

Ingersoll-Rand plc  
Form DEFA14A  
April 21, 2016

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   |
| <input type="checkbox"/> | Soliciting Material Under Rule 14a-12   |

**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):

|                          |   |
|--------------------------|---|
| <input type="checkbox"/> | No fee required.  |
| <input type="checkbox"/> | Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.  |
|                          | 1) Title of each class of securities to which transaction applies:  |
|                          | 2) Aggregate number of securities to which transaction applies:   |
|                          | 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):  |
|                          | 4) Proposed maximum aggregate value of transaction:   |
|                          | 5) Total fee paid:  |
| <input type="checkbox"/> | Fee paid previously with preliminary materials:   |
|                          | Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing. |
|                          | 1) Amount previously paid:  |
|                          | 2) Form, Schedule or Registration Statement No.:  |
|                          | 3) Filing Party:  |
|                          | 4) Date Filed:  |

**\*\*\* Exercise Your *Right* to Vote \*\*\***  
**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on June 2, 2016.**

**INGERSOLL-RAND PLC**

*INGERSOLL-RAND PLC  
170/175 LAKEVIEW DR.  
AIRSIDE BUSINESS PARK  
SWORDS, CO. DUBLIN  
IRELAND*

**Meeting Information**

|  |                                    |
|--|------------------------------------|
| <b>Meeting Type:</b>   | Annual                             |
| <b>For holders as of:</b>  | April 8, 2016                      |
| <b>Date:</b> June 2, 2016  | <b>Time:</b> 2:30 P.M., local time |
| <b>Location:</b> The K Club<br>Straffan<br>County Kildare<br>Ireland |                                    |

You are receiving this communication because you hold shares in the company named above. This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com)

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or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

Once received, your proxy will be forwarded to the Company's registered office electronically by Broadridge.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

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## **Before You Vote**

### **How to Access the Proxy Materials**

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT      ANNUAL REPORT      IRISH STATUTORY ACCOUNTS

How to View Online:

Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- |                  |  |
|------------------|--|
| 1) BY INTERNET:  | <a href="http://www.proxyvote.com">www.proxyvote.com</a>                   |
| 2) BY TELEPHONE: | 1-800-579-1639   |
| 3) BY E-MAIL*:   | <a href="mailto:sendmaterial@proxyvote.com">sendmaterial@proxyvote.com</a> |

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 19, 2016 to facilitate timely delivery.

### **How To Vote**

Please Choose One of the Following Voting Methods

**Vote In Person:** To attend the annual general meeting, you must present a form of personal identification and evidence of share ownership. Evidence of share ownership may be your most recent brokerage statement or this notice. At the meeting, you will need to request a ballot. If you hold the shares through a bank, brokerage firm or other nominee, you must obtain a legal proxy from them in order to vote at the meeting.

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Vote By Internet: To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card. Any shareholder entitled to attend and vote at the annual general meeting may appoint one or more proxies, who need not be a shareholder(s) of the Company.

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**Voting Items**

**The Board of Directors recommends you vote FOR the following proposals:**

1. Election of Directors
  - 1a. Ann C. Berzin
  - 1b. John Bruton
  - 1c. Elaine L. Chao
  - 1d. Jared L. Cohon
  - 1e. Gary D. Forsee
  - 1f. Constance J. Horner
  - 1g. Linda P. Hudson
  - 1h. Michael W. Lamach
  - 1i. Myles P. Lee
  - 1j. John P. Surma
  - 1k. Richard J. Swift
  - 1l. Tony L. White
  
2. Advisory approval of the compensation of the Company's named executive officers.
  
3. Approval of the appointment of independent auditors of the Company and authorization of the Audit Committee of the Board of Directors to set the auditors' remuneration.
  
4. Approval of the renewal of the Directors' existing authority to issue shares.
  
5. Approval of the renewal of the Directors' existing authority to issue shares for cash without first offering shares to existing shareholders. *(Special Resolution)*
  
6. Determination of the price range at which the Company can re-allot shares that it holds as treasury shares. *(Special Resolution)*
  
7. Approval of amendment of the Company's Articles of Association to implement proxy access. *(Special Resolution)*
  
- 8A. Approval of amendment to the Company's Articles of Association to make certain administrative amendments in connection with the Companies Act 2014. *(Special Resolution)*
  
- 8B. Approval of amendment to the Company's Memorandum or Association to make certain administrative amendments in connection with the Companies Act 2014. *(Special Resolution)*

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- 9A. Approval of amendment to the Company's Articles of Association to provide for a plurality voting standard in the event of a contested election. (*Special Resolution*)
- 9B. Approval of amendment to the Company's Articles of Association to grant the board sole authority to determine its size. (*Special Resolution*)
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