

Eaton Corp plc
Form DEFA14A
March 16, 2018
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 14A INFORMATION

**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:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14A-6(E)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

Eaton Corporation plc

(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):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) 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:

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 April 25, 2018.

EATON CORPORATION PLC

*EATON CORPORATION PLC
C/O EATON CENTER - 4143 N
1000 EATON BOULEVARD
BEACHWOOD, OH 44122*

Meeting Information

Meeting Type: Annual General Meeting
For holders as of: February 26, 2018
Date: April 25, 2018
Time: 8:30 a.m. Local Time
Location: Eaton Corporation plc
Eaton House
30 Pembroke Road
Dublin 4, 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/etn, scan the

QR Barcode on the reverse side,
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.

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

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 (located on the following page) and visit: www.proxyvote.com/etn, or scan the QR Barcode below.

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:* www.proxyvote.com/etn
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

* 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 (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 April 11, 2018 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any

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special requirements for meeting attendance.

At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: Go to *www.proxyvote.com/etn* or from a smart phone, scan the QR Barcode above. Have the information that is printed in the box marked by the arrow (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.

Voting Items

The Board of Directors recommends you vote FOR the following:

The Board of Directors recommends you vote FOR the following:

- | | |
|---------------------------|--|
| 1. Election of Directors | 2. Approving the appointment of Ernst & Young LLP as independent auditor for 2018 and authorizing the Audit Committee of the Board of Directors to set its remuneration. |
| 1a. Craig Arnold | 3. Advisory approval of the Company's executive compensation. |
| 1b. Todd M. Bluedorn | 4. Approving a proposal to grant the Board authority to issue shares. |
| 1c. Christopher M. Connor | 5. Approving a proposal to grant the Board authority to opt out of pre-emption rights. |
| 1d. Michael J. Critelli | 6. Authorizing the Company and any subsidiary of the Company to make overseas market purchases of Company shares. |
| 1e. Richard H. Fearon | THIS IS NOT A BALLOT OR A PROXY.
YOU CANNOT USE THIS NOTICE TO VOTE THESE SHARES. |
| 1f. Charles E. Golden | |
| 1g. Arthur E. Johnson | |
| 1h. Deborah L. McCoy | |
| 1i. Gregory R. Page | |
| 1j. Sandra Pianalto | |
| 1k. Gerald B. Smith | |
| 1l. Dorothy C. Thompson | |

