

Ingersoll-Rand International Holding Ltd

Form S-4

April 25, 2014

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As filed with the Securities and Exchange Commission on April 25, 2014

Registration No. 333-

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

FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

INGERSOLL-RAND GLOBAL HOLDING COMPANY LIMITED

(Exact name of registrant as specified in its charter)

SEE TABLE OF ADDITIONAL REGISTRANTS

Delaware

N/A
(Primary Standard Industrial

46-4716676
(I.R.S. Employer

**(State or Other Jurisdiction of
Incorporation or Organization)**

Classification Code Number)

Identification No.)

800-E Beaty Street

Davidson, North Carolina 28036

(704) 655-4000

(Address, including zip code, and telephone number, including area code, of registrants principal executive offices)

Robert L. Katz

Senior Vice President and General Counsel

c/o Ingersoll-Rand Company

800-E Beaty Street

Davidson, North Carolina 28036

(704) 655-4000

(Name, address and telephone number of agent for service)

With a copy to

Joshua Ford Bonnie

Simpson Thacher & Bartlett LLP

425 Lexington Avenue

New York, New York 10017-3954

(212) 455-2000

Approximate date of commencement of proposed exchange offer: As soon as practicable after this Registration Statement is declared effective.

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If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, please check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See the definitions of large accelerated filer, accelerated filer and small reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	..	Accelerated filer	..
Non-accelerated filer	x (Do not check if a smaller reporting company)	Small reporting company	..

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issue Tender Offer) ..

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) ..

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Note	Proposed Maximum Aggregate Offering Price⁽¹⁾	Amount of Registration Fee
2.875% Senior Notes due 2019	\$350,000,000	100%	\$350,000,000	\$45,080
4.250% Senior Notes due 2023	\$700,000,000	100%	\$700,000,000	\$90,160
5.750% Senior Notes due 2043	\$500,000,000	100%	\$500,000,000	\$64,400
Guarantees of 2.875% Senior Notes due 2019 ⁽²⁾	N/A	N/A	N/A	N/A ⁽³⁾
Guarantees of 4.250% Senior Notes due 2023 ⁽²⁾	N/A	N/A	N/A	N/A ⁽³⁾
Guarantees of 5.750% Senior Notes due 2043 ⁽²⁾	N/A	N/A	N/A	N/A ⁽³⁾

(1) Estimated solely for the purpose of calculating the registration fee under Rule 457(1) of the Securities Act of 1933, as amended (the Securities Act).

(2) See inside facing page for table of additional registrants.

(3) Pursuant to Rule 457(n) under the Securities Act, no separate filing fee is required for the guarantees.

The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this Registration Statement shall become effective on such date as the Commission acting pursuant to said Section 8(a), may determine.

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Exact Name of Registrant as Specified in its Charter	State or Other Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification Number	Address, Including Zip Code and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices
Ingersoll-Rand plc.	Ireland	98-0626632	170/175 Lakeview Dr. Airside Business Park Swords, Co. Dublin Ireland +(353) (0) 18707400
Ingersoll-Rand Company Limited	Bermuda	75-2993910	c/o Ingersoll-Rand plc 170/175 Lakeview Dr. Airside Business Park Swords, Co. Dublin Ireland +(353) (0) 18707400
Ingersoll-Rand International Holding Limited	Bermuda	98-0613467	c/o Ingersoll-Rand plc 170/175 Lakeview Dr. Airside Business Park Swords, Co. Dublin Ireland +(353) (0) 18707400
Ingersoll-Rand Company	New Jersey	13-5156640	800-E Beaty Street Davidson, NC 28036 (704) 655-4000

¹ Each of Ingersoll-Rand plc, Ingersoll-Rand Company Limited and Ingersoll-Rand International Holding Limited is a direct or indirect parent company of Ingersoll-Rand Global Holding Company Limited and will be a guarantor of

each series of the senior notes registered hereunder. Each such guarantee will be full and unconditional and joint and several. Ingersoll-Rand Company is a wholly-owned subsidiary of Ingersoll-Rand Global Holding Company Limited and will be a co-obligor of each series of the senior notes registered hereunder.

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The information in this prospectus is not complete and may be changed. We may not sell the securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to Completion, dated April 25, 2014

PRELIMINARY PROSPECTUS

Ingersoll-Rand Global Holding Company Limited

Offers to Exchange

\$350,000,000 principal amount of its 2.875% Senior Notes due 2019 (the 2019 exchange notes) which have been registered under the Securities Act of 1933, as amended (the Securities Act) for any and all of its outstanding 2.875% Senior Notes due 2019 (the 2019 notes) (the 2019 notes offer).

\$700,000,000 principal amount of its 4.250% Senior Notes due 2023 (the 2023 exchange notes) which have been registered under the Securities Act for any and all of its outstanding 4.250% Senior Notes due 2023 (the 2023 notes) (the 2023 notes offer).

\$500,000,000 principal amount of its 5.750% Senior Notes due 2043 (the 2043 exchange notes and, together with the 2019 exchange notes and the 2023 exchange notes, the exchange notes) which have been registered under the Securities Act for any and all of its outstanding 5.750% Senior Notes due 2043 (the 2043 notes and, together with the 2019 notes and the 2023 notes, the eligible notes and the eligible notes collectively with the exchange notes, the notes) (the 2043 notes offer and, together with the 2019 notes offer and the 2023 notes offer, the exchange offers and, with respect to each series of notes, each individually an exchange offer).

The exchange notes will be fully and unconditionally and jointly and severally guaranteed on a senior unsecured basis by Ingersoll-Rand plc (IR plc), Ingersoll-Rand Company Limited (IRCL) and Ingersoll-Rand International Holding Limited (IRIHL), each of which is a direct or indirect parent company of Ingersoll-Rand Global Holding Company Limited (IRGHCL or the Issuer). Ingersoll-Rand Company (IRNJ or the Co-obligor), which is a wholly-owned subsidiary of the Issuer, will be a co-obligor of the exchange notes and will assume, jointly and severally with the Issuer, the due and punctual payment of the principal of (and premium, if any, on) and interest, if any, on all of the exchange notes and the due and punctual performance and observance of all covenants and conditions of the indenture to be performed by the Issuer.

We are conducting the exchange offers in order to provide you with an opportunity to exchange your unregistered eligible notes for freely tradeable notes that have been registered under the Securities Act.

The Exchange Offers

We will exchange all eligible notes that are validly tendered and not validly withdrawn for an equal principal amount of exchange notes that are freely tradable.

You may withdraw tenders of eligible notes at any time prior to the close of business, New York City time, on the last business day on which the applicable exchange offer remains open.

Each exchange offer expires at the end of the day, 12:00 a.m. midnight, New York City time, on _____, 2014, unless extended.

The exchange of eligible notes for exchange notes in the exchange offers will not be a taxable event for U.S. federal income tax purposes.

The terms of the exchange notes to be issued in the applicable exchange offer are substantially identical to the eligible notes, except that the exchange notes will be freely tradeable.

Results of the Exchange Offers

The exchange notes may be sold in the over-the-counter market, in negotiated transactions or through a combination of such methods. We do not plan to list the exchange notes on a national market.

All untendered eligible notes will continue to be subject to the restrictions on transfer set forth in the eligible notes and in the related indenture. In general, the eligible notes may not be offered or sold, unless registered under the Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. Other than in connection with the exchange offers, we do not currently anticipate that we will register the eligible notes under the Securities Act.

Investing in the exchange notes involves risks. See Risk Factors beginning on page 12 for a discussion of certain risks that you should consider before participating in the exchange offers.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the exchange notes to be distributed in the exchange offers or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

Each broker-dealer that receives exchange notes for its own account pursuant to the exchange offers must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. The Letter of Transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of exchange notes received in exchange for eligible notes where such eligible notes were acquired by such broker-dealer as a result of

market-making activities or other trading activities. The Company has agreed that, for a period of 180 days after the Expiration Date (as defined herein), it will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

The date of this prospectus is _____, 2014.

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You should rely only on the information contained in this prospectus. We have not authorized anyone to provide you with different information. The prospectus may be used only for the purposes for which it has been published and no person has been authorized to give any information not contained herein. If you receive any other information, you should not rely on it. We are not, and the initial purchasers of the eligible notes are not, making an offer of these securities in any state where the offer is not permitted.

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Unless otherwise stated or the context otherwise requires, references in this prospectus to Ingersoll-Rand, we, us and our refer, collectively, to IR plc and its consolidated subsidiaries, including the Issuer, the Co-obligor and the Guarantors; the Issuer refers only to IRGHCL and not to its subsidiaries or affiliates; the Co-obligor refers only to IRNJ and not to its subsidiaries or affiliates; and the Guarantors refers, collectively, to IR plc, IRCL and IRIHL and to each other guarantor who guarantees the notes under the indenture that governs the notes, but not to any of their subsidiaries or affiliates.

interest rate fluctuations and other changes in borrowing costs;

other capital market conditions, including availability of funding sources and currency exchange rate fluctuations;

availability of and fluctuations in the prices of key commodities and the impact of higher energy prices;

the ability to achieve cost savings in connection with our productivity programs;

potential further impairment of our goodwill, indefinite-lived intangible assets and/or our long-lived assets;

the possible effects on us of future legislation in the U.S. that may limit or eliminate potential U.S. tax benefits resulting from our incorporation in a non-U.S. jurisdiction, such as Ireland, or deny U.S. government contracts to us based upon our incorporation in such non-U.S. jurisdiction; and

our ability to fully realize the expected benefits of the spin-off of our commercial and residential security businesses.

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Some of the significant risks and uncertainties that could cause actual results to differ materially from our expectations and projections are described more fully in Item 1A Risk Factors in IR plc's Annual Report on Form 10-K for the year ended December 31, 2013, filed with the SEC on February 14, 2014 (the 2013 Form 10-K). You should read that information in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and our Consolidated Financial Statements and related notes in the 2013 Form 10-K and in IR plc's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, filed with the SEC on April 23, 2014 (the First Quarter 2014 10-Q). We note such information for investors as permitted by the Private Securities Litigation Reform Act of 1995.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC filings are available to the public over the Internet at the SEC's website at <http://www.sec.gov> and on our corporate website at <http://www.ingersollrand.com>. Information on our website does not constitute part of this prospectus, and any references to this website or any other website are inactive textual references only. You may inspect without charge any documents filed by us at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain copies of all or any part of these materials from the SEC upon the payment of certain fees prescribed by the SEC. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the Public Reference Room.

The IR plc ordinary shares are listed on the New York Stock Exchange (NYSE) under the trading symbol IR . Our SEC filings are also available at the office of the NYSE located at 20 Broad Street, New York, New York 10005.

INCORPORATION BY REFERENCE

We incorporate by reference into this prospectus the information contained in documents we file with the SEC, which means that we disclose important information to you by referring you to those documents rather than by including them in this prospectus. Information that is incorporated by reference is considered to be part of this prospectus and you should read the information with the same care that you read this prospectus. Later information that we file with the SEC will automatically update and supersede the information that is either contained, or incorporated by reference, in this prospectus, and will be considered to be a part of this prospectus from the date those documents are filed. We have filed with the SEC, and incorporate by reference in this prospectus, the following documents:

the 2013 Form 10-K;

the First Quarter 2014 10-Q;

IR plc's Definitive Proxy Statement on Schedule 14A filed with the SEC on April 24, 2014; and

IR plc's Current Reports on Form 8-K filed with the SEC on February 7, 2014, March 26, 2014 and March 31, 2014.

All future filings that we make under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, until all the securities offered by this prospectus have been issued as described in this prospectus, are deemed incorporated into and part of

this prospectus once filed. We are not, however, incorporating, in each case, any documents (or portions thereof) or information that we are deemed to furnish and not file in accordance with SEC rules. Any statement in this prospectus or in any document incorporated by reference that is different from any statement contained in any later-filed document should be regarded as changed by that later statement. Once so changed, the earlier statement is no longer considered part of this prospectus.

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You may request by phone or in writing a copy of any of the materials incorporated (other than exhibits, unless the exhibits are themselves specifically incorporated) into this prospectus and we will provide to you these materials free of charge. Please make your request to Robert L. Katz, Senior Vice President and General Counsel, c/o Ingersoll-Rand Company, 800-E Beaty Street, Davidson, North Carolina 28036, telephone (704) 655-4000.

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SUMMARY

This summary is not complete and does not contain all of the information that you should consider before deciding to tender your eligible notes in the applicable exchange offer. You should read this entire prospectus, including Risk Factors, and the documents incorporated by reference herein, including our consolidated financial statements and related notes.

Ingersoll-Rand plc

Ingersoll-Rand plc (IR plc), a public limited company incorporated in Ireland in 2009, and its consolidated subsidiaries, is a diversified, global company that provides products, services and solutions to enhance the quality and comfort of air in homes and buildings, transport and protect food and perishables, and increase industrial productivity and efficiency. Our business segments consist of Climate and Industrial, both with strong brands and leading positions within their respective markets. We generate revenue and cash primarily through the design, manufacture, sale and service of a diverse portfolio of industrial and commercial products that include well-recognized, premium brand names such as Ingersoll-Rand®, Trane®, Thermo King®, American Standard® and Club Car®.

To achieve our mission of being a world leader in creating comfortable and efficient environments, we continue to focus on increasing our recurring revenue stream from parts, service, used equipment and rentals; and to continuously improve the efficiencies and capabilities of the products and services of our businesses. We also continue to focus on operational excellence strategies as a central theme to improving our earnings and cash flows.

Our business segments provide products, services and solutions used to increase the efficiency and productivity of both industrial and commercial operations and homes, as well as improve the health and comfort of people around the world.

In the fourth quarter of 2013, the Company realigned its organizational structure to provide a greater focus on growth, continue implementation of business operating systems, build on our successful operational excellence philosophy and reduce complexity and costs. The Company's new reporting structure includes the Climate and Industrial segments.

Our business segments are as follows:

Climate

Our Climate segment delivers energy-efficient solutions globally and includes Trane® and American Standard® Heating & Air Conditioning which provide heating, ventilation and air conditioning (HVAC) systems, and commercial and residential building services, parts, support and controls; and Thermo King® transport temperature control solutions. This segment had 2013 net revenues of \$9.4 billion.

Industrial

Our Industrial segment delivers products and services that enhance energy efficiency, productivity and operations. It includes Ingersoll Rand® compressed air systems and services, power tools, material handling systems, ARO® fluid management equipment, as well as Club Car® golf, utility and rough terrain vehicles. This segment had 2013 net revenues of \$2.9 billion.

The principal executive office of IR plc is located at 170/175 Lakeview Dr., Airside Business Park, Swords, Co. Dublin, Ireland, telephone +(353) (0) 18707400.

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Ingersoll-Rand Company Limited

Ingersoll-Rand Company Limited (IRCL) is a Bermuda company incorporated in accordance with the Companies Act 1981 of Bermuda on August 8, 2001. On July 1, 2009, IRCL completed a scheme of arrangement pursuant to which it became a direct and indirect wholly-owned subsidiary of IR plc. IRCL is the indirect parent of IRIHL and IRGHCL.

The registered office of IRCL is located at Canon s Court, 22 Victoria Street, Hamilton, HM12 Bermuda and its principal executive office is located at 170/175 Lakeview Dr., Airside Business Park, Swords, Co. Dublin, Ireland, telephone +(353) (0) 18707300.

Ingersoll-Rand International Holding Limited

Ingersoll-Rand International Holding Limited (IRIHL), a Bermuda company incorporated in accordance with the Companies Act 1981 of Bermuda on February 12, 2009, is a holding company and an indirect, wholly-owned subsidiary of IR plc. IRIHL is the parent of several subsidiaries, including IRGHCL.

The registered office of IRIHL is located at Canon s Court, 22 Victoria Street, Hamilton, HM12 Bermuda, telephone +(441) 295-2244.

Ingersoll-Rand Global Holding Company Limited

Ingersoll-Rand Global Holding Company Limited (IRGHCL), a Delaware corporation, was formerly a Bermuda exempted company until it was incorporated under the laws of Delaware on January 31, 2014 pursuant to a domestication transaction. IRGHCL is parent to several subsidiaries, including Ingersoll-Rand Company.

The registered office of IRGHCL is located at 800-E Beaty Street, Davidson, NC, 28036, telephone (704) 655-4000.

Ingersoll-Rand Company

Ingersoll-Rand Company (IRNJ), a corporation incorporated in New Jersey on June 1, 1905, is a holding company and an indirect, wholly-owned subsidiary of IR plc. IRNJ is the direct and indirect parent to several subsidiaries.

The registered office of IRNJ is located at 800-E Beaty Street, Davidson, NC, 28036, telephone (704) 655-4000.

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The Exchange Offers

General

In connection with the private offering of the eligible notes, IRGHCL and the guarantors of eligible notes entered into registration rights agreements with the initial purchasers in which they agreed, among other things, to file under the Securities Act a registration statement relating to the exchange offers, cause such registration statement to become effective no later than 365 days after the date of the original issuance of the eligible notes, to deliver this prospectus to you and to complete the exchange offers within 30 business days after the effectiveness of the registration statement. You are entitled to exchange in the applicable exchange offer your eligible notes for exchange notes which are identical in all material respects to the eligible notes except:

the exchange notes have been registered under the Securities Act;

the exchange notes are not entitled to any registration rights which are applicable to the eligible notes under the related registration rights agreement; and

the liquidated damages provisions of the related registration rights agreement will no longer be applicable.

The Exchange Offers

IRGHCL is offering to exchange:

\$350,000,000 aggregate principal amount of its 2.875% Senior Notes due 2019 which have been registered under the Securities Act for any and all of its 2019 notes;

\$700,000,000 aggregate principal amount of its 4.250% Senior Notes due 2023 which have been registered under the Securities Act for any and all of its 2023 notes; and

\$500,000,000 aggregate principal amount of its 5.750% Senior Notes due 2043 which have been registered under the Securities Act for any and all of its 2043 notes.

You may only exchange eligible notes in a minimum denomination of \$2,000 and integral multiples of \$1,000 in excess of \$2,000.

Resale

Based on an interpretation by the staff of the Securities and Exchange Commission (the SEC) set forth in no-action letters issued to third parties, we believe that the exchange notes issued pursuant to the exchange offers in exchange for eligible notes may be offered for resale, resold and otherwise transferred by you (unless you are our affiliate within the meaning of Rule 405 under the Securities Act) without compliance with the registration and prospectus delivery provisions of the Securities Act, provided that:

you are acquiring the exchange notes in the ordinary course of your business; and

you have not engaged in, do not intend to engage in, and have no arrangement or understanding with any person to participate in, a distribution of the exchange notes.

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If you are a broker-dealer and receive exchange notes for your own account in exchange for eligible notes that you acquired as a result of market-making activities or other trading activities, you must acknowledge that you will deliver this prospectus in connection with any resale of the exchange notes. See Plan of Distribution.

Any holder of eligible notes who:

is our affiliate within the meaning of Rule 405 under the Securities Act;

does not acquire the exchange notes in the ordinary course of its business; or

tenders its eligible notes in the applicable exchange offer with the intention to participate, or for the purpose of participating, in a distribution of exchange notes

cannot rely on the position of the staff of the SEC enunciated in *Morgan Stanley & Co. Incorporated* (available June 5, 1991) and *Exxon Capital Holdings Corporation* (available May 13, 1988), as interpreted in the SEC's letter to Shearman & Sterling (available July 2, 1993), or similar no-action letters and, in the absence of an exemption therefrom, must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale of the exchange notes.

Expiration Date

Each exchange offer will expire at the end of the day, 12:00 a.m. midnight, New York City time, on _____, 2014, unless extended by IRGHCL.

IRGHCL does not currently intend to extend the expiration date.

Withdrawal

You may withdraw the tender of your eligible notes at any time prior to the close of business, New York City time, on the last business day on which the applicable exchange offer remains open. IRGHCL will return to you any of your eligible notes that are not accepted for any reason for exchange, without expense to you, promptly after the expiration or termination of the applicable exchange offer.

Conditions to the Exchange Offers	Each exchange offer is subject to customary conditions, which IRGHCL may waive. See The Exchange Offers Conditions to the Exchange Offers.
Procedures for Tendering Eligible Notes	If you wish to participate in an exchange offer, you must complete, sign and date the accompanying letter of transmittal, or a facsimile of such letter of transmittal, according to the instructions contained in this prospectus and the letter of transmittal. You must then mail or otherwise deliver the letter of transmittal, or a facsimile of such letter of transmittal, together with the eligible notes and any other required documents, to the exchange agent at the address set forth on the cover page of the letter of transmittal.

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If you hold eligible notes through The Depository Trust Company (DTC) and wish to participate in an exchange offer, you must comply with the Automated Tender Offer Program procedures of DTC by which you will agree to be bound by the letter of transmittal. By signing, or agreeing to be bound by, the letter of transmittal, you will represent to us that, among other things:

you are not our affiliate within the meaning of Rule 405 under the Securities Act;

you do not have an arrangement or understanding with any person or entity to participate in the distribution of the exchange notes;

you are acquiring the exchange notes in the ordinary course of your business;

if you are not a broker-dealer, you are not engaged in, and do not intend to engage in, the distribution of the exchange notes; and

if you are a broker-dealer that will receive exchange notes for your own account in exchange for eligible notes that were acquired as a result of market-making activities, that you will deliver a prospectus, as required by law, in connection with any resale of such exchange notes.

Special Procedures for Beneficial Owners If you are a beneficial owner of eligible notes that are registered in the name of a broker, dealer, commercial bank, trust company or other nominee, and you wish to tender those eligible notes in an exchange offer, you should contact the registered holder promptly and instruct the registered holder to tender those eligible notes on your behalf. If you wish to tender on your own behalf, you must, prior to completing and executing the letter of transmittal and delivering your eligible notes, either make appropriate arrangements to register ownership of the eligible notes in your name or obtain a properly completed bond power from the registered holder. The transfer of registered ownership may take considerable time and may not be able to be completed prior to the expiration date.

Guaranteed Delivery Procedures If you wish to tender your eligible notes and your eligible notes are not immediately available or you cannot deliver your eligible notes, the letter of transmittal or any other required documents, or you cannot comply

with the procedures under DTC's Automated Tender Offer Program for transfer of book-entry interests, prior to the expiration date, you must tender your eligible notes according to the guaranteed delivery procedures set forth in this prospectus under "The Exchange Offers - Guaranteed Delivery Procedures."

Effect on Holders of Eligible Notes

As a result of the making of, and upon acceptance for exchange of all validly tendered eligible notes pursuant to the terms of, the exchange offers, IRGHCL and the guarantors of the notes will have fulfilled a covenant under each registration rights agreement. Accordingly, there will be no additional increase in the interest rate on the eligible notes under the circumstances described in the related registration rights

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agreement. If you do not tender your eligible notes in the applicable exchange offer, you will continue to be entitled to all the rights and limitations applicable to the eligible notes as set forth in the related indenture, except IRGHCL and the guarantors of the notes will not have any further obligation to you to provide for the exchange and registration of the eligible notes under the related registration rights agreement. To the extent that eligible notes are tendered and accepted in the applicable exchange offer, the trading market for eligible notes could be adversely affected.

Consequences of Failure to Exchange

All untendered eligible notes will continue to be subject to the restrictions on transfer set forth in the eligible notes and in the related indenture. In general, the eligible notes may not be offered or sold, unless registered under the Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. Other than in connection with the exchange offers, IRGHCL, IRNJ and the guarantors of the notes do not currently anticipate that they will register the eligible notes under the Securities Act.

Material United States Federal Income Tax Consequences

The exchange of eligible notes for exchange notes in the exchange offers will not be a taxable event for United States federal income tax purposes. See United States Federal Income Tax Consequences of the Exchange Offers.

Use of Proceeds

We will not receive any cash proceeds from the issuance of exchange notes in the exchange offers. See Use of Proceeds.

Exchange Agent

The Bank of New York Mellon is the exchange agent for the exchange offers. The addresses and telephone numbers of the exchange agent are set forth in the section captioned The Exchange Offers Exchange Agent.

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The Exchange Notes

The summary below describes the principal terms of the exchange notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The Description of the Exchange Notes section of this prospectus contains a more detailed description of the terms and conditions of the eligible notes and the exchange notes. The exchange notes will have terms identical in all material respects to the eligible notes, except that the exchange notes will not contain terms with respect to transfer restrictions, registration rights and additional interest for failure to observe certain obligations in the related registration rights agreement.

Issuer	Ingersoll-Rand Global Holding Company Limited
Co-obligor	Ingersoll-Rand Company will be a co-obligor of the exchange notes and will assume, jointly and severally with the Issuer, the due and punctual payment of the principal of (and premium, if any, on) and interest, if any, on all of the exchange notes and the due and punctual performance and observance of all covenants and conditions of the indenture to be performed by the Issuer.
Guarantors	Ingersoll-Rand Public Limited Company, Ingersoll-Rand Company Limited and Ingersoll-Rand International Holding Limited will fully and unconditionally guarantee the payment of principal of and the premium, if any, and interest on the exchange notes.
Notes Offered	<p>\$350,000,000 aggregate principal amount of 2.875% Senior Notes due 2019.</p> <p>\$700,000,000 aggregate principal amount of 4.250% Senior Notes due 2023.</p> <p>\$500,000,000 aggregate principal amount of 5.750% Senior Notes due 2043.</p>
Maturity Dates	<p>The 2019 exchange notes will mature on January 15, 2019.</p> <p>The 2023 exchange notes will mature on June 15, 2023.</p> <p>The 2043 exchanges notes will mature on June 15, 2043.</p>

Interest Payment Dates

The exchange notes began bearing interest from and including June 20, 2013. The 2019 exchange notes will bear interest at 2.875% per year, the 2023 exchange notes will bear interest at 4.250% per year and the 2043 exchange notes will bear interest at 5.750% per year, in each case calculated based on twelve 30-day months and a 360-day year.

Interest on the 2019 exchange notes will be payable semiannually in arrears on January 15 and July 15 of each year, beginning January 15, 2014, to the holders of record of such notes at the close of business on the preceding January 1 or July 1, whether or not such day is a business day. Interest on the 2023 exchange notes will be payable

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semiannually in arrears on June 15 and December 15 of each year, beginning December 15, 2013, to the holders of record of such notes at the close of business on the preceding June 1 or December 1, whether or not such day is a business day. Interest on the 2043 exchange notes will be payable semiannually in arrears on June 15 and December 15 of each year, beginning December 15, 2013, to the holders of record of such notes at the close of business on the preceding June 1 or December 1, whether or not such day is a business day.

Additional Amounts

All payments made by the Issuer, the Co-obligor or any Guarantor or any successor to the Issuer, the Co-obligor or any Guarantor under or with respect to the notes or the guarantees in respect of interest and principal will be made without tax withholding or deductions, unless such withholding or deduction is required by law or by regulation or governmental policy having the force of law. In the event that any such withholding or deduction is so required, we will pay to each beneficial owner such additional amounts as may be necessary to ensure that the net amount received by the beneficial owner after such withholding or deduction (and after deducting any taxes on the additional amounts) will equal the amounts which would have been received by the beneficial owner had no such withholding or deduction been required, subject to certain exceptions set forth under Description of the Exchange Notes Additional Amounts.

Ranking

The notes and the guarantees will be senior unsecured obligations of, respectively, the Issuer, the Co-obligor and each Guarantor, and will:

rank equally in right of payment with all of the Issuer's, the Co-obligor's and each Guarantor's existing and future senior unsecured indebtedness;

rank senior in right of payment to all of the Issuer's, the Co-obligor's and each Guarantor's future subordinated indebtedness;

be effectively subordinated in right of payment to any existing and future secured indebtedness of the Issuer, the Co-obligor and each Guarantor to the extent of the collateral securing such indebtedness; and

be structurally subordinated in right of payment to indebtedness of IR plc's subsidiaries (other than the Issuer, the Co-obligor and the Guarantors).

Optional Redemption

The Issuer may redeem the notes of any series at its option, in whole or in part, at any time and from time to time, at a redemption price equal to the greater of 100% of the principal amount of such notes to be redeemed and a make-whole redemption price as described under Description of the Exchange Notes Optional Redemption, in either case, plus accrued and unpaid interest to the date of redemption.

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Tax Redemption

If, as a result of certain tax law changes, the Issuer would be obligated to pay additional amounts in respect of withholding taxes or certain other tax indemnification payments with respect to any series of the notes, and such obligation cannot be avoided by taking reasonable measures available to the Issuer, the Issuer may redeem the notes of such series in whole, but not in part, at a price equal to 100% of the principal amount thereof plus accrued and unpaid interest, and all additional amounts, if any, then due or becoming due on the redemption date. See Description of the Exchange Notes Optional Redemption.

Change of Control

Upon the occurrence of a Change of Control Triggering Event (as defined under Description of the Exchange Notes Change of Control), unless the Issuer has exercised its right to redeem the notes, each holder of the notes will have the right to require the Issuer to purchase all or a portion of such holder's notes at a purchase price equal to 101% of the principal amount thereof plus accrued and unpaid interest, if any, to the date of purchase, subject to the rights of holders of the notes on the relevant record date to receive interest due on the relevant interest payment date.

Covenants

The Issuer and the Co-obligor will issue the exchange notes under the related indenture that was entered into with the Guarantors and The Bank of New York Mellon, as trustee. The indenture contains limitations on, among other things:

IR plc and its restricted subsidiaries' ability to incur indebtedness secured by certain liens;

IR plc and its restricted subsidiaries' ability to engage in certain sale and leaseback transactions; and

the Issuer's and each Guarantor's ability to consolidate or merge with or into, or sell substantially all of its assets to, another person.

These covenants are subject to a number of important exceptions and qualifications. For more details, see Description of the Exchange Notes.

The exchange notes will also contain certain events of default.

Form and Denomination

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The exchange notes will be issued in fully registered book-entry form and will be represented by global notes without interest coupons. The global notes will be deposited with a custodian for and registered in the name of a nominee of The Depository Trust Company (DTC) in New York, New York. Investors may elect to hold interests in the global notes through DTC and its direct or indirect participants as described under Description of the Exchange Notes Book-Entry Procedures.

The exchange notes will be issued only in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof

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Public Market

The exchange notes will be freely transferable but will be new securities for which there will not initially be a market. Accordingly, we cannot assure you that a liquid market for the exchange notes will develop. See

Risk Factors **Risks Related to the Exchange Offers** Your ability to transfer the notes may be limited by the absence of an active trading market, and we cannot assure you that an active trading market will develop for the exchange notes.

Risk Factors

You should carefully consider all the information in this prospectus prior to exchanging your eligible notes for exchange notes. In particular, we urge you to consider carefully the factors set forth under the heading **Risk Factors**.

Table of Contents**RATIO OF EARNINGS TO FIXED CHARGES**

	Three Months Ended March 31, 2014	2013	Year Ended December 31,			
		2012	2011	2010	2009	
Earnings (loss) from continuing operations before income taxes	\$ 105.2	\$ 829.6	\$ 848.1	\$ 188.6	\$ 620.3	