, net	1,088.7	1,105.5
Other non-current assets	133.3	108.6
Total other assets	3,316.3	3,312.3
Total assets	\$ 4,398.0	\$ 4,366.1
Liabilities and Equity		
Current liabilities		
Current maturities of long-term debt and short-term borrowings	\$ 20.0	\$ 20.0
Accounts payable	176.9	171.1
Employee compensation and benefits	76.3	70.4
Other current liabilities	190.6	188.5
Total current liabilities	463.8	450.0
Other liabilities		
Long-term debt	923.2	928.0
Pension and other post-retirement compensation and benefits	228.7	237.9
Deferred tax liabilities	229.4	230.1
Other non-current liabilities	102.9	110.3
Total liabilities	1,948.0	1,956.3
Equity	2,450.0	2,409.8
Total liabilities and equity	\$ 4,398.0	\$ 4,366.1

(more)

nVent Electric plc
Condensed Consolidated Statements of Cash Flows (Unaudited)

<i>In millions</i>	Three months ended	
	March 31, 2021	March 31, 2020
Operating activities		
Net income	\$ 65.4	\$ 18.6
Adjustments to reconcile net income to net cash provided by (used for) operating activities		
Depreciation	9.7	9.6
Amortization	15.9	16.0
Deferred income taxes	(1.5)	26.0
Share-based compensation	(0.2)	1.9
Changes in assets and liabilities, net of effects of business acquisitions		
Accounts and notes receivable	(42.2)	(2.6)
Inventories	(6.2)	(6.1)
Other current assets	(12.6)	(5.7)
Accounts payable	10.1	(33.3)
Employee compensation and benefits	7.1	(9.3)
Other current liabilities	2.5	(8.6)
Other non-current assets and liabilities	1.9	0.2
Net cash provided by (used for) operating activities	49.9	6.7
Investing activities		
Capital expenditures	(9.9)	(10.2)
Proceeds from sale of property and equipment	0.1	1.1
Acquisitions, net of cash acquired	(3.9)	(27.0)
Net cash provided by (used for) investing activities	(13.7)	(36.1)
Financing activities		
Net receipts of revolving long-term debt	—	150.0
Repayments of long-term debt	(5.0)	(3.8)
Dividends paid	(29.4)	(29.7)
Shares issued to employees, net of shares withheld	2.0	3.0
Repurchases of ordinary shares	(20.0)	(3.2)
Net cash provided by (used for) financing activities	(52.4)	116.3
Effect of exchange rate changes on cash and cash equivalents	(1.4)	(5.4)
Change in cash and cash equivalents	(17.6)	81.5
Cash and cash equivalents, beginning of period	122.5	106.4
Cash and cash equivalents, end of period	\$ 104.9	\$ 187.9

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nVent Electric plc
Supplemental Financial Information by Reportable Segment (Unaudited)

	2021	2020
<i>In millions</i>	First Quarter	First Quarter
Net sales		
Enclosures	\$ 277.0	\$ 258.5
Electrical & Fastening Solutions	147.9	141.9
Thermal Management	124.0	120.5
Total	\$ 548.9	\$ 520.9
Segment income (loss)		
Enclosures	\$ 48.8	\$ 40.9
Electrical & Fastening Solutions	39.2	33.5
Thermal Management	21.0	20.3
Other	(11.9)	(13.2)
Total	\$ 97.1	\$ 81.5
Return on sales		
Enclosures	17.6 %	15.8 %
Electrical & Fastening Solutions	26.5 %	23.6 %
Thermal Management	16.9 %	16.8 %
Total	17.7 %	15.6 %

(more)

nVent Electric plc
Reconciliation of GAAP to non-GAAP financial measures for the year ending December 31, 2021
excluding the effect of adjustments (Unaudited)

	Actual	Forecast ⁽¹⁾	
	First Quarter	Second Quarter	Full Year
In millions, except per-share data			
Net sales	\$ 548.9		
Operating income	80.4		
% of net sales	14.6 %		
Adjustments:			
Restructuring and other	0.8		
Intangible amortization	15.9		
Segment income	\$ 97.1		
Return on sales	17.7 %		
Net income - as reported	\$ 65.4	\$ 52	\$ 241
Adjustments to operating income	16.7	16	65
Income tax adjustments	(8.7)	(3)	(17)
Net income - as adjusted	\$ 73.4	\$ 65	\$ 289
Diluted earnings per ordinary share			
Diluted earnings per ordinary share - as reported	\$ 0.39	\$ 0.28 - 0.32	\$ 1.39 - 1.47
Adjustments	0.04	0.08	0.28
Diluted earnings per ordinary share - as adjusted	\$ 0.43	\$ 0.36 - 0.40	\$ 1.67 - 1.75

⁽¹⁾ Forecast information represents an approximation

(more)

nVent Electric plc
Reconciliation of GAAP to non-GAAP financial measures for the year ended December 31, 2020
excluding the effect of adjustments (Unaudited)

<i>In millions, except per-share data</i>	Actual				
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Full Year
Net sales	\$ 520.9	\$ 447.2	\$ 509.3	\$ 521.2	1,998.6
Operating income (loss)	60.3	45.3	(141.6)	74.4	38.4
% of net sales	11.6 %	10.1 %	(27.8 %)	14.3 %	1.9 %
Adjustments:					
Restructuring and other	4.3	6.2	5.4	6.1	22.0
Acquisition transaction and integration costs	0.9	0.8	0.5	0.3	2.5
Intangible amortization	16.0	16.0	16.1	16.1	64.2
Impairment of goodwill	—	—	212.3	—	212.3
Impairment of trade names	—	—	8.2	—	8.2
Segment income	\$ 81.5	\$ 68.3	\$ 100.9	\$ 96.9	\$ 347.6
Return on sales	15.6 %	15.3 %	19.8 %	18.6 %	17.4 %
Net income (loss) - as reported	\$ 18.6	\$ 25.8	\$ (138.7)	\$ 47.1	\$ (47.2)
Adjustments to operating income (loss)	21.2	23.0	242.5	22.5	309.2
Pension and other post-retirement mark-to-market loss	—	—	—	8.7	8.7
Income tax adjustments	18.3	0.2	(27.7)	(5.5)	(14.8)
Net income - as adjusted	\$ 58.1	\$ 49.0	\$ 76.1	\$ 72.8	\$ 255.9
Diluted earnings (loss) per ordinary share					
Diluted earnings (loss) per ordinary share - as reported	\$ 0.11	\$ 0.15	\$ (0.82)	\$ 0.28	\$ (0.28)
Adjustments	0.23	0.14	1.27	0.15	1.78
Diluted earnings per ordinary share - as adjusted	\$ 0.34	\$ 0.29	\$ 0.45	\$ 0.43	\$ 1.50

(more)

nVent Electric plc
Reconciliation of Net Sales Growth to Organic Net Sales Growth by Segment
for the quarter ended March 31, 2021 (Unaudited)

	Q1 Net Sales Growth			
	Organic	Currency	Acq./Div.	Total
nVent	2.0 %	3.1 %	0.3 %	5.4 %
Enclosures	4.3 %	2.9 %	— %	7.2 %
Electrical & Fastening Solutions	0.7 %	2.4 %	1.1 %	4.2 %
Thermal Management	(1.2) %	4.1 %	— %	2.9 %

Reconciliation of Net Sales Growth to Organic Net Sales Growth
for the quarter ending June 30, 2021 and year ending December 31, 2021 (Unaudited)

	Forecast ⁽¹⁾							
	Q2 Net Sales Growth				Full Year Net Sales Growth			
	Organic	Currency	Acq./Div.	Total	Organic	Currency	Acq./Div.	Total
nVent	14 - 17 %	3 %	1 %	18 - 21 %	5 - 8 %	2 %	1 %	8 - 11 %

⁽¹⁾ Forecast information represents an approximation

Reconciliation of cash from operating activities to free cash flow (Unaudited)

	Three months ended	
	March 31, 2021	March 31, 2020
<i>In millions</i>		
Net cash provided by (used for) operating activities	\$ 49.9	\$ 6.7
Capital expenditures	(9.9)	(10.2)
Proceeds from sale of property and equipment	0.1	1.1
Free cash flow	\$ 40.1	\$ (2.4)