

Ingersoll-Rand plc
Form DEF 14A
April 21, 2016

Table of Contents

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

CHECK THE APPROPRIATE BOX:

<input type="checkbox"/>	Preliminary Proxy Statement
<input type="checkbox"/>	Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
<input type="checkbox"/>	Definitive Proxy Statement
<input type="checkbox"/>	Definitive Additional Materials
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Ingersoll-Rand Public Limited Company

(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

PAYMENT OF FILING FEE (CHECK THE APPROPRIATE BOX):

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	1) Amount previously paid:
	2) Form, Schedule or Registration Statement No.:
	3) Filing Party:
	4) Date Filed:

Table of Contents

Ingersoll-Rand plc

Registered in Ireland No. 469272

U.S. Mailing Address:

800-E Beaty Street
Davidson, NC 28036
(704) 655-4000

Registered Office:

170/175 Lakeview Dr.
Airside Business Park
Swords, Co. Dublin
Ireland

**NOTICE OF 2016 ANNUAL GENERAL
MEETING OF SHAREHOLDERS**

DATE AND TIME

Thursday, June 2, 2016, at 2:30 p.m., local time

LOCATION

The K Club
Straffan
County Kildare
Ireland

PROPOSALS TO BE VOTED

1. To re-elect or elect 12 directors for a period of 1 year.
2. To give advisory approval of the compensation of the Company's Named Executive Officers.
3. To approve the appointment of PricewaterhouseCoopers LLP as independent auditors of the Company and authorize the Audit Committee of the Board of Directors to set the auditors' remuneration.
4. To renew the existing authority of the directors of the Company (the Directors) to issue shares.
5. To renew the Directors' existing authority to issue shares for cash without first offering shares to existing shareholders. (Special Resolution)
6. To determine the price range at which the Company can re-allot shares that it holds as treasury shares. (Special Resolution)
7. To amend the Company's Articles of Association to implement proxy access. (Special Resolution)
- 8A. To amend the Company's Articles of Association to make certain administrative amendments in connection with the Companies Act 2014. (Special Resolution)
- 8B. To amend the Company's Memorandum or Association to make certain administrative amendments in connection with the Companies Act 2014. (Special Resolution)
- 9A. To amend the Company's Articles of Association to provide for a plurality voting standard in the event of a contested election. (Special Resolution)
- 9B. To amend the Company's Articles of Association to grant the board sole authority to determine its size. (Special Resolution)
10. To conduct such other business properly brought before the meeting.

RECORD DATE

Only shareholders of record as of the close of business on April 8, 2016, are entitled to receive notice of and to vote at the Annual General Meeting.

By Order of the Board of Directors,

EVAN M. TURTZ

Secretary

HOW TO VOTE

Whether or not you plan to attend the meeting, please provide your proxy by either using the Internet or telephone as further explained in the accompanying proxy statement or filling in, signing, dating, and promptly mailing a proxy card.

BY TELEPHONE

In the U.S. or Canada, you can vote your shares by submitting your proxy toll-free by calling 1-800-690-6903.

BY INTERNET

You can vote your shares online at www.proxyvote.com.

BY MAIL

You can vote by mail by marking, dating, and signing your proxy card or voting instruction form and returning it in the postage-paid envelope.

ATTENDING THE MEETING

Directions to the meeting can be found on page A-1 of the attached Proxy Statement.

If you are a shareholder who is entitled to attend and vote, then you are entitled to appoint a proxy or proxies to attend and vote on your behalf. A proxy is not required to be a shareholder in the Company. If you wish to appoint as proxy any person other than the individuals specified on the proxy card, please contact the Company Secretary at our registered office.

Important Notice regarding the availability of proxy materials for the Annual General Meeting of Shareholders to be held on June 2, 2016.

The Annual Report and Proxy Statement are available at www.proxyvote.com.

The Notice of Internet Availability of Proxy Materials or this Notice of 2016 Annual General Meeting of Shareholders, the Proxy Statement and the Annual Report are first being mailed to shareholders on or about April 21, 2016.

Table of Contents

TABLE OF CONTENTS

<u>PROXY STATEMENT HIGHLIGHTS</u>	<u>4</u>
<u>OVERVIEW OF PROPOSALS TO BE VOTED</u>	<u>5</u>
<u>PROPOSALS REQUIRING YOUR VOTE</u>	<u>13</u>
<u>Item 1. Election of Directors</u>	<u>13</u>
<u>Item 2. Advisory Approval of the Compensation of Our Named Executive Officers</u>	<u>17</u>
<u>Item 3. Approval of Appointment of Independent Auditors</u>	<u>18</u>
<u>Audit Committee Report</u>	<u>18</u>
<u>Fees of the Independent Auditors</u>	<u>19</u>
<u>Item 4. Renewal of the Directors' existing authority to issue shares</u>	<u>19</u>
<u>Item 5. Renewal of the Directors' existing authority to issue shares for cash without first offering shares to existing shareholders</u>	<u>20</u>
<u>Item 6. Determine the price at which the Company can re-allot shares held as treasury shares</u>	<u>21</u>
<u>Item 7. Amend the Company's Articles of Association to implement proxy access</u>	<u>22</u>
<u>Item 8A. Amend the Company's Articles of Association to make certain administrative amendments</u>	<u>25</u>
<u>Item 8B. Amend the Company's Memorandum of Association to make certain administrative amendments</u>	<u>26</u>
<u>Item 9A. To amend the Company's Articles of Association to provide for a plurality voting standard in the event of a contested election</u>	<u>27</u>
<u>Item 9B. Amend the Company's Articles of Association to grant the Board sole authority to determine its size</u>	<u>28</u>
<u>CORPORATE GOVERNANCE</u>	<u>29</u>
<u>Corporate Governance Guidelines</u>	<u>29</u>
<u>Role of the Board of Directors</u>	<u>29</u>
<u>Board Responsibilities</u>	<u>29</u>
<u>Board Leadership Structure</u>	<u>29</u>
<u>Board Risk Oversight</u>	<u>30</u>
<u>Director Compensation and Share Ownership</u>	<u>30</u>
<u>Board Committees</u>	<u>30</u>
<u>Board Diversity</u>	<u>31</u>
<u>Board Advisors</u>	<u>31</u>
<u>Executive Sessions</u>	<u>31</u>
<u>Board and Board Committee Performance Evaluation</u>	<u>31</u>
<u>Director Orientation and Education</u>	<u>31</u>
<u>Director Nomination Process</u>	<u>31</u>
<u>Director Retirement</u>	<u>31</u>
<u>Director Independence</u>	<u>31</u>
<u>Communications with Directors</u>	<u>32</u>
<u>Code of Conduct</u>	<u>32</u>
<u>Anti-Hedging Policy and Other Restrictions</u>	<u>32</u>
<u>Investor Outreach</u>	<u>32</u>
<u>Committees of the Board</u>	<u>33</u>
<u>Board, Committee and Annual Meeting Attendance</u>	<u>35</u>

Table of Contents

<u>COMPENSATION OF DIRECTORS</u>	<u>36</u>
<u>COMPENSATION DISCUSSION AND ANALYSIS</u>	<u>39</u>
<u>COMPENSATION COMMITTEE REPORT</u>	<u>53</u>
<u>SUMMARY OF REALIZED COMPENSATION</u>	<u>54</u>
<u>EXECUTIVE COMPENSATION</u>	<u>55</u>
<u>Summary Compensation Table</u>	<u>55</u>
<u>2015 Grants of Plan-Based Awards</u>	<u>58</u>
<u>Outstanding Equity Awards at December 31, 2015</u>	<u>60</u>
<u>2015 Option Exercises and Stock Vested</u>	<u>62</u>
<u>2015 Pension Benefits</u>	<u>62</u>
<u>2015 Nonqualified Deferred Compensation</u>	<u>64</u>
<u>Post-Employment Benefits</u>	<u>66</u>
<u>Post-Employment Benefits Table</u>	<u>69</u>
<u>INFORMATION CONCERNING VOTING AND SOLICITATION</u>	<u>72</u>
<u>Why Did I Receive This Proxy Statement?</u>	<u>72</u>
<u>Why Are There Two Sets Of Financial Statements Covering The Same Fiscal Period?</u>	<u>72</u>
<u>How Do I Attend The Annual General Meeting?</u>	<u>72</u>
<u>Who May Vote?</u>	<u>72</u>
<u>How Do I Vote?</u>	<u>72</u>
<u>How May Employees Vote Under Our Employee Plans?</u>	<u>73</u>
<u>May I Revoke My Proxy?</u>	<u>73</u>
<u>How Will My Proxy Get Voted?</u>	<u>73</u>
<u>What Constitutes A Quorum?</u>	<u>74</u>
<u>What Vote Is Required To Approve Each Proposal?</u>	<u>74</u>
<u>Who Pays The Expenses Of This Proxy Statement?</u>	<u>74</u>
<u>How Will Voting On Any Other Matter Be Conducted?</u>	<u>74</u>
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	<u>75</u>
<u>EQUITY COMPENSATION PLAN INFORMATION</u>	<u>76</u>
<u>CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS</u>	<u>76</u>
<u>SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u>	<u>77</u>
<u>SHAREHOLDER PROPOSALS AND NOMINATIONS</u>	<u>77</u>
<u>HOUSEHOLDING</u>	<u>78</u>
<u>APPENDIX A DIRECTIONS TO THE ANNUAL GENERAL MEETING</u>	<u>A-1</u>
<u>APPENDIX B PROXY ACCESS AMENDMENTS TO ARTICLES</u>	<u>B-1</u>
<u>APPENDIX C COMPANIES ACT AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION</u>	<u>C-1</u>
<u>APPENDIX D OPTIONAL PROVISIONS FROM WHICH THE COMPANY PROPOSES TO OPT-OUT</u>	<u>D-1</u>
<u>APPENDIX E PLURALITY VOTING IN CONTESTED ELECTIONS AND BOARD SIZE AMENDMENTS TO ARTICLES</u>	<u>E-1</u>

Table of Contents

PROXY STATEMENT HIGHLIGHTS

This summary highlights information contained elsewhere in this Proxy Statement. For more complete information about these topics, please review Ingersoll-Rand plc's Annual Report on Form 10-K and the entire Proxy Statement.

MEETING INFORMATION

Date and Time:	June 2, 2016 at 2:30 p.m., local time
Place:	The K Club Straffan County Kildare Ireland
Record Date:	April 8, 2016
Voting:	Shareholders as of the record date are entitled to vote. Each ordinary share is entitled to one vote for each director nominee and each of the other proposals.
Attendance:	All shareholders may attend the meeting.

CORPORATE GOVERNANCE HIGHLIGHTS

Substantial majority of independent directors (11 of 12) directors

Annual election of directors

Majority vote for directors

Independent Lead Director

Board oversight of risk management

Succession planning at all levels, including for Board and CEO

Annual Board and committee self-assessments

Executive sessions of non-management directors

Continuing director education

Executive and director stock ownership guidelines

Board oversight of sustainability program

2017 ANNUAL MEETING

Deadline for shareholder proposals for inclusion in the proxy statement: December 26, 2016

Deadline for business proposals and nominations for director: March 4, 2017

Table of Contents**OVERVIEW OF PROPOSALS TO BE VOTED****Item 1.****Election of Directors**

The Board of Directors recommends a vote FOR the directors nominated for election

See page 13 for further information

Director Nominees

Name/ Occupation	Age	Director since	Independent	Other current public Boards	Ingersoll-Rand Committees				
					A	C	CG	F	T
Ann C. Berzin Former Chairman and CEO of Financial Guaranty Insurance Company	64	2001	YES	- Exelon Corporation - Baltimore Gas & Electric Company	M			C	
John Bruton Former Prime Minister of the Republic of Ireland and Former European Union Commission Head of Delegation to the United States	68	2010	YES			M	M		M
Elaine L. Chao 24th U.S. Secretary of Labor from 2001 until 2009	63	2015	YES	- News Corp. - Wells Fargo & Co. - Vulcan Materials Company		M	M		
Jared L. Cohon President Emeritus of Carnegie Mellon University, University Professor of Civil and Environmental Engineering and of Engineering and Public Policy, and Director of the Scott Institute for Energy Innovation	68	2008	YES	- Lexmark, Inc. - Unisys		M	M		C
Gary D. Forsee Former President of University of Missouri System and Former Chairman of the Board and Chief Executive Officer of Sprint Nextel Corporation	66	2007	YES	- Great Plains Energy Inc. - DST Systems Inc.		M		C	M
Constance J. Horner	74	1994	YES	- Prudential Financial, Inc.		M	M		