

Ingersoll-Rand plc
Form S-8
August 21, 2015

As filed with the Securities and Exchange Commission on August 20, 2015

Registration No. 333-_____

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

INGERSOLL-RAND PUBLIC LIMITED COMPANY
(Exact name of registrant as specified in its charter)

Ireland
(State or other jurisdiction of
incorporation or organization)
170/175 Lakeview Dr.
Airside Business Park
Swords, Co. Dublin
Ireland
(Address of Principal Executive Offices, Zip Code)

98-0626632
(I.R.S. Employer
Identification No.)

IR Executive Deferred Compensation Plan II
IR-plc Director Deferred Compensation and Stock Award Plan II
(Full title of the plan)

Evan M. Turtz
Secretary
c/o Ingersoll-Rand Company
800-E Beaty Street
Davidson, North Carolina 28036
(Name and address of agent for service)

(704) 655-4000
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting

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company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee (2)
Ordinary shares, \$1.00 par value per share, reserved for issuance pursuant to the IR Executive Deferred Compensation Plan II	1,500,000	\$61.715	\$92,572,500	\$10,757
Ordinary shares, \$1.00 par value per share, reserved for issuance pursuant to the IR-plc Director Deferred Compensation and Stock Award Plan II	500,000	\$61.715	\$30,857,500	\$3,586

(1) Represents the ordinary shares of Ingersoll-Rand Public Limited Company (the “Company”) issuable under the IR Executive Deferred Compensation Plan II (the “EDCP”) and the IR-plc Director Deferred Compensation and Stock Award Plan II (the “DDCP” and, together with the DDCP, the “Plans”). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers an indeterminate number of additional ordinary shares that may be offered or issued pursuant to the Plans in connection with any stock split, stock dividend or similar transaction.

(2) Estimated solely for the purpose of determining the registration fee in accordance with Rules 457(h) and (c) of the Securities Act. The proposed maximum offering price, per share and in the aggregate, is based upon the average of the high and low sales prices of the ordinary shares as reported on the New York Stock Exchange on August 17, 2015.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in this Part I will be sent or given to employees as specified by Rule 428(b)(1) under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents of the Company filed with the Securities and Exchange Commission (the "SEC") are incorporated by reference in this Registration Statement (other than, in each case, documents or information deemed to have been furnished and not filed in accordance with SEC rules):

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2014;
- (b) The Company's Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2015 and June 30, 2015;
- (c) The Company's Current Reports on Form 8-K, filed with the SEC on February 3, 2015, June 4, 2015, June 5, 2015, June 8, 2015 and July 21, 2015; and
- (d) The description of the Company's ordinary shares contained in the Company's Form 8-K12B, filed with the SEC on July 1, 2009, and any other amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with SEC rules shall not be deemed incorporated by reference in this Registration Statement. Any statement contained herein or in a document incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Subject to the provisions of and so far as may be admitted by Irish law, the Company's articles of association provide that every director and the secretary of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favor (or the proceedings are otherwise disposed of without any finding or

admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the court.

The Company will also indemnify any person who was, is or is threatened to be made a party to a Proceeding (as hereinafter defined) by reason of the fact that he or she (a) is or was an “officer” of the Company as such term is defined under the Exchange Act (excluding any director or secretary) or (b) is or was serving at the request of the Company as a director, officer or some other function of any other entity, to the fullest extent permitted under Irish law, as the same exists or may hereafter be amended. Such right shall include the right to be paid by the Company expenses incurred in defending any such Proceeding in advance of its final disposition to the maximum extent permitted under Irish law, as the same exists or may hereafter be amended; provided that to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the person to repay all amounts advanced if it should be ultimately determined that the officer or other covered person is not entitled to be indemnified under this article or otherwise.

Each of the Company and Ingersoll-Rand Company Limited have entered into deed poll indemnities as to each of the Company's directors, secretary and officers and senior executives (as may be determined by the board of directors of the Company from time to time), as well as with individuals serving as director, officer or some other function of the Company's subsidiaries, providing for the indemnification of, and advancement of expenses to, such persons, to the fullest extent permitted by law.

“Proceeding ,” as used herein, means any threatened, pending or completed action, suit, claim or proceeding, whether civil, criminal, administrative, arbitrativ e or investigative, any appeal in such an action, suit, claim or proceeding, and any inquiry or investigation that could lead to such an action, suit, claim or proceeding.

The Company maintains directors and officers liability insurance, as well as other types of insurance, covering certain liabilities that may be incurred by its directors and officers in the performance of their duties.

Item 7. Exemptions from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit No.	Document
4.1	Memorandum of Association of Ingersoll-Rand plc, an Irish public limited company, incorporated by reference to Exhibit 3.1 to the Company’s Form 8-K (File No. 001-34400) filed on July 1, 2009.
4.2	Amended and Restated Articles of Association of Ingersoll-Rand plc, an Irish public limited company, incorporated by reference to Exhibit 3.1 to the Company’s Form 8-K (File No. 001-34400) filed on June 10, 2013.
4.3	Certificate of Incorporation of Ingersoll-Rand plc, an Irish public limited company incorporated by reference to Exhibit 3.3 to the Company’s Form 8-K (File No. 001-34400) filed on July 1, 2009.
4.4	IR Executive Deferred Compensation Plan II, as amended and restated effective July 1, 2009, incorporated by reference to Exhibit 10.10 to the Company’s Form 8-K (File No. 001-34400) filed on July 1, 2009.
4.5	First Amendment to IR Executive Deferred Compensation Plan II dated December 22, 2009, incorporated by reference to Exhibit 10.19 to the Company’s Form 10-K (File No. 001-34400) filed on February 21, 2012.
4.6	Second Amendment to IR Executive Deferred Compensation Plan II dated December 23, 2010, incorporated by reference to Exhibit 10.20 to the Company’s Form 10-K (File No. 001-34400) filed on February 21, 2012.
4.7	IR-plc Director Deferred Compensation and Stock Award Plan II, as amended and restated effective July 1, 2009, incorporated by reference to Exhibit 10.12 of the Company’s Form 8-K (File No. 001-34400) filed on July 1, 2009.
5.1*	Opinion of Arthur Cox, Solicitors as to the legality of the ordinary shares.
23.1	Consent of Arthur Cox, Solicitors (included as part of Exhibit 5.1)
23.2	Consent of PricewaterhouseCoopers LLP.
24.1	Power of Attorney (included as part of signature page).

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the

information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement;

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Davidson, State of North Carolina, on the 20th day of August 2015.

Ingersoll-Rand Public Limited Company

By: /s/ Michael W. Lamach
(Michael W. Lamach)
Chairman and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby appoints Michael W. Lamach, Susan K. Carter and Evan M. Turtz, and each of them singly, such person's true and lawful attorneys, with full power to them and each of them to sign, for such person and in such person's name and capacity indicated below, any and all amendments to this registration statement (including post-effective amendments), and any registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933, in connection with the registration under the Securities Act of 1933, of securities of the registrant, and to file or cause to be filed the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as each of them might or could do in person, and hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, or their substitute or substitutes, shall do or cause to be done by virtue of this power of attorney.

Pursuant to the requirements of the Securities Act of 1933, this registration statement and power of attorney have been signed below by the following persons in the capacities listed on the 20th day of August, 2015.

Signature	Title
/s/ Michael W. Lamach (Michael W. Lamach)	Chairman, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Susan K. Carter (Susan K. Carter)	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ Christopher J. Kuehn (Christopher J. Kuehn)	Vice President and Controller (Principal Accounting Officer)
/s/ Ann C. Berzin (Ann C. Berzin)	Director
/s/ John Bruton (John Bruton)	Director
/s/ Elaine L. Chao (Elaine L. Chao)	Director
/s/ Jared L. Cohon (Jared L. Cohon)	Director
/s/ Gary D. Forsee (Gary D. Forsee)	Director
/s/ Constance J. Horner (Constance J. Horner)	Director
/s/ Linda P. Hudson (Linda P. Hudson)	Director
/s/ Myles P. Lee (Myles P. Lee)	Director

/s/ John P. Surma
(John P. Surma)

Director

/s/ Richard J. Swift
(Richard J. Swift)

Director

/s/ Tony L. White
(Tony L. White)

Director

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