

**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, 2020

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, 2020, nVent Electric plc (the "Company") issued a press release announcing earnings results for the first quarter of 2020 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 2020 segment income, return on sales, adjusted net income and adjusted diluted earnings per share eliminate certain targeted restructuring activities, certain acquisition related expenses, intangible amortization and certain tax items. The 2019 segment income, return on sales, adjusted net income and adjusted diluted earnings per share eliminate certain targeted restructuring activities, certain acquisition related expenses, intangible amortization, inventory step up amortization, pension adjustments and certain tax items.

We use 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. We use 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. 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, segment income is used as a criterion to measure and pay long-term 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 compensation-based incentives. 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>
<u>99.1</u>	nVent Electric plc press release dated April 29, 2020 announcing earnings results for the first quarter of 2020
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, 2020.

nVent Electric plc

Registrant

By /s/ Sara E. Zawoyski

Sara E. Zawoyski

Executive Vice President and Chief Financial Officer



News Release

nVent Provides COVID-19 Business Update and Announces First Quarter 2020 Financial Results

- Reported sales of \$521 million were down 3%; Organic sales down 8%
- Reported EPS of \$0.11; Adjusted EPS of \$0.34
- Cash Flows from Operations and Free Cash Flow better than prior year
- Expect cost savings of approximately \$50 million

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

LONDON, UNITED KINGDOM – April 29, 2020 – nVent Electric plc (NYSE:NVT) ("nVent"), a global leader in electrical connection and protection solutions, today provided a business update in response to the COVID-19 pandemic; announced financial results for the first quarter of 2020; and withdrew its 2020 financial guidance provided on February 5, 2020 due to uncertainties relating to the pandemic.

"During this time nVent has established three priorities. We will focus first on the safety and well-being of our employees, continue business operations to serve our customers and support critical infrastructure, and make nVent stronger as a company, well-positioned to exit this crisis," said Beth Wozniak, nVent's chief executive officer. "We are executing on actions to realize approximately 50 million dollars of expected cost savings. These actions are a combination of temporary and structural changes, which we believe positions us well for when growth returns."

"We saw demand deteriorate in geographies impacted by the COVID-19 pandemic. First it was China and then Europe and North America towards the end of the quarter as stay at home orders began to be enforced. As of today all our manufacturing sites are operational to support critical infrastructure such as data centers and networking solutions, medical and defense, to name a few," said Wozniak.

"We believe we have a strong capital structure and have a healthy balance sheet. The company is taking appropriate actions and has identified multiple levers to preserve cash," said Wozniak. "I want to thank our nVent employees, all of whom are making extraordinary efforts to support our customers, support our communities and support one another. I am confident in our people and plans to navigate through this time and emerge stronger."

First quarter sales of \$521 million were down 3 percent relative to the first quarter 2019 and declined 8 percent organically, which excludes the impact from currency fluctuations and acquisitions. Eldon added approximately \$26 million in sales to the Enclosures segment during the first quarter. First quarter 2020 earnings per diluted share ("EPS") were \$0.11, down 66%, while on an adjusted basis, the company had EPS of \$0.34, down 13%. Segment income, adjusted net income, free cash flow and adjusted EPS are described in the attached schedules.

First quarter 2020 operating income was \$60 million, down 22 percent from \$78 million in the first quarter of 2019. On an adjusted basis, segment income was \$82 million, down 15 percent from \$96 million in the first quarter of 2019, largely due to the impact of volume declines.

The company had net cash provided by operating activities of \$7 million in the first quarter and free cash flow usage was \$2 million, which was better than the prior year period. As of March 31, 2020, the company continued to have a strong liquidity position with \$188 million in cash on hand and a net debt to EBITDA leverage ratio of 2.3x. The company proactively drew down \$150 million on its revolving credit facility and has \$315 million undrawn on the facility.

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The company is withdrawing its previous 2020 financial guidance due to uncertainties from the rapidly changing environment as the COVID-19 pandemic evolves. The ultimate magnitude of the COVID-19 pandemic, including the extent of its impact on nVent's financial and operational results will be determined by a number of factors including the length of time that the pandemic continues, its effect on the demand for the company's products and services and the supply chain, as well as the effect of governmental regulations imposed in response to the pandemic.

FIRST QUARTER PERFORMANCE (\$ in millions)

nVent Electric plc

	Three months ended		
	March 31, 2020	March 31, 2019	% / point change
Net Sales	\$521	\$538	-3%
<i>Organic</i>			-8%
Operating Income	\$60	\$78	-22%
<i>Reported ROS</i>	11.6%	14.4%	
Segment Income	\$82	\$96	-15%
<i>Adjusted ROS</i>	15.6%	17.9%	-230 bps

Enclosures

	Three months ended		
	March 31, 2020	March 31, 2019	% / point change
Net Sales	\$259	\$256	1%
<i>Organic</i>			-8%
ROS	15.8%	17.8%	-200 bps

Thermal Management

	Three months ended		
	March 31, 2020	March 31, 2019	% / point change
Net Sales	\$121	\$145	-17%
<i>Organic</i>			-16%
ROS	16.8%	23.6%	-680 bps

Electrical & Fastening Solutions ("EFS")

	Three months ended		
	March 31, 2020	March 31, 2019	% / point change
Net Sales	\$142	\$137	3%
<i>Organic</i>			3%
ROS	23.6%	22.7%	90 bps

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DIVIDENDS

nVent previously announced on February 25, 2020 that its Board of Directors approved a regular cash dividend of \$0.175 per share, payable during the second quarter on May 8, 2020.

EARNINGS CONFERENCE CALL

nVent's management team will discuss the company's first quarter performance on a conference call with analysts and investors at 9:15 a.m. Eastern Daylight Time 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 7786179 approximately ten minutes before the 9:15 a.m. EDT start. A replay of the conference call will be made accessible once it becomes available and will remain accessible through midnight on June 5, 2020 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.

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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,” 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; 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, as amended. 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, 2020	March 31, 2019
<i>In millions, except per-share data</i>		
Net sales	\$ 520.9	\$ 538.0
Cost of goods sold	325.6	328.1
Gross profit	195.3	209.9
<i>% of net sales</i>	37.5 %	39.0 %
Selling, general and administrative	123.1	120.1
<i>% of net sales</i>	23.6 %	22.3 %
Research and development	11.9	12.3
<i>% of net sales</i>	2.3 %	2.3 %
Operating income	60.3	77.5
<i>% of net sales</i>	11.6 %	14.4 %
Net interest expense	9.9	10.5
Other expense	0.8	0.9
Income before income taxes	49.6	66.1
Provision for income taxes	31.0	9.7
<i>Effective tax rate</i>	62.5 %	14.7 %
Net income	\$ 18.6	\$ 56.4
Earnings per ordinary share		
Basic	\$ 0.11	\$ 0.32
Diluted	\$ 0.11	\$ 0.32
Weighted average ordinary shares outstanding		
Basic	169.8	176.5
Diluted	171.0	178.2
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, 2020	December 31, 2019
Assets		
Current assets		
Cash and cash equivalents	\$ 187.9	\$ 106.4
Accounts and notes receivable, net	333.1	334.3
Inventories	249.0	244.7
Other current assets	115.8	113.3
Total current assets	885.8	798.7
Property, plant and equipment, net	278.6	284.5
Other assets		
Goodwill	2,290.8	2,279.1
Intangibles, net	1,154.4	1,160.5
Other non-current assets	120.6	117.5
Total other assets	3,565.8	3,557.1
Total assets	\$ 4,730.2	\$ 4,640.3
Liabilities and Equity		
Current liabilities		
Current maturities of long-term debt and short-term borrowings	\$ 18.8	\$ 17.5
Accounts payable	150.9	187.1
Employee compensation and benefits	60.9	71.9
Other current liabilities	178.6	185.7
Total current liabilities	409.2	462.2
Other liabilities		
Long-term debt	1,192.4	1,047.1
Pension and other post-retirement compensation and benefits	208.2	207.2
Deferred tax liabilities	254.0	237.8
Other non-current liabilities	89.8	93.5
Total liabilities	2,153.6	2,047.8
Equity	2,576.6	2,592.5
Total liabilities and equity	\$ 4,730.2	\$ 4,640.3

(more)

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

<i>In millions</i>	Three months ended	
	March 31, 2020	March 31, 2019
Operating activities		
Net income	\$ 18.6	\$ 56.4
Adjustments to reconcile net income to net cash provided by (used for) operating activities		
Depreciation	9.6	8.4
Amortization	16.0	15.1
Deferred income taxes	26.0	(2.1)
Share-based compensation	1.9	4.3
Changes in assets and liabilities, net of effects of business acquisitions		
Accounts and notes receivable	(2.6)	(1.5)
Inventories	(6.1)	(16.8)
Other current assets	(5.7)	(8.8)
Accounts payable	(33.3)	(40.8)
Employee compensation and benefits	(9.3)	(11.2)
Other current liabilities	(8.6)	(2.5)
Other non-current assets and liabilities	0.2	(13.6)
Net cash provided by (used for) operating activities	6.7	(13.1)
Investing activities		
Capital expenditures	(10.2)	(9.2)
Proceeds from sale of property and equipment	1.1	6.0
Acquisitions, net of cash acquired	(27.0)	—
Net cash provided by (used for) investing activities	(36.1)	(3.2)
Financing activities		
Net receipts of revolving long-term debt	150.0	—
Repayments of long-term debt	(3.8)	(2.5)
Dividends paid	(29.7)	(31.0)
Shares issued to employees, net of shares withheld	3.0	1.0
Repurchases of ordinary shares	(3.2)	(76.1)
Net cash provided by (used for) financing activities	116.3	(108.6)
Effect of exchange rate changes on cash and cash equivalents	(5.4)	(1.5)
Change in cash and cash equivalents	81.5	(126.4)
Cash and cash equivalents, beginning of period	106.4	159.0
Cash and cash equivalents, end of period	\$ 187.9	\$ 32.6

(more)

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

	2020	2019
	First Quarter	First Quarter
<i>In millions</i>		
Net sales		
Enclosures	\$ 258.5	\$ 255.5
Thermal Management	120.5	145.1
Electrical & Fastening Solutions	141.9	137.4
Total	\$ 520.9	\$ 538.0
Segment income (loss)		
Enclosures	\$ 40.9	\$ 45.6
Thermal Management	20.3	34.3
Electrical & Fastening Solutions	33.5	31.2
Other	(13.2)	(14.9)
Total	\$ 81.5	\$ 96.2
Return on sales		
Enclosures	15.8 %	17.8 %
Thermal Management	16.8 %	23.6 %
Electrical & Fastening Solutions	23.6 %	22.7 %
Total	15.6 %	17.9 %

(more)

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

<i>In millions, except per-share data</i>		First Quarter
Net sales	\$	520.9
Net income		18.6
Provision for income taxes		31.0
Income before income taxes		49.6
Other expense		0.8
Net interest expense		9.9
Operating income		60.3
<i>% of net sales</i>		11.6 %
Adjustments:		
Restructuring and other		4.3
Acquisition transaction and integration costs		0.9
Intangible amortization		16.0
Segment income	\$	81.5
<i>Return on sales</i>		15.6 %
Segment income	\$	81.5
Depreciation		9.6
Earnings before income tax, depreciation, and amortization - as adjusted	\$	91.1
Net income - as reported	\$	18.6
Adjustments to operating income		21.2
Income tax adjustments		18.3
Net income - as adjusted	\$	58.1
Diluted earnings per ordinary share		
Diluted earnings per ordinary share - as reported	\$	0.11
Adjustments		0.23
Diluted earnings per ordinary share - as adjusted	\$	0.34

(more)

nVent Electric plc
Reconciliation of GAAP to non-GAAP financial measures for the year ended December 31, 2019
excluding the effect of 2019 adjustments (Unaudited)

<i>In millions, except per-share data</i>	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Full Year
Net sales	\$ 538.0	\$ 539.5	\$ 559.8	\$ 566.7	\$ 2,204.0
Operating income	77.5	87.0	86.1	82.5	333.1
% of net sales	14.4 %	16.1 %	15.4 %	14.6 %	15.1 %
Adjustments:					
Restructuring and other	3.6	2.7	11.2	6.7	24.2
Acquisition transaction and integration costs	—	—	1.9	0.5	2.4
Intangible amortization	15.1	15.1	15.4	15.8	61.4
Inventory step-up amortization	—	—	—	3.2	3.2
Segment income	\$ 96.2	\$ 104.8	\$ 114.6	\$ 108.7	\$ 424.3
Return on sales	17.9 %	19.4 %	20.5 %	19.2 %	19.3 %
Net income - as reported	\$ 56.4	\$ 60.9	\$ 59.9	\$ 45.5	\$ 222.7
Adjustments to operating income	18.7	17.8	28.5	26.2	91.2
Pension and other post-retirement mark-to-market loss	—	—	—	27.3	27.3
Income tax adjustments	(5.6)	(3.3)	(4.6)	(19.3)	(32.8)
Net income - pro forma adjusted	\$ 69.5	\$ 75.4	\$ 83.8	\$ 79.7	\$ 308.4
Diluted earnings per ordinary share - pro forma adjusted					
Diluted earnings per ordinary share - pro forma	\$ 0.32	\$ 0.35	\$ 0.35	\$ 0.27	\$ 1.29
Adjustments	0.07	0.09	0.14	0.20	0.49
Diluted earnings per ordinary share - as adjusted	\$ 0.39	\$ 0.44	\$ 0.49	\$ 0.47	\$ 1.78

(more)

nVent Electric plc
Reconciliation of Net Sales Growth to Organic Net Sales Growth by Segment
for the quarter ended March 31, 2020 (Unaudited)

	Q1 Net Sales Growth			
	Organic	Currency	Acq./Div.	Total
nVent	(7.5) %	(1.1) %	5.4 %	(3.2) %
Enclosures	(8.3) %	(1.0) %	10.5 %	1.2 %
Thermal Management	(15.8) %	(1.2) %	— %	(17.0) %
Electrical & Fastening Solutions	2.5 %	(0.8) %	1.6 %	3.3 %

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

	Three months ended	
	March 31, 2020	March 31, 2019
<i>In millions</i>		
Net cash provided by (used for) operating activities	\$ 6.7	\$ (13.1)
Capital expenditures	(10.2)	(9.2)
Proceeds from sale of property and equipment	1.1	6.0
Free cash flow	\$ (2.4)	\$ (16.3)