

INGERSOLL RAND CO LTD
Form S-4/A
April 10, 2008
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As filed with the U.S. Securities and Exchange Commission on April 10, 2008

Registration No. 333-149537

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

AMENDMENT NO. 1
TO
FORM S-4
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

Ingersoll-Rand Company Limited

(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction of
incorporation or organization)

3585
(Primary Standard Industrial
Classification Code Number)

75-2993910
(I.R.S. Employer
Identification Number)

Clarendon House

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2 Church Street

Hamilton HM 11, Bermuda

(441) 295-2838

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Patricia Nachtigal, Esq.

Senior Vice President and General Counsel

c/o Ingersoll-Rand Company

155 Chestnut Ridge Road

Montvale, New Jersey 07645

(201) 573-0123

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

Mario Ponce, Esq.

Simpson Thacher & Bartlett LLP

425 Lexington Avenue

New York, New York 10017-3954

(212) 455-2000

Eileen T. Nugent, Esq.

Thomas W. Greenberg, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP

Four Times Square

New York, New York 10036

(212) 735-3000

Approximate date of commencement of proposed sale of securities to the public: As soon as practicable after this Registration Statement is declared effective.

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. "

CALCULATION OF REGISTRATION FEE

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Title of each class of	Amount to be registered	Proposed	Proposed	Amount of
securities to be registered		maximum offering price per share	maximum	registration fee
aggregate offering price				
Class A common shares, \$1.00 par value per share(1)	Not Applicable(2)	Not Applicable(2)	\$2,208,762,353(3)	\$86,804(3)(4)

(1) Includes associated preferred stock purchase rights.

(2) Omitted in reliance on Rule 457(o) under the Securities Act of 1933, as amended.

(continued on following page)

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- (3) A registration fee of \$86,804 was previously paid in connection with the initial filing of this Registration Statement on March 4, 2008.
- (4) Determined in accordance with Section 6(b) of the Securities Act at a rate equal to \$39.30 per \$1,000,000 of the proposed maximum aggregate offering price.

The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant 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 or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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Information contained in this proxy statement/prospectus is not complete and may be changed. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This proxy statement/prospectus shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under securities laws of such state.

Subject to completion, dated April 10, 2008

, 2008

Dear Trane Inc. Shareholders:

On behalf of the board of directors of Trane Inc., I invite you to attend a special meeting of shareholders of Trane to be held on _____, 2008, at _____ a.m., local time, at the Trane Learning Center, One Centennial Avenue, Piscataway, New Jersey.

At the special meeting, you will be asked to vote to adopt the merger agreement entered into by Trane with Ingersoll-Rand Company Limited and a subsidiary of Ingersoll Rand. The merger agreement provides for a merger in which Trane will become a wholly-owned subsidiary of Ingersoll Rand and each share of Trane common stock you own will be converted into the right to receive:

0.23 of an Ingersoll Rand Class A common share; and

\$36.50 in cash.

Under limited circumstances, Ingersoll Rand may be required to increase by up to \$1.00 per share the amount of cash to be included in the merger consideration and decrease the fraction of an Ingersoll Rand Class A common share by an amount having an equivalent value (based on the average price of Ingersoll Rand Class A common shares traded over a specified period of time prior to closing) to the amount of the increase in cash.

The board of directors of Trane has unanimously determined that the merger agreement and the merger are advisable and fair to, and in the best interests of, Trane and its shareholders and has unanimously approved the merger agreement and the merger. **The board of directors of Trane unanimously recommends that you vote FOR the adoption of the merger agreement at the special meeting.**

In reaching its determination to recommend adoption of the merger agreement, the board of directors of Trane considered, among other things, the opinion of Trane's financial advisor, Lazard Frères & Co. LLC, that, as of December 15, 2007, the consideration to be paid to the holders of Trane's common stock in the merger was fair, from a financial point of view, to such holders. Lazard's opinion is subject to the assumptions, matters considered, limitations and qualifications set forth in its written opinion dated December 15, 2007, which is attached as Annex B to the accompanying proxy statement/prospectus. We urge you to read the opinion in its entirety.

We cannot complete the merger unless the merger agreement is adopted by the affirmative vote of a majority of the shares of Trane common stock outstanding as of the record date. **We urge you to read carefully the accompanying proxy statement/prospectus, which includes important information about Trane, Ingersoll Rand and the proposed merger. In particular, please see the section titled Risk Factors beginning on page 23 of the accompanying proxy statement/prospectus which contains a description of the risks that you should consider in evaluating the proposed merger.**

Shares of Trane common stock are listed on the New York Stock Exchange under the symbol TT. Ingersoll Rand Class A common shares are listed on the New York Stock Exchange under the symbol IR. On _____, 2008, the most recent practicable trading day prior to the printing of the accompanying proxy statement/prospectus, the last sales price of Trane common stock was \$ _____ per share and the last sales price of Ingersoll Rand Class A common shares was \$ _____ per share. Based on the number of shares of Trane common stock outstanding as of the close of business on the record date, and assuming that Ingersoll Rand does not substitute cash for stock in the merger as described above, Ingersoll Rand expects to issue approximately _____ million Ingersoll Rand Class A common shares in the merger and reserve an additional approximately _____ million Ingersoll Rand Class A common shares for future issuances upon the exercise of Ingersoll Rand stock options

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issued in exchange for Trane stock options.

If you are unable to attend the special meeting in person, we urge you to participate in the meeting by voting your shares of Trane common stock through an alternative means. You have a choice of voting over the Internet, by telephone or by sending Trane a completed proxy by mail. Please refer to the instructions on the enclosed proxy card.

Sincerely,

FREDERIC M. POSES

Chairman and Chief Executive Officer

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the securities to be issued in connection with the merger or determined if the accompanying proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

This proxy statement/prospectus is dated _____, 2008, and is being first mailed to shareholders of Trane on or about _____, 2008.

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ADDITIONAL INFORMATION

The accompanying proxy statement/prospectus incorporates by reference important business and financial information about Trane and Ingersoll Rand from documents that are not included in or delivered with this proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You can obtain the documents incorporated by reference in the accompanying proxy statement/prospectus by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

Ingersoll-Rand Company

Trane Inc.

P.O. Box 0445

P.O. Box 6820

155 Chestnut Ridge Road

One Centennial Avenue

Montvale, New Jersey 07645

Piscataway, New Jersey 08855-6820

Attention: Investor Relations

Attention: Investor Relations

(800) 955-9845

(732) 980-6125

<http://investor.shareholder.com/ir/investorkit.cfm>

<http://ir.trane.com/investorkit.cfm>

In addition, if you have questions about the merger or the special meeting, or if you need to obtain copies of this proxy statement/prospectus, proxy cards, election forms or other documents incorporated by reference into this proxy statement/prospectus, you may contact Georgeson Inc., Trane's proxy solicitor, at the address and telephone number listed below. You will not be charged for any of the documents you request.

Georgeson Inc.

199 Water Street 26 Floor

New York, New York 10038

Telephone: 877-668-1643

If you would like to request documents, please do so by , 2008 in order to receive them before the special meeting.

For a more detailed description of the information incorporated by reference in this proxy statement/prospectus and how you may obtain it, see Where You Can Find More Information beginning on page 124.

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Trane Inc.

Notice of Special Meeting of Shareholders

To the Shareholders of Trane Inc.:

NOTICE IS HEREBY GIVEN that a special meeting of shareholders of Trane Inc., a Delaware corporation (Trane), will be held on _____, 2008, at _____ a.m., local time, at the Trane Learning Center, One Centennial Avenue, Piscataway, New Jersey. The purposes of the special meeting are:

1. To consider and vote upon a proposal to adopt the Agreement and Plan of Merger, dated as of December 15, 2007, among Ingersoll-Rand Company Limited, Indian Merger Sub, Inc. (a wholly-owned subsidiary of Ingersoll-Rand Company Limited established for the purpose of effecting the merger) and Trane Inc., which provides for the merger of Indian Merger Sub, Inc. with Trane Inc.
2. To consider and vote upon any procedural matters incident to the conduct of the special meeting, such as adjournment of the special meeting, including any adjournment for the purpose of soliciting additional proxies in favor of the proposal to adopt the merger agreement in the event there are not sufficient votes for approval of the proposal to adopt the merger agreement at the special meeting.

The accompanying proxy statement/prospectus describes the merger agreement and the proposed merger in detail. Trane's board of directors has determined that the merger agreement and merger are advisable and fair to, and in the best interests of, Trane and its shareholders and recommends that Trane shareholders vote **FOR** the proposal to adopt the merger agreement.

Shareholders of record of Trane's common stock as of the close of business on _____, 2008 are entitled to receive notice of the special meeting and to vote at it. Shareholders who hold shares in street name may vote through their brokers, banks or other nominees. A list of shareholders eligible to vote at the special meeting will be available for inspection at the special meeting, and at the executive offices of Trane during regular business hours for a period of no less than ten days prior to the special meeting.

Under Delaware law, Trane shareholders of record who do not vote in favor of the merger have the right to exercise appraisal rights in connection with the merger and obtain payment in cash of the fair value of their shares of common stock as determined by the Delaware Chancery Court rather than the merger consideration. To exercise your appraisal rights, you must strictly follow the procedures prescribed by Delaware law. These procedures are summarized in the accompanying proxy statement/prospectus. In addition, the text of the applicable provisions of Delaware law is included as Annex C to the accompanying proxy statement/prospectus.

By order of the Board of Directors,

Mary Elizabeth Gustafsson

Senior Vice President, General Counsel

and Secretary

Piscataway, New Jersey

_____, 2008

Your vote is very important. Please return your proxy as soon as possible, whether or not you expect to attend the special meeting in person. You may submit your proxy by telephone, through the Internet or by completing, dating and signing the enclosed proxy card and returning it in the enclosed postage prepaid envelope. You may revoke your proxy at any time before the special meeting. If you attend the special meeting and vote in person, your proxy will not be used. Please do not send your common stock certificates at this time. If the merger is completed, you will be sent instructions regarding the surrender of your certificates.

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Trane Inc. is providing this proxy statement/prospectus and accompanying proxy card to you in connection with the solicitation of proxies to be voted at a special meeting of shareholders of Trane and at any adjournment of the special meeting. This proxy statement/prospectus also constitutes a prospectus of Ingersoll-Rand Company Limited for the Class A common shares of Ingersoll-Rand Company Limited to be issued to shareholders of Trane Inc. pursuant to the merger of a wholly-owned subsidiary of Ingersoll-Rand Company Limited with and into Trane Inc.

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QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETING

*The following questions and answers are intended to address briefly some commonly asked questions regarding the merger and the special meeting. These questions and answers may not address all questions that may be important to you as a Trane shareholder. To better understand these matters, and for a description of the legal terms governing the merger, you should carefully read this entire proxy statement/prospectus, including the annexes, as well as the documents that have been incorporated by reference into this proxy statement/prospectus. See *Where You Can Find More Information* beginning on page 124. Unless otherwise indicated or the context requires otherwise, all references in this proxy statement/prospectus to *Trane* refer to Trane Inc., a Delaware corporation, and its subsidiaries; all references in this document to *Ingersoll Rand* refer to Ingersoll-Rand Company Limited, a Bermuda company, and its subsidiaries; all references to the *merger agreement* refer to the Agreement and Plan of Merger, dated as of December 15, 2007, among Trane, Ingersoll Rand and Indian Merger Sub, Inc., a copy of which is attached as Annex A to this proxy statement/prospectus.*

About the Merger

Q: *What is the proposed transaction upon which I am being asked to vote?*

A: Trane shareholders are being asked to vote to adopt a merger agreement entered into between Ingersoll Rand, Indian Merger Sub, Inc. and Trane. In the merger, Indian Merger Sub, Inc., a newly formed, wholly-owned subsidiary of Ingersoll Rand, will be merged with and into Trane. After the merger, Trane will be the surviving corporation and will be a wholly-owned subsidiary of Ingersoll Rand.

Q: *What vote is required for adoption?*

A: The merger agreement must be adopted by a majority of the outstanding shares of Trane common stock entitled to vote at the special meeting. If you abstain or fail to vote, it will have the same effect as voting against the adoption of the merger agreement. You are entitled to vote on the merger agreement if you held Trane common stock at the close of business on the record date, which is _____, 2008. On that date, _____ shares of Trane common stock were outstanding and entitled to vote. Since the number of Ingersoll Rand Class A common shares and the number of securities convertible or exercisable for such common shares that will be issued in the merger do not represent 20% or more of Ingersoll Rand's outstanding Class A common shares at closing, under the rules of the New York Stock Exchange, which we refer to in this proxy statement/prospectus as the NYSE, the merger is not subject to a vote of Ingersoll Rand's shareholders.

Q: *What vote of Trane's shareholders is required to approve the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies?*

A: The proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies requires the affirmative vote of a majority of the outstanding shares of Trane common stock present or represented by proxy at the special meeting and entitled to vote on the matter.

Q: *When do you expect the merger to be completed?*

A: We are working toward completing the merger as quickly as possible, and we anticipate that it will be completed in the second calendar quarter of 2008. However, the exact timing of the completion of the merger cannot be predicted. In order to complete the merger, we must obtain Trane shareholder approval and the other closing conditions under the merger agreement must be satisfied or waived. See *The Merger Agreement Conditions to the Merger* beginning on page 83. We expect that the Trane shareholder approval will be the last closing condition to be satisfied and if so, pursuant to the merger agreement, unless

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Trane and Ingersoll Rand otherwise agree, the merger would be completed no later than two business days after the shareholder approval is obtained.

Q: *What will Trane shareholders receive in the merger?*

A: Each holder of Trane common stock will receive 0.23 of an Ingersoll Rand Class A common share and \$36.50 in cash for each share of Trane common stock they own (subject, in each case, to the adjustment described in the following sentence). Ingersoll Rand will increase, by up to \$1.00 per share, the amount of cash to be included in the merger consideration and decrease the fraction of an Ingersoll Rand Class A common shares to be included in the merger consideration by an amount having an equivalent value as the amount of the increase in cash, if Trane or Ingersoll Rand reasonably determines that those actions are necessary in order to list on the NYSE the Ingersoll Rand Class A common shares to be issued in the merger without the requirement of a vote of Ingersoll Rand shareholders.

Q: *Will Trane shareholders receive fractional Ingersoll Rand Class A common shares in the merger?*

A: No. Ingersoll Rand will not issue fractional shares of its common stock. Instead, holders of Trane common stock will receive cash in lieu of a fractional Ingersoll Rand Class A common share based on the per share closing price of Ingersoll Rand Class A common shares on the last trading day immediately prior to the closing of the merger.

Q: *Can the value of the transaction change between now and the time the merger is completed?*

A: Yes. The value of the portion of the merger consideration comprised of Ingersoll Rand Class A common shares can change. The exchange ratio is a fixed exchange ratio, meaning that Trane shareholders will receive 0.23 of an Ingersoll Rand Class A common share for each share of Trane common stock owned plus \$36.50 in cash (subject to adjustment as previously described) regardless of the trading price of Ingersoll Rand Class A common shares on the effective date of the merger. The market value of the Ingersoll Rand Class A common shares that Trane shareholders will receive in the merger will increase or decrease as the trading price of Ingersoll Rand's Class A common shares increases or decreases, and, therefore, may be different at the time the merger is completed than it was at the time the merger agreement was signed or at the time of the special meeting. There can be no assurance as to the market price of Ingersoll Rand Class A common shares at any time prior to the completion of the merger or at any time thereafter. Trane shareholders are urged to obtain current trading prices for Ingersoll Rand Class A common shares.

Q: *Why is Trane proposing the transaction to its shareholders?*

A: Trane's board of directors believes that the combination of Trane and Ingersoll Rand will provide substantial financial and strategic benefits to the shareholders of Trane. To review the reasons for the merger in greater detail, see the section entitled "The Merger Recommendation of Trane's Board of Directors; Reasons for the Merger" beginning on page 39.

Q: *What are the federal income tax consequences of the merger?*

A: Generally, gains arising from receipt of the merger consideration, including the stock portion of the merger consideration, will be taxable to Trane's shareholders for United States federal income tax purposes. For more details regarding the tax consequences of the merger, see the section entitled "The Merger Material United States Federal Income Tax Consequences" beginning on page 62.

Q: *Are Trane shareholders entitled to appraisal rights?*

A: Yes. Under Delaware law, holders of Trane common stock that meet certain requirements will have the right to dissent from the merger and obtain payment in cash for the fair value of their shares of Trane common

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stock, as determined by the Delaware Chancery Court, rather than the merger consideration. To exercise appraisal rights, Trane shareholders must strictly follow the procedures prescribed by Delaware law. These procedures are summarized under the section entitled *The Merger Appraisal Rights* beginning on page 64. In addition, the text of the applicable appraisal rights provisions of Delaware law is included as Annex C to this proxy statement/prospectus.

Q: *How does Trane's board of directors recommend that Trane's shareholders vote?*

A: Trane's board of directors recommends that Trane's shareholders vote **FOR** the proposal to adopt the merger agreement and **FOR** the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to adopt the merger agreement. To review the reasons for the merger in greater detail, see the section entitled *The Merger Recommendation of Trane's Board of Directors; Reasons for the Merger* beginning on page 39.

Q: *Are there risks that shareholders of Trane should consider in connection with the merger?*

A: Yes. There are risks associated with the merger and holding Ingersoll Rand Class A common shares after giving effect to the merger, including risks that the anticipated benefits of the merger may not be achieved, the fact that the exchange ratio for the merger is fixed and will not be adjusted in the event of any change in either Trane's or Ingersoll Rand's stock price and risks associated with the failure of Ingersoll Rand to successfully integrate Trane's business and operations in the expected time frame following the merger, which risks, among others, are described in the section entitled *Risk Factors* beginning on page 23. Trane urges you to carefully read and consider the information contained in the section entitled *Risk Factors*.

Q: *Will holders of Trane common stock be able to trade the Ingersoll Rand Class A common shares that they receive in the merger?*

A: Yes. The Ingersoll Rand Class A common shares received in the merger will be freely tradable unless the recipient is an affiliate of Ingersoll Rand.

Q: *If the merger is completed, when can I expect to receive the merger consideration for my shares of Trane common stock?*

A: As soon as reasonably practicable after the effective time of the merger and in no event later than three business days thereafter, Ingersoll Rand will cause an exchange agent to mail to you a form of letter of transmittal and instructions for use by you in effecting your exchange of Trane common stock for the merger consideration. After receiving the proper documentation from you, the exchange agent will forward to you the cash and Ingersoll Rand Class A common shares to which you are entitled under the merger agreement. More information on the documentation you are required to deliver to the exchange agent may be found under the section entitled *The Merger Manner and Procedure for Exchanging Shares of Trane Common Stock; No Fractional Shares* beginning on page 60. Trane shareholders will not receive any fractional Ingersoll Rand Class A common shares. Instead, they will receive cash, without interest, for any fractional Ingersoll Rand Class A common shares they otherwise would have received in the merger.

Q: *Will I receive dividends before the effective time of the merger?*

A: Trane does not expect to change its dividend policies. Trane expects to continue to pay quarterly dividends on shares of Trane common stock until the effective time of the merger. However, under the merger agreement, Trane has agreed to coordinate with Ingersoll Rand regarding the declaration of any dividends with respect to Trane common stock to ensure that the Trane shareholders will not receive more than one dividend, or fail to receive a dividend, for any single calendar quarter on their shares of Trane common stock (or Ingersoll Rand Class A common shares received in exchange therefor in the merger).

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Q: *What happens if the merger is not completed?*

A: If the merger agreement is not adopted by the Trane shareholders or if the merger is not completed for any other reason, Trane shareholders will not receive any payment for their shares in connection with the merger. Instead, Trane will remain an independent public company and Trane's common stock will continue to be listed and traded on the NYSE. Under specified circumstances, Trane may be required to pay Ingersoll Rand a termination fee as described under the section entitled "The Merger Agreement Termination Fee" beginning on page 86.

Q: *What happens if I sell my shares before the special meeting?*

A: The record date of the special meeting is earlier than the special meeting and the date that the merger is expected to be completed. If you transfer your shares of Trane common stock after the record date but before the special meeting, you will retain your right to vote at the special meeting, but will have transferred the right to receive the merger consideration in the merger. In order to receive the merger consideration, you must hold your shares through completion of the merger.

About the Special Meeting

Q: *When and where will the special meeting of Trane shareholders be held?*

A: The special meeting of Trane shareholders will be held in the Trane Learning Center, One Centennial Avenue, Piscataway, New Jersey, on _____, 2008, at _____ a.m., local time.

Q: *If my shares are held in _____ street name by my broker, will my broker vote my shares for me?*

A: You should instruct your broker to vote your shares, following the directions your broker provides. If you do not instruct your broker, your broker will not have the discretion to vote your shares. Because the adoption of the merger agreement requires an affirmative vote of a majority of the outstanding shares of Trane common stock as of the close of business on the record date, these so-called "broker non-votes" have the same effect as votes cast against the merger agreement.

Q: *If my shares are held through the Trane Employee Stock Ownership Plan, Savings Plan or 401(k) and Thrift Plan, how will my shares be voted?*

A: If you are a participant in the Trane Employee Stock Ownership Plan, the Trane Savings Plan or the Trane 401(k) and Thrift Plan, you will receive one proxy card for all shares allocated to your accounts in these plans. The proxy card will serve as a voting instruction card for the trustee of each of these plans. If you do not vote your shares, the trustee under each plan will vote your shares in the same proportion as shares for which instructions were received under that plan. Many of Trane's current employees and any former employees holding shares in employee plans who have chosen to do so will receive their proxy card and proxy statement electronically by e-mail. If you hold shares other than through one of these plans, you will receive a separate set of materials, including a separate proxy card and control number, to vote those shares.

Q: *If my shares are held through the Trane Employee Stock Purchase Plan, how will my shares be voted?*

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- A: You should vote any shares held in a Trane Employee Stock Purchase Plan account by completing the materials sent to you by the custodian for that account. If you do not respond to these materials and properly give your custodian voting instructions, the custodian will not have discretion to vote the shares on your behalf. Because the adoption of the merger agreement requires an affirmative vote of a majority of the outstanding shares of Trane common stock as of the close of business on the record date, failure to instruct your custodian how to vote any shares held by you in the Trane Employee Stock Purchase Plan account will have the same effect as votes cast against the merger agreement.

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Q: *How will the Trane representatives vote for me?*

A: The Trane representatives, Frederic M. Poses, G. Peter D Aloia, Mary Elizabeth Gustafsson and Mark C. Cresitello, or anyone else they choose as their substitutes, have been chosen to vote in your place as your proxies at the special meeting or any adjournment thereof. Whether you vote by proxy card, Internet or telephone, the Trane representatives will vote your shares as you instruct them. If you do not indicate how you want your shares voted, the Trane representatives will vote as Trane's board of directors recommends. If there is an interruption or adjournment of the special meeting before the agenda is completed, the Trane representatives may still vote your shares when the meeting resumes. If a broker, bank or other nominee holds your common stock, they will ask you for instructions and instruct the Trane representatives to vote the shares held by them in accordance with your instructions.

Q: *What do I need to do now?*

A: After carefully reading and considering the information contained in this proxy statement/prospectus, please fill out and sign the proxy card, and then mail your signed proxy card in the enclosed prepaid envelope as soon as possible so that your shares may be voted at the special meeting. Your signed proxy card will instruct the persons named on the card to vote your shares at the special meeting as you direct on the card. If you sign and send in your proxy card and do not indicate how you want to vote, your proxy will be voted **FOR** the adoption of the merger agreement. You may also submit a proxy by telephone or through the Internet by following the instructions with your proxy card. If you do not vote or if you abstain, the effect will be the same as a vote against the merger agreement. If you hold your shares in street name, follow the procedures provided by your broker. **YOUR VOTE IS VERY IMPORTANT.**

Q: *What will happen if I abstain from voting or fail to vote?*

A: An abstention by you or your failure to vote, or to instruct your broker to vote if your shares are held in street name, will have the same effect as voting against the proposal to adopt the merger agreement.

Q: *May I change my vote after I have mailed my signed proxy card?*

A: Yes. You may change your vote at any time before your proxy is voted at the special meeting. You can do this in one of four ways. First, you can send a written notice stating that you want to revoke your proxy to:

Mary Elizabeth Gustafsson, Secretary

Trane Inc.

One Centennial Avenue

Piscataway, New Jersey 08855-6820

Second, you can complete and submit a new later-dated proxy card. Third, you can submit a proxy by telephone or through the Internet at a later time. Fourth, you can attend the special meeting and vote in person. Simply attending the meeting, however, will not revoke your proxy; you must vote at the meeting in order to do so.

If you have instructed a broker to vote your shares, you must follow directions received from your broker to change your vote.

Q: *Should I send in my stock certificates now?*

A: No. After the merger is completed, you will receive written instructions for exchanging your stock certificates.

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Q: *What should Trane shareholders do if they receive more than one set of voting materials for the Trane special meeting?*

A: You may receive more than one set of voting materials for the special meeting, including multiple copies of this proxy statement/prospectus and multiple proxy cards or voting instruction cards. Please complete, sign, date and return each proxy card and voting instruction card that you receive. For example, if you hold your shares in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold shares. If you are a holder of record and your shares are registered in more than one name, you will receive more than one proxy card.

Q: *Who pays for this solicitation?*

A: The expense of filing, printing and mailing this proxy statement/prospectus and the accompanying material will be borne equally by Trane and Ingersoll Rand. In addition, Trane has engaged Georgeson Inc. to assist in the solicitation of proxies for the special meeting for a fee of approximately \$20,000, a nominal fee per shareholder contact, reimbursement of reasonable out-of-pocket expenses and indemnification against certain losses, costs and expenses. Trane will bear the costs related to the solicitation of proxies in connection with the special meeting.

Q: *Who can help answer my questions?*

A: If you have any questions about the special meeting or if you need additional copies of this proxy statement/prospectus or the enclosed proxy, please contact Trane's proxy solicitor:

Georgeson Inc.

199 Water Street 26 Floor

New York, New York 10038

Telephone: 877-668-1643

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SUMMARY

The following summary highlights selected information from this proxy statement/prospectus and may not contain all of the information that may be important to you. Accordingly, shareholders are encouraged to carefully read this entire proxy statement/prospectus, its annexes and the documents referred to or incorporated by reference in this proxy statement/prospectus. Each item in this summary includes a page reference directing you to a more complete description of that item. Please see the section entitled "Where You Can Find More Information" beginning on page 124.

Information about the Companies

Ingersoll-Rand Company Limited

Clarendon House

2 Church Street

Hamilton HM 11, Bermuda

(441) 295-2838

Ingersoll Rand is a Bermuda company and is a leading provider of climate control, industrial and security products offering well-recognized industrial and commercial brands.

The Climate Control Technologies segment provides solutions for customers to transport, preserve, store and display temperature-sensitive products by engaging in the design, manufacture, sale and service of transport temperature control units, heating, ventilation and air conditioning (HVAC) systems, refrigerated display merchandisers, beverage coolers, auxiliary power units and walk-in storage coolers and freezers. The Industrial Technologies segment is focused on providing solutions to enhance customers' industrial and energy efficiency, mainly by engaging in the design, manufacture, sale and service of compressed air systems, tools, fluid and material handling and energy generation systems. The Security Technologies segment is engaged in the design, manufacture, sale and service of mechanical and electronic security products, biometric access control systems, and security and scheduling software.

Ingersoll Rand's sales are made in the U.S. through branch sales offices and through distributors and dealers across the U.S. Non-U.S. sales are made through numerous subsidiary sales and service companies with a supporting chain of distributors. No material part of Ingersoll Rand's business is dependent on a single customer or a small group of customers. Ingersoll Rand manufactures many of the component parts included in its products and purchases the principal raw material required for the manufacture of its products through numerous suppliers. Ingersoll Rand maintains extensive research and development facilities and spent \$128.6 million (excluding discontinued operations) in 2007 on research and development, including qualifying engineering costs.

On April 30, 2007, Ingersoll Rand completed the sale of its Road Development business unit to AB Volvo in all countries except for India which was completed on May 4, 2007, for cash proceeds of approximately \$1.3 billion. On November 30, 2007, Ingersoll Rand completed the sale of its Bobcat, Utility Equipment and Attachments business units to Doosan Infracore, Inc., for cash proceeds of approximately \$4.9 billion.

Indian Merger Sub, Inc.

155 Chestnut Ridge Road

Montvale, New Jersey 07645

(201) 573-0123

Indian Merger Sub, Inc. is a Delaware corporation and a wholly-owned subsidiary of Ingersoll Rand. Indian Merger Sub, Inc. was organized on December 7, 2007, solely for the purpose of effecting the merger with Trane. It has not carried on any activities other than in connection with the merger agreement.

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Trane Inc.

One Centennial Avenue

Piscataway, New Jersey 08855

(732) 980-6000

Trane Inc., a Delaware corporation, is a leading global manufacturer of commercial and residential HVAC equipment, systems and controls. Trane also provides aftermarket services to the HVAC industry which include: replacement parts and retrofit products, maintenance services for its and other manufacturer's commercial products and contracting services for the installation, upgrade, and replacement of commercial HVAC systems featuring its products. Trane's HVAC systems include commercial systems, such as chillers, air handlers, and terminal devices; commercial unitary systems; and split-system and packaged residential systems, including condensing units, furnaces, air handlers, heat pumps, coils, and air filtration devices, as well as HVAC controls, such as thermostats, unit controls, system controls, and building automation systems. Trane markets its HVAC systems, services, and solutions under Trane and American Standard brands primarily through company-owned and independent offices, independent agents, and wholesale distributors. It has operations in North America, Europe, the Middle East, Asia, and South America. On February 1, 2007, Trane (then known as American Standard Companies Inc.) announced that its board of directors had completed a strategic review of Trane and unanimously approved a plan to separate its three businesses during 2007. In furtherance of the plan of separation, on July 31, 2007, Trane completed a spin-off of its Vehicle Controls Systems business, named WABCO Holdings Inc. (NYSE: WBC). On October 31, 2007, Trane completed a sale of its Bath and Kitchen business to affiliates of Bain Capital Partners, LLC for approximately \$1.745 billion after closing adjustments but subject to certain post-closing adjustments. Subsequently, American Standard Companies Inc. changed its name to Trane Inc., and on November 28, 2007 Trane began trading on the NYSE under the ticker symbol TT.

The Merger (Page 68)

On December 15, 2007, Trane, Ingersoll Rand and Indian Merger Sub, Inc., a wholly-owned subsidiary of Ingersoll Rand, entered into the merger agreement, which is the legal document governing the proposed merger. Subject to the terms and conditions of the merger agreement, Indian Merger Sub, Inc. will be merged with and into Trane, with Trane continuing as the surviving corporation. Upon the completion of the merger, Trane will be a wholly-owned subsidiary of Ingersoll Rand, and Trane common stock will no longer be publicly traded.

Merger Consideration (Page 68)

Trane Common Stock

Pursuant to the merger, each share of Trane common stock will be exchanged for (i) 0.23 of an Ingersoll Rand Class A common share and (ii) \$36.50 in cash, without interest. Ingersoll Rand will increase, by up to \$1.00 per share, the amount of cash to be included in the merger consideration and decrease the fraction of an Ingersoll Rand Class A common share by an amount having an equivalent value (based on the average of the volume weighted averages of the trading prices of Ingersoll Rand Class A common shares for each of the ten consecutive full trading days ending on the third trading day prior to closing, which we refer to as the Ingersoll Rand Reference Price) as the amount of the increase in cash, if Trane or Ingersoll Rand reasonably determines that those actions are necessary in order to list on the NYSE the Ingersoll Rand Class A common shares to be issued in the merger without the requirement of a vote of Ingersoll Rand shareholders. Holders of Trane common stock will receive cash, without interest, for any fractional Ingersoll Rand Class A common shares they otherwise would have received in the merger.

The exchange ratio relating to the Ingersoll Rand Class A common shares to be issued in the merger is a fixed ratio, which means that it will not change because of a change in the trading price of Ingersoll Rand Class A common shares between now and the time the merger is completed, subject to the adjustment described

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above. Therefore, the market value of the Ingersoll Rand Class A common shares received by Trane shareholders in the merger will depend on the market price of Ingersoll Rand Class A common shares at the time the merger is completed. The exchange ratio will be reduced if Ingersoll Rand substitutes up to \$1.00 per share in cash for a portion of the stock consideration having an equivalent value (based on the Ingersoll Rand Reference Price) under the circumstances described above. A vote by Trane shareholders for the adoption of the merger agreement constitutes approval of the merger whether or not Ingersoll Rand substitutes up to \$1.00 per share in cash for a portion of the stock consideration having an equivalent value as described above.

At the time of the execution of the merger agreement, the Ingersoll Rand Class A common shares expected to be issued in the merger (including those common shares to be issued on the exercise of Ingersoll Rand options issued in exchange for Trane stock options) constituted less than 20% of Ingersoll Rand's outstanding Class A common shares. NYSE rules generally require that a listed company like Ingersoll Rand obtain approval of its shareholders if the number of shares of the company's stock or securities convertible or exercisable for common stock to be issued in connection with a business acquisition represents 20% or more of its outstanding stock. Ingersoll Rand and Trane agreed that the merger would not be subject to a vote of Ingersoll Rand's shareholders and, accordingly, agreed that Ingersoll Rand would be required to substitute cash of up to \$1.00 per share for a portion of the stock consideration having an equivalent value, if necessary, in order to complete the merger without a vote of Ingersoll Rand shareholders in the event the Ingersoll Rand Class A common shares to be issued in the merger constituted 20% or more of Ingersoll Rand's outstanding Class A common shares at closing.

If Ingersoll Rand substitutes cash for a portion of the stock consideration having an equivalent value (based on the Ingersoll Rand Reference Price), Ingersoll Rand will issue a press release announcing the precise amount of stock consideration to be substituted and will provide for a toll-free number, which will be announced in that press release, where Trane shareholders can call to learn the final exchange ratio as adjusted for the substitution. Ingersoll Rand and Trane will make a determination as to whether such substitution will be made prior to the fifth trading day before completion of the merger. Ingersoll Rand will substitute cash of up to \$1.00 per share for a portion of the stock consideration having an equivalent value (based on the Ingersoll Rand Reference Price) if the number of Ingersoll Rand Class A common shares to be issued in the merger would equal or exceed 20% of the Ingersoll Rand Class A common shares outstanding immediately prior to the completion of the merger and, therefore, would require a vote of Ingersoll Rand shareholders under the rules of the NYSE.

Treatment of Trane Stock Options

At the effective time of the merger, outstanding Trane stock options (whether vested or unvested) generally will be converted into the right to receive, at the election of each holder, either (1) a cash payment equal to the difference between (i) the exercise price of such stock option and (ii) the sum of (A) the cash consideration *plus* (B) 0.23 (subject to adjustment if Ingersoll Rand increases the cash consideration and decreases the exchange ratio as described above) *multiplied* by the Ingersoll Rand Reference Price or (2) a number of fully vested options to purchase Ingersoll Rand Class A common shares (rounded down to the nearest whole share) equal to the number of shares of Trane common stock subject to such option *multiplied* by 0.96, with appropriate adjustments made to the exercise price under those options based on the value of the merger consideration at closing as determined in accordance with the merger agreement (we refer to the election described in this clause (2) as a rollover election). Trane's board of directors makes no recommendation as to whether any holder of Trane stock options should make a rollover election or alternatively elect to receive a cash payment in exchange for Trane stock options held by such holder.

The executive officers of Trane hold vested and unvested Trane stock options. In connection with the stock option election described above, certain executive officers of Trane have executed a side letter with Trane in which they have agreed to make a rollover election with respect to all Trane stock options held by such individual, subject to the pro-rata procedures described in the merger agreement. Those pro-rata procedures

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provide that Trane stock options held by such individuals (other than certain options that are eligible for favorable tax treatment, referred to as incentive stock options or ISOs) would be cashed out on a pro rata basis to the extent that (A)(i) the total number of options that are to be rolled over (as described in the section entitled *The Merger Agreement Treatment of Stock Options* beginning on page 69 and in the section entitled *The Stock Option Election* beginning on page 90) *plus* (ii) the number of shares of Trane common stock issued between December 15, 2007 and the closing (other than shares issued upon exercise of Trane stock options or Trane stock-based awards) *multiplied* by the exchange ratio of 0.23 (as may be adjusted in accordance with the merger agreement), exceeds (B) 8,200,000. The terms and conditions of the election, as well as instructions for making an election, are described in the section entitled *The Merger Agreement Treatment of Stock Options* beginning on page 69 and in the section entitled *The Stock Option Election* beginning on page 90 and in the election package sent to the holders of Trane stock options together with this proxy statement/prospectus.

Treatment of Trane Restricted Stock Units

At the effective time of the merger, all outstanding Trane restricted stock units and any accrued dividends will immediately vest in full and will be converted into the right to receive the merger consideration provided to holders of Trane common stock generally. Any dividends accrued on such restricted stock units will be paid in cash within five business days after the effective time of the merger.

Total Ingersoll Rand shares to be issued

Based on the number of shares of Trane common stock and Trane restricted stock units outstanding as of the record date, the total number of Ingersoll Rand Class A common shares to be issued pursuant to the merger to Trane shareholders (assuming no Trane stock options are exercised and Ingersoll Rand does not substitute cash for stock as described above) would be approximately .

Trane Special Meeting (Page 27)

When and Where. The special meeting of Trane shareholders will be held on , 2008, at a.m., local time, in the Trane Learning Center, One Centennial Avenue, Piscataway, New Jersey.

Purposes of the Special Meeting. At the special meeting, you will be asked to consider and vote upon a proposal to adopt the merger agreement. You will also be asked to consider and vote upon any procedural matters incident to the conduct of the special meeting, such as adjournment of the special meeting, including an adjournment for the purposes of soliciting additional proxies.

Record Date; Voting Power. Holders of Trane common stock as of the close of business on , 2008, the record date, are entitled to vote at the special meeting or any adjournment or postponement thereof. Each share of Trane common stock is entitled to one vote. As of the record date, shares of Trane common stock were outstanding.

Vote Required. The affirmative vote of a majority of the shares of Trane common stock outstanding as of the record date is required to adopt the merger agreement. Acting upon any procedural matters incident to the conduct of the special meeting (including an adjournment of the special meeting) will require the affirmative vote of a majority of the shares of Trane common stock present or represented by proxy at the special meeting and entitled to vote on such matter.

Recommendation of Trane's Board of Directors (Page 39)

On December 14, 2007, by unanimous vote, Trane's board of directors:

determined the merger agreement and the merger to be advisable and fair to, and in the best interests of, Trane and its shareholders;

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approved the merger agreement and the merger; and

resolved to recommend that Trane shareholders vote in favor of adoption of the merger agreement.

Trane's board of directors recommends a vote FOR adoption of the merger agreement.

Opinion of Lazard Frères & Co. LLC (Page 44)

On December 14, 2007, Trane's board of directors received an oral opinion from Lazard Frères & Co. LLC, which we refer to as Lazard, which oral opinion was subsequently confirmed by delivery to Trane's board of directors of a written opinion dated December 15, 2007, to the effect that, as of the date of its opinion and subject to the matters described in its opinion, the (x) 0.23 of a Class A common share, par value \$1.00 per share, of Ingersoll Rand and (y) \$36.50 in cash, per share of Trane common stock (in each case, as may be adjusted in accordance with the merger agreement) to be paid to the holders of Trane's common stock in the merger was fair, from a financial point of view, to such holders.

Lazard's opinion does not address the relative merits of the merger as compared to any other transaction or business strategy in which Trane might engage or the merits of the underlying business decision by Trane to engage in the merger, and is not intended to and does not constitute a recommendation to any holder of Trane common stock as to how such holder should vote or act with respect to the merger or any matter relating thereto. We encourage you to read the opinion which is attached as Annex B to this proxy statement/prospectus and the section entitled "The Merger Opinion of Lazard Frères & Co. LLC" beginning on page 44 carefully and in their entirety.

Interests of Certain Persons in the Merger (Page 53)

When considering the recommendation by Trane's board of directors to vote FOR adoption of the merger agreement, you should be aware that certain directors and executive officers of Trane have interests in the merger that are different from, and may conflict with, your interests. On the later of the completion of the merger and June 4, 2008, Jared L. Cohon and Edward E. Hagenlocker, two members of Trane's current board of directors, will be appointed to the Ingersoll Rand board of directors, and, following the merger, Ingersoll Rand has agreed to take all actions that are necessary to ensure that those two Trane designees are nominated for election to the Ingersoll Rand board of directors at each of the 2009 and 2010 annual shareholders meetings of Ingersoll Rand. In addition, while no determination has been made as of the date of this proxy statement/prospectus, certain executive officers of Trane may be offered positions with Ingersoll Rand effective upon completion of the merger.

In addition, the directors and executive officers of Trane will receive certain benefits upon completion of the merger, including accelerated vesting of Trane stock options and Trane restricted stock units. Trane's executive officers and directors hold, in the aggregate, options for 8,378,608 shares of Trane common stock as of February 25, 2008 with an average exercise price of \$18.73 per share, and 21,032 restricted stock units as of February 25, 2008, all of which will be fully vested upon completion of the merger. Based on an implied merger consideration of \$47.81 per share (calculated using the closing trading price of Ingersoll Rand Class A common shares on December 14, 2007, the last trading day prior to the announcement of the merger), the difference between the implied value of the merger consideration and the weighted average exercise price of \$18.73 per share of the Trane stock options held by directors and executive officers of Trane would be \$29.08 per share (or approximately \$243.6 million in the aggregate), and the aggregate value of the restricted stock units held by directors and executive officers of Trane would be approximately \$1.0 million. In addition, certain executive officers will receive cash payments in the form of pro-rated annual and long-term bonus payments in an aggregate amount of approximately \$6.73 million, assuming a closing date of May 31, 2008. Additionally, certain executive officers may be entitled to receive payments under Trane's retention bonus program in connection with the merger, and certain executive officers will be entitled to receive severance payments and

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benefits in an aggregate amount of approximately \$7.12 million in the event such officer's employment is terminated at or following the merger. Ingersoll Rand has also agreed to continue certain indemnification and insurance arrangements for directors and executive officers of Trane following completion of the merger. Further, at the time the merger agreement was executed Mr. Poses entered into an agreement with Trane to extend his term as Chief Executive Officer for a period up to and including June 30, 2008.

Trane's board of directors was aware of these interests and considered them in approving the merger agreement.

Regulatory Approvals (Page 61)

Under the Hart-Scott-Rodino Antitrust Improvement Act of 1976, as amended, and the rules and regulations promulgated thereunder, which we refer to as the HSR Act, the merger may not be completed until notification and report forms have been filed with the Antitrust Division of the U.S. Department of Justice and the U.S. Federal Trade Commission, and the applicable waiting period has expired or been terminated. On January 14, 2008, each of Trane and Ingersoll Rand filed its notification and report form under the HSR Act with the Antitrust Division of the U.S. Department of Justice and the U.S. Federal Trade Commission, and early termination of the applicable waiting period was granted on January 31, 2008.

The merger is also subject to, and the parties' obligations to complete the merger are conditioned on, approval by governmental authorities in the European Union, China, Canada, South Africa and South Korea under the antitrust/competition laws of those jurisdictions. The competition filing required under the European Community Council Regulations was made by the parties on March 3, 2008. The competition filing required in China was made by the parties on February 2-3, 2008 and clearance was granted on March 21, 2008. The competition filing required in Canada was made by the parties on January 30, 2008, and clearance was granted on February 14, 2008. The competition filing required in South Africa was made by the parties on February 12, 2008, and clearance was granted on March 19, 2008. The competition filing required in South Korea was made by the parties on January 14, 2008, and clearance was granted on January 17, 2008. Finally, in connection with the merger but not as a condition to complete the merger, the parties have made competition filings as required under the laws of Mexico on February 8, 2008 and the laws of Brazil on January 8, 2008, and clearance was granted in Brazil on February 27, 2008.

Conditions to Completion of the Merger (Page 83)

Trane and Ingersoll Rand are obligated to complete the merger only if they satisfy, or in some cases, waive, several conditions, including the following:

the merger agreement has been adopted by the affirmative vote of holders of a majority of the outstanding shares of Trane common stock at the special meeting or an adjournment or postponement thereof;

the Ingersoll Rand Class A common shares to be issued to Trane shareholders have been approved for listing on the NYSE, subject to official notice of issuance;

the waiting period applicable to the merger under the HSR Act, and certain other applicable foreign antitrust and similar laws described above, has expired or has been terminated;

no temporary restraining order, preliminary or permanent injunction or other judgment, order or decree or statute, law, rule, legal restraint or prohibition is in effect that prevents the completion of the merger or makes illegal the consummation of the merger;

the registration statement on Form S-4, of which this proxy statement/prospectus forms a part, has been declared effective by the U.S. Securities and Exchange Commission, which we refer to in this proxy statement/prospectus as the SEC, and is not the subject of any stop order or proceedings seeking a stop order; and

the accuracy of representations and warranties and the performance of obligations under the merger agreement.

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No Solicitation by Trane (Page 78)

Subject to certain exceptions, the merger agreement provides that Trane shall not, and shall cause its subsidiaries not to, and shall use its reasonable best efforts to direct its and its subsidiaries' directors, officers, employees, agents and representatives, including any investment banker, financial advisor, attorney, accountant or other advisor, agent, representative, not to, directly or indirectly, solicit, initiate or knowingly encourage or knowingly facilitate any takeover proposal, as defined in the merger agreement, or the making or consummation of any takeover proposal, or enter into, continue or otherwise participate in any discussions or negotiations regarding, or furnish to any person any information in connection with, or otherwise knowingly cooperate in any way with, any takeover proposal.

Restrictions on Recommendation Withdrawal (Page 80)

The merger agreement generally restricts the ability of Trane's board of directors to withdraw its recommendation that Trane shareholders adopt the merger agreement. However, if Trane's board of directors determines in good faith (after consultation with its outside counsel) that the failure to withdraw this recommendation could reasonably be determined to be inconsistent with its fiduciary duties under applicable law, then Trane's board of directors may withdraw this recommendation.

Termination of the Merger Agreement (Page 84)

Ingersoll Rand and Trane may agree in writing to terminate the merger agreement at any time without completing the merger, even after the Trane shareholders have voted to adopt the merger agreement. The merger agreement may also be terminated at any time prior to the effective time of the merger in other specified circumstances, including:

by either Ingersoll Rand or Trane if:

the merger has not been completed on or before September 15, 2008, provided that a party will not have the right to terminate the merger agreement in this circumstance if a material breach of a representation, warranty or covenant in the merger agreement by such party has been a principal cause of the failure of the merger to be completed on or before September 15, 2008;

a governmental entity that must grant an approval of the merger that is required as a condition to closing has denied granting such approval and such denial has become final and non-appealable, or any governmental entity has issued an order, decree or ruling or taken any other action permanently restraining, enjoining or otherwise prohibiting the merger, and such order, decree, ruling or action shall have become final and non-appealable, provided that, in each case, the right to terminate the merger agreement in these circumstances will not be available to any party whose material breach of the merger agreement has been the principal cause of such governmental action;

the affirmative vote of holders of a majority of the outstanding shares of Trane common stock at the Trane special meeting or any adjournment or postponement thereof to adopt the merger agreement shall not have been obtained upon a vote taken thereon at the Trane special meeting duly convened therefor or at any adjournment or postponement of the special meeting; or

the other party breaches or fails to perform any representation, warranty, covenant or agreement set forth in the merger agreement which breach or failure to perform (i) would give rise to the failure of a closing condition regarding the accuracy of the other party's representations and warranties or the other party's compliance with its covenants and agreements and (ii) is incapable of being cured by the breaching party by September 15, 2008 or, if capable of being cured, was not cured by the breaching party within thirty calendar days following receipt of a written notice of breach or failure to perform from the non-breaching party; or

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by Ingersoll Rand if prior to the adoption of the merger agreement by Trane shareholders, (i) Trane's board of directors has withdrawn, modified or qualified in a manner adverse to Ingersoll Rand its recommendation of the merger or Trane's board of directors has approved, adopted or recommended or publicly proposed to approve, adopt or recommend, a takeover proposal (provided, that Ingersoll Rand's right to terminate the merger agreement pursuant to clause (i) in circumstances not involving a superior proposal will terminate twenty business days after Trane's board of directors takes the action specified in clause (i) above), (ii) a takeover proposal was publicly announced and Trane's board of directors has failed to publicly reaffirm its recommendation of the merger agreement, the merger or the other transactions contemplated by the merger agreement within ten business days of a receipt of a written request to do so by Ingersoll Rand (provided, that Ingersoll Rand only has the right to request such reaffirmation, and Trane's board of directors only has the obligation to make such public reaffirmation, on two occasions), or (iii) Trane has materially breached its obligations or agreements regarding the non-solicitation of takeover proposals, the procedures relating to the Trane board of directors' ability to change its recommendation of the merger and terminate the merger agreement, or has materially breached its obligation regarding the delivery of this proxy statement/prospectus or the calling and holding of the special meeting of Trane shareholders to adopt the merger agreement (excluding, in each case, inadvertent breaches or failures that are capable of being cured and that are cured within two business days following receipt of a written notice of such breach or failure from Ingersoll Rand);

by Trane, prior to the adoption of the merger agreement by Trane shareholders, in connection with a superior proposal (as defined in the merger agreement); or

by Trane if all of the conditions to Ingersoll Rand's obligations to consummate the merger have been satisfied (other than those conditions that by their nature are to be satisfied by actions taken at the closing, provided that such conditions are capable of being satisfied) and Ingersoll Rand has failed to consummate the merger within ten business days after satisfaction of such conditions.

Termination Fee (Page 86)

In connection with the termination of the merger agreement in certain circumstances involving a takeover proposal by a third party or a change in Trane's board of directors recommendation of the merger to Trane's shareholders, Trane may be required to pay Ingersoll Rand a termination fee of \$315,000,000.

Material United States Federal Income Tax Consequences (Page 62)

Generally, gains arising from receipt of the merger consideration, including the stock portion of the merger consideration, will be taxable to Trane's shareholders for United States federal income tax purposes.

Differences Between the Rights of Trane and Ingersoll Rand Shareholders (Page 109)

As a result of the merger, the holders of Trane common stock will become holders of Ingersoll Rand Class A common shares. Following the merger, Trane shareholders will have different rights as shareholders of Ingersoll Rand than as shareholders of Trane due to differences between the laws of the jurisdictions of incorporation and the different provisions of the governing documents of Trane and Ingersoll Rand.

Ability to Demand Appraisal Rights (Page 64)

Under Delaware law, Trane shareholders of record who do not vote in favor of the merger will be entitled to exercise appraisal rights and obtain payment in cash for the judicially-determined fair value of their shares of Trane common stock in connection with the merger if the merger is completed. The relevant provisions of the General Corporation Law of the State of Delaware, which we refer to as the DGCL, are included as Annex C to this proxy statement/prospectus.

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Listing of Ingersoll Rand Class A Common Shares on the NYSE (Page 67)

Ingersoll Rand Class A common shares received by Trane shareholders in the merger will be listed on the NYSE under the symbol IR. After completion of the merger, Ingersoll Rand Class A common shares will continue to be traded on the NYSE, but shares of Trane common stock will no longer be listed or traded on the NYSE.

Table of Contents**COMPARATIVE PER SHARE DATA**

The following table presents certain per share data of Trane and Ingersoll Rand on a historical basis and on an unaudited pro forma basis after giving effect to the merger as if the merger had occurred at December 31, 2007 for the balance sheet data and at January 1, 2007 for the income statement data. The following information should be read in conjunction with the audited consolidated financial statements of Trane and Ingersoll Rand, which are incorporated by reference into this proxy statement/prospectus, and the unaudited pro forma combined condensed financial statements beginning on page 92. The unaudited pro forma information below is presented for informational purposes only and is not necessarily indicative of the operating results or financial position that would have occurred if the merger had been completed as of the periods presented, nor is it necessarily indicative of the future operating results or financial position of the combined company. In addition, the unaudited pro forma financial statement information does not purport to indicate balance sheet data or results of operations data as of any future date or for any future period.

	As of and for the Year Ended December 31, 2007
Ingersoll Rand Historical Per Common Share	
Dilutive earnings per common share from continuing operations	\$ 2.48
Dividends declared per common share	0.72
Book value per common share	29.01
Trane Historical Per Common Share	
Dilutive earnings per common share from continuing operations	1.96
Dividends declared per common share	0.68
Book value per common share	2.77
Ingersoll Rand Unaudited Pro Forma Combined⁽¹⁾	
Unaudited pro forma per Ingersoll Rand common share:	
Dilutive earnings per common share from continuing operations	2.46
Book value per common share	31.86
Unaudited Pro Forma Trane Equivalents⁽²⁾	
Unaudited pro forma per Trane common share:	
Dilutive earnings per common share from continuing operations	0.57
Book value per common share	7.33

- (1) Were Ingersoll Rand to increase the amount of cash paid per share by \$1.00, based on a \$44.78 price per Ingersoll Rand Class A common share, the exchange ratio would be reduced to 0.21 (assuming an Ingersoll Rand Reference Price of \$44.78), and the unaudited pro forma combined book value per common share as of December 31, 2007 would decrease by approximately \$0.18. The Trane equivalent per share amounts would be computed by multiplying amounts by 0.21. The impact on pro forma earnings per share amounts would be less than 1%.
- (2) The unaudited pro forma Trane equivalent per share amounts are calculated by multiplying the pro forma combined dilutive earnings per common share from continuing operations and book value per common share by the exchange ratio of 0.23.

Table of Contents**COMPARATIVE PER SHARE MARKET PRICE DATA AND DIVIDEND INFORMATION**

Trane's common stock is listed and traded on the NYSE under the symbol TT. Ingersoll Rand's Class A common shares are listed and traded on the NYSE under the symbol IR. The following table sets forth, for the calendar quarters indicated, the high and low sales prices per share of Trane common stock and the high and low sales prices of Ingersoll Rand Class A common shares, in each case as reported on the NYSE, as adjusted for all stock splits or stock dividends. In addition, the table also sets forth the quarterly cash dividends per share declared by Trane and Ingersoll Rand with respect to their common stock and common shares, respectively. On , 2008, the record date for the special meeting, there were approximately million shares of Trane common stock outstanding.

	Trane Inc.			Ingersoll-Rand Company Limited		
	High	Low	Dividends Paid	High	Low	Dividends Paid
<i>For the quarterly period ended:</i>						
2006						
March 31, 2006	\$ 43.70	\$ 35.01	\$ 0.18	\$ 44.50	\$ 36.92	\$ 0.16
June 30, 2006	\$ 47.14	\$ 38.57	\$ 0.18	\$ 49.00	\$ 38.75	\$ 0.16
September 30, 2006	\$ 44.14	\$ 37.71	\$ 0.18	\$ 43.32	\$ 34.95	\$ 0.18
December 31, 2006	\$ 46.81	\$ 41.59	\$ 0.18	\$ 41.75	\$ 35.84	\$ 0.18
2007						
March 31, 2007	\$ 55.30	\$ 45.21	\$ 0.18	\$ 45.62	\$ 38.25	\$ 0.18
June 30, 2007	\$ 61.23	\$ 51.76	\$ 0.18	\$ 56.63	\$ 43.39	\$ 0.18
September 30, 2007 ⁽¹⁾	\$ 63.74	\$ 32.35	\$ 0.16	\$ 56.66	\$ 44.52	\$ 0.18
December 31, 2007	\$ 46.74	\$ 32.09	\$ 0.16	\$ 55.94	\$ 42.94	\$ 0.18
2008						
March 31, 2008	\$ 46.61	\$ 42.57	\$ 0.16	\$ 46.57	\$ 34.46	\$ 0.18
June 30, 2008 (through April 7, 2008)	\$ 46.50	\$ 46.00		\$ 46.78	\$ 44.68	

- (1) As part of the planned separation announced by Trane on February 1, 2007, Trane entered into an agreement to sell its former Bath and Kitchen business on July 23, 2007 (which sale was subsequently completed on October 31, 2007) and completed the spin-off of its former Vehicle Control Systems business, known as WABCO, on July 31, 2007. The market prices for Trane's shares of common stock provided in the table above include the value of the Bath and Kitchen business and Vehicle Control Systems business through the date of the announced sale and spin-off. The spin-off of WABCO was effected through a dividend of all WABCO common stock to holders of Trane common stock, in which holders of Trane common stock received one share of WABCO common stock for every three shares of Trane common stock owned. On July 31, 2007, the last trading day prior to the completion of the spin-off of WABCO, the closing price per share of Trane common stock was \$54.05. On August 1, 2007, the first trading day after the completion of the spin-off of WABCO, the closing price per share of Trane common stock was \$37.99 and the closing price per share of WABCO common stock was \$49.00. As a result of the one-for-three ratio used in the spin-off, on the close of business on August 1, 2007, the first trading day after the completion of the spin-off of WABCO, the per-share combined value of Trane common stock and WABCO common stock was \$54.32.

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Future dividends on Ingersoll Rand's Class A common shares, if any, will be at the discretion of its board of directors and will depend on, among other things, Ingersoll Rand's results of operations, cash requirements and surplus, financial condition, contractual restrictions and other factors that the board of directors of Ingersoll Rand may deem relevant, as well as Ingersoll Rand's ability to pay dividends in compliance with the Companies Act 1981 of Bermuda, as amended. Pursuant to such Act, Ingersoll Rand may not declare or pay a dividend, or make a distribution out of contributed surplus, if there are reasonable grounds for believing that (i) Ingersoll Rand is, or would be after the payment, unable to pay its liabilities as they become due; or (ii) the realizable value of its assets would thereby be less than the aggregate of its liabilities and issued share capital and share premium accounts.

Under the merger agreement, Trane has agreed to coordinate with Ingersoll Rand regarding the declaration of any dividends with respect to Trane common stock to ensure that the Trane shareholders will not receive more than one dividend, or fail to receive a dividend, for any single calendar quarter on their shares of Trane common stock (or Ingersoll Rand Class A common shares received in exchange therefor in the merger).

The following table presents:

the last reported sale price of a share of Trane's common stock, as reported on the NYSE; and

the last reported sale price of an Ingersoll Rand Class A common share, as reported on the NYSE; in each case, on December 14, 2007, the last full trading day prior to the public announcement of the proposed merger, and on , 2008, the last practicable trading day prior to the date of this proxy statement/prospectus. The following table also presents the equivalent value of the merger consideration per share of Trane common stock on those dates:

	Ingersoll Rand Common Stock	Trane Common Stock	Equivalent Price Per Share of Trane Common Stock ⁽¹⁾
December 14, 2007	\$ 49.18	\$ 37.20	\$ 47.81
, 2008	\$	\$	\$

(1) Calculated by adding (a) the cash portion of the merger consideration, or \$36.50, and (b) the Ingersoll Rand closing per share stock price *multiplied* by the exchange ratio of 0.23.

The market value of the Ingersoll Rand Class A common shares to be issued in exchange for shares of Trane common stock upon the completion of the merger will not be known at the time Trane shareholders vote on the proposal to adopt the merger agreement. The above tables show only historical comparisons. Because the market prices of Ingersoll Rand Class A common shares and Trane common stock will likely fluctuate prior to the merger, these comparisons may not provide meaningful information to Trane's shareholders in determining whether to adopt the merger agreement. Trane's shareholders are encouraged to obtain current market quotations for Ingersoll Rand's Class A common shares and to review carefully the other information contained in this proxy statement/prospectus or incorporated by reference into this proxy statement/prospectus in considering whether to adopt the merger agreement. See *Where You Can Find More Information* beginning on page 124.

Table of Contents**SELECTED HISTORICAL FINANCIAL AND OTHER DATA OF INGERSOLL RAND**

The selected historical financial data of Ingersoll Rand for each of the years ended December 31, 2007, 2006 and 2005 and as of December 31, 2007 and 2006 have been derived from the audited consolidated financial statements of Ingersoll Rand incorporated by reference in this proxy statement/prospectus. The selected historical financial data for the years ended December 31, 2004 and 2003 and as of December 31, 2005, 2004 and 2003 have been derived from the unaudited consolidated financial statements of Ingersoll Rand, none of which have been included in this proxy statement/prospectus. You should read the following information together with Ingersoll Rand's consolidated financial statements, the notes related thereto and the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in Ingersoll Rand's Annual Report on Form 10-K for the year ended December 31, 2007, which is incorporated by reference in this proxy statement/prospectus.

(In millions, except per share amounts)

At and for the years ended December 31,	2007	2006	2005	2004	2003
Net revenues	\$ 8,763.1	\$ 8,033.7	\$ 7,263.7	\$ 6,663.2	\$ 6,083.4
Earnings from continuing operations	733.1	765.0	731.8	554.2	362.5
Earnings from discontinued operations	3,233.6	267.5	322.4	664.5	282.0
Total assets	14,376.2	12,145.9	11,756.4	11,414.6	10,664.9
Total debt	1,453.7	1,984.6	2,117.0	1,880.4	2,315.4
Shareholders' equity	7,907.9	5,404.8	5,761.9	5,733.8	4,493.3
Basic earnings per common share:					
Continuing operations	\$ 2.52	\$ 2.39	\$ 2.17	\$ 1.60	\$ 1.06
Discontinued operations	11.12	0.84	0.95	1.92	0.82
Diluted earnings per common share:					
Continuing operations	\$ 2.48	\$ 2.37	\$ 2.14	\$ 1.58	\$ 1.05
Discontinued operations	10.95	0.83	0.95	1.89	0.82
Dividends per common share	\$ 0.72	\$ 0.68	\$ 0.57	\$ 0.44	\$ 0.36

1. Earnings and dividends per common share amounts have been restated to reflect a two-for-one stock split that occurred in August 2005.
2. 2006-2003 amounts have been restated to reflect the Bobcat, Utility Equipment, Attachments and Road Development business units as discontinued operations.

Table of Contents**SELECTED HISTORICAL FINANCIAL AND OTHER DATA OF TRANE**

The selected historical financial data of Trane for each of the years ended December 31, 2007, 2006 and 2005 and as of December 31, 2007 and 2006 have been derived from the audited consolidated financial statements of Trane incorporated by reference in this proxy statement/prospectus. The selected historical financial data for the years ended December 31, 2004 and 2003 and as of December 31, 2005, 2004 and 2003 have been derived from the unaudited consolidated financial statements of Trane, none of which have been included in this proxy statement/prospectus. You should read the following information together with Trane's consolidated financial statements, the notes related thereto and the section entitled Management's Discussion and Analysis of Financial Condition and Results of Operations contained in Trane's Annual Report on Form 10-K for the year ended December 31, 2007, which is incorporated by reference in this proxy statement/prospectus.

	Year Ended December 31,				
	2007	2006	2005	2004	2003
	(In millions, except per share data)				
Income Statement Data:					
Sales	\$ 7,449.6	\$ 6,758.1	\$ 6,014.7	\$ 5,345.5	\$ 4,974.6
Cost of sales	5,331.9	4,796.1	4,308.9	3,872.5	3,778.1
Selling and administrative expenses	1,400.2	1,312.0	1,191.2	1,070.8	791.9
Operating income	717.5	650.0	514.6	402.2	404.6
Other (income) expense ^(a)	5.5	(8.2)	(13.5)	(10.0)	10.6
Asbestos indemnity, net of recoveries ^(b)				320.2	10.0
Interest expense	109.6	114.6	113.3	106.2	108.1
Income (loss) from continuing operations before income taxes ^(c)	602.4	543.6	414.8	(14.2)	275.9
Income tax expense (benefit) ^(c)	202.2	157.7	95.6	(11.7)	62.3
Income (loss) from continuing operations ^(c)	\$ 400.2	\$ 385.9	\$ 319.2	\$ (2.5)	\$ 213.6

Per Share Data:

Income (loss) from continuing operations					
Basic	\$ 2.01	\$ 1.91	\$ 1.51	\$ (0.01)	\$ 0.99
Diluted	\$ 1.96	\$ 1.87	\$ 1.47	\$ (0.01)	\$ 0.97
Weighted-average common shares outstanding:					
Basic	199.0	201.7	211.3	214.8	216.8
Diluted	204.5	206.3	217.0	220.6	221.2

Balance Sheet Data (at end of period):

Total assets	\$ 5,097.3	\$ 7,422.5	\$ 6,867.8	\$ 6,841.8	\$ 5,878.7
Total debt	\$ 1,059.5	\$ 1,715.4	\$ 1,696.2	\$ 1,507.9	\$ 1,679.1
Cash dividends per common share	\$ 0.68	\$ 0.72	\$ 0.60	\$	\$

In 2007, Trane completed the spinoff of its Vehicle Control Systems business and sold its Bath and Kitchen business. Accordingly, the operating results of these two businesses are reported as discontinued operations for all periods.

- (a) In 2007, other (income) expense includes separation and merger advisory fees of \$10.0 million (\$8.0 million after tax, or \$0.04 per diluted share), primarily related to the planned merger with Ingersoll Rand. Other (income) expense from continuing operations in 2006 also included a gain of \$15.4 million (\$13.8 million, after tax, \$0.07 per diluted share) related to the sale of operations in Australia.

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- (b) In the fourth quarter of 2004, Trane recorded a \$307 million (\$188 million, net of tax benefit, or \$0.85 per diluted share) charge covering estimated net payments for pending and future asbestos-related claims. For a detailed description of the asbestos indemnity matter, see Note 15 of the notes to Trane's consolidated financial statements contained in Trane's Annual Report on Form 10-K for the year ended December 31, 2007, which is incorporated by reference in this proxy statement/prospectus.
- (c) In 2007, income from continuing operations includes \$2.6 million (\$2.0 million after tax, or \$0.01 per diluted share) of expenses related to operational consolidation expenses, primarily for the elimination of 25 jobs and other charges associated with plans initiated throughout 2007 to streamline manufacturing and administrative processes. Income taxes include a tax benefit of \$0.6 million related to those expenses. The income tax provision included net tax benefits of \$4.5 million (\$0.02 per diluted share), which includes benefits associated with foreign audit settlements, the expiration of statute of limitations and adjustments of the 2006 tax provision to the final filed tax returns. The combined effect of the net tax benefits that occurred in 2007, together with other ongoing tax planning activities, resulted in an effective income tax rate of 33.6 percent for the year. In 2006, income from continuing operations includes \$2.1 million (\$1.4 million after tax, or \$0.01 per diluted share) of expenses related to operational consolidation expenses, primarily for the elimination of 42 jobs and other charges associated with plans initiated throughout 2006 to streamline manufacturing and administrative processes. Income taxes include a tax benefit of \$0.7 million related to those expenses. The income tax provision included \$19.9 million of benefits (\$0.10 per diluted share) during 2006 primarily related to the reduction of a tax contingency as a result of an expiring statute of limitations in a jurisdiction outside the United States and amounts principally related to adjustments to the 2005 tax provision to agree to the final 2005 tax returns. The combined effect of the tax benefits that occurred in 2006, together with other ongoing tax planning activities, resulted in an effective income tax rate of 29.0 percent for the year. In 2005, income from continuing operations includes \$25.8 million (\$17.5 million after tax, or \$0.08 per diluted share) of expenses related to operational consolidation expenses, primarily for the elimination of 458 jobs and other charges associated with plans initiated throughout 2005 to streamline manufacturing and administrative processes as well as a facility shut down. Income taxes include a tax benefit of \$8.3 million related to those expenses. The income tax provision for 2005 also included benefits of \$53.1 million (\$0.24 per diluted share) from the resolution of tax audits and adjustments of the 2004 tax provision to the final filed tax returns. The combined effect of the tax benefits that occurred in 2005, together with other ongoing tax planning activities, reduced the effective income tax rate to 23.0 percent for the year. In 2004, income from continuing operations includes \$7.7 million (\$4.9 million after tax, or \$0.02 per diluted share) of expenses related to operational consolidation expenses, which included the elimination of 205 jobs during 2004. Income taxes include a tax benefit of \$2.8 million related to those expenses. Income taxes in 2004 include a \$6.4 million tax benefit (\$0.03 per diluted share) from the resolution of tax audits, and a reduction in withholding tax liabilities resulting from the decision not to distribute earnings of certain foreign subsidiaries. In 2003 income from continuing operations include expenses of \$8.4 million (\$5.4 million after tax, or \$0.02 per diluted share) that included the elimination of 234 jobs. Income taxes include a tax benefit of \$3.0 million related to those expenses. Income taxes in 2003 include a \$19.6 million tax benefit (\$0.09 per diluted share) principally because of the resolution of audits and approval of claims for research and development tax credits.

Table of Contents**SELECTED UNAUDITED COMBINED CONDENSED PRO FORMA FINANCIAL DATA OF INGERSOLL RAND**

The following table sets forth certain selected unaudited pro forma combined condensed financial data of Ingersoll Rand after giving effect to the merger as if the merger occurred at December 31, 2007 for balance sheet data and at January 1, 2007 for income statement data. See Unaudited Pro Forma Combined Condensed Financial Data of Ingersoll Rand beginning on page 92.

The unaudited pro forma financial data in the table below should be read in conjunction with the historical financial statements and accompanying disclosures of Ingersoll Rand and Trane, which are incorporated by reference in this proxy statement/prospectus, and the unaudited pro forma combined condensed financial statements and accompanying disclosures beginning on page 92. The unaudited pro forma combined condensed financial statements are provided for informational purposes only and are not necessarily indicative of the operating results or financial position that would have occurred if the merger had been completed as of the periods presented, nor is it necessarily indicative of the future results or financial position of the combined company. In addition, the unaudited pro forma financial statement information does not purport to indicate balance sheet data or results of operations data as of any future date or for any future period.

	December 31, 2007 (in millions)
Statement of Income Data (for the year ended)	
Net revenues	\$ 16,212.7
Cost of goods sold	(11,631.5)
Selling and administrative expenses	(2,945.8)
Operating income	1,635.4
Interest expense	(543.7)
Other income (expense), net	10.4
Earnings from continuing operations before income taxes	1,102.1
Provision for income taxes	(253.3)
Earnings from continuing operations	\$ 848.8
Balance Sheet Data (as of the end of the period)	
Working capital	\$ (2,049.8)
Total assets	27,145.1
Total debt	6,736.2
Shareholders' equity	10,113.5

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RISK FACTORS

In addition to the other information included or incorporated by reference in this proxy statement/ prospectus, you should carefully consider the matters described below in evaluating whether to adopt the merger agreement.

Risk Factors Relating to the Merger

Because the market price of Ingersoll Rand Class A common shares will fluctuate, you cannot be sure of the market value of the shares of Ingersoll Rand Class A common shares that you will receive.

The number of Ingersoll Rand Class A common shares to be received by holders of Trane common stock in the merger as part of the merger consideration is fixed at 0.23 of an Ingersoll Rand Class A common share for each share of Trane common stock. That number will not be adjusted in the event of any increase or decrease in the price of either Ingersoll Rand Class A common shares or Trane common stock. That number would be reduced, however, if Ingersoll Rand substitutes up to \$1.00 per share in cash for a portion of the stock consideration having an equivalent value (based on the Ingersoll Rand Reference Price) as the amount of the increase in cash, under the circumstances described under

The Merger General beginning on page 30. The price of Ingersoll Rand Class A common shares may vary at the effective time of the merger from its price at the date of this proxy statement/prospectus and at the date of the special meeting. That variation may be the result of changes in the business, operations or prospects of Ingersoll Rand or Trane, market assessments of the likelihood that the merger will be completed and the timing of the merger, regulatory considerations, general market and economic conditions and other factors. In addition to the approval of Trane shareholders, completion of the merger is subject to the expiration or termination of the applicable waiting period, and any extension of the waiting period, under the HSR Act and certain other applicable foreign antitrust and similar laws of certain foreign jurisdictions, and the satisfaction of other customary conditions. On January 31, 2008, early termination of the applicable waiting period under the HSR Act was granted, and on February 14, 2008 clearance under the competition law of Canada was received. At the time of the special meeting you will not know the precise dollar value of the merger consideration you will be entitled to receive upon completion of the merger. A vote by Trane shareholders for the adoption of the merger agreement constitutes approval of the merger whether or not Ingersoll Rand substitutes up to \$1.00 per share in cash for a portion of the stock consideration having an equivalent value (based on the Ingersoll Rand Reference Price). Trane shareholders are urged to obtain current market quotations for Ingersoll Rand Class A common shares and Trane common stock.

The failure to successfully integrate Trane's business and operations in the expected time frame may adversely affect Ingersoll Rand's future results.

The success of the merger will depend, in part, on the combined company's ability to realize the anticipated benefits from combining the businesses of Ingersoll Rand and Trane. However, to realize these anticipated benefits, the businesses of Ingersoll Rand and Trane must be successfully combined. If the combined company is not able to achieve these objectives, the anticipated benefits of the merger may not be realized fully or at all or may take longer to realize than expected.

Ingersoll Rand and Trane have operated and, until the completion of the merger, will continue to operate independently. It is possible that the integration process could result in the loss of key employees, as well as the disruption of each company's ongoing businesses or inconsistencies in standards, controls, procedures and policies. Any or all of those occurrences could adversely affect Ingersoll Rand's ability to maintain relationships with customers and employees after the merger or to achieve the anticipated benefits of the merger. Integration efforts between the two companies will also divert management attention and resources. These integration matters could have an adverse effect on each of Ingersoll Rand and Trane.

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Trane will be subject to business uncertainties and contractual restrictions while the merger is pending.

Uncertainty about the effect of the merger on employees and customers may have an adverse effect on Trane and consequently on Ingersoll Rand. These uncertainties may impair Trane's ability to retain and motivate key personnel until the merger is completed, and could cause customers and others that deal with Trane to defer purchases or other decisions concerning Trane or seek to change existing business relationships with Trane. If key employees depart because of uncertainty about their future roles and the potential complexities of integration, the combined company's business following the merger could be harmed. In addition, the merger agreement restricts Trane from making certain acquisitions and taking other specified actions without the consent of Ingersoll Rand until the merger occurs. These restrictions may prevent Trane from pursuing attractive business opportunities that may arise prior to the completion of the merger. Please see the section entitled "The Merger Agreement—Covenants and Agreements" beginning on page 74 of this proxy statement/prospectus for a description of the restrictive covenants applicable to Trane.

The market price for Ingersoll Rand Class A common shares may be affected by factors different from those affecting the shares of Trane.

Upon completion of the merger, holders of Trane common stock will become holders of Ingersoll Rand Class A common shares. Ingersoll Rand's businesses differ from those of Trane, and accordingly the results of operations of the combined company will be affected by factors different from those currently affecting the results of operations of Trane. For a discussion of the businesses of Ingersoll Rand and Trane and of certain factors to consider in connection with those businesses, see the documents incorporated by reference in this proxy statement/prospectus and referred to under "Where You Can Find More Information" beginning on page 124.

Some directors and executive officers of Trane have interests in the merger that may differ from the interests of Trane stockholders.

When considering the recommendation by Trane's board of directors to vote "FOR" adoption of the merger agreement, you should be aware that certain directors and executive officers of Trane have interests in the merger agreement that are different from, and may conflict with, your interests. Following the merger Jared L. Cohon and Edward E. Hagenlocker, two current directors of Trane, will be appointed members of the Ingersoll Rand board of directors and, following the merger, Ingersoll Rand has agreed to take all actions necessary to ensure that those individuals are nominated for election to the Ingersoll Rand board of directors at each of the 2009 and 2010 Ingersoll Rand annual shareholders meetings. The directors and executive officers of Trane will receive certain benefits upon completion of the merger, including accelerated vesting of stock options and restricted stock. Additionally, certain executive officers may be entitled to receive severance payments in connection with the merger in an aggregate amount of approximately \$7.12 million and performance bonuses in an aggregate amount of approximately \$6.73 million. Ingersoll Rand has agreed to continue certain indemnification arrangements for directors and executive officers of Trane. Trane's board of directors was aware of these interests and considered them in approving the merger agreement. Please see the section entitled "The Merger—Interests of Certain Persons in the Merger" beginning on page 53 of this proxy statement/prospectus for a further description of these interests.

The Ingersoll Rand Class A common shares to be received by Trane stockholders as a result of the merger will have different rights from the shares of Trane common stock.

Following completion of the merger, Trane stockholders will no longer be stockholders of Trane, a Delaware corporation, but will instead be shareholders of Ingersoll Rand, a Bermuda company. There will be important differences between your current rights as a Trane stockholder and the rights to which you will be entitled as a shareholder of Ingersoll Rand. See "Comparative Rights of Ingersoll Rand Shareholders and Trane Shareholders" beginning on page 109 of this proxy statement/prospectus for a discussion of the different rights associated with Ingersoll Rand Class A common shares.

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Failure to complete the merger could negatively impact the stock prices and future business and financial results of Ingersoll Rand and Trane.

If the merger is not completed, the ongoing businesses of Ingersoll Rand or Trane may be adversely affected and Ingersoll Rand and Trane will be subject to several risks, including the following: (i) Trane being required, under certain circumstances, to pay Ingersoll Rand a termination fee of \$315 million under the merger agreement; (ii) Trane and Ingersoll Rand having to pay certain costs relating to the merger, such as legal, accounting, financial advisor and printing fees; and (iii) the focus of management of each of the companies on the merger instead of on pursuing other opportunities that could be beneficial to the companies, in each case, without realizing any of the benefits of having the transaction completed. In addition, if the merger is not consummated, Ingersoll Rand and Trane may experience negative reactions from the financial markets and Ingersoll Rand's and Trane's customers and employees. If the merger is not completed, Ingersoll Rand and Trane cannot assure their stockholders that the risks described above will not materialize and will not materially affect the business, financial results and stock prices of Ingersoll Rand or Trane.

Risk Factors Relating to Ingersoll Rand and Trane

Ingersoll Rand's and Trane's businesses are and will be subject to the risks described above relating to the merger. In addition, Ingersoll Rand and Trane are, and will continue to be, subject to the risks described in Part I, Item 1A in each of Ingersoll Rand's annual report on Form 10-K for the year ended December 31, 2007 and Trane's annual report on Form 10-K for the year ended December 31, 2007, in each case as filed with the SEC and incorporated by reference into this proxy statement/prospectus. See *Where You Can Find More Information* beginning on page 124 for the location of information incorporated by reference into this proxy statement/prospectus.

SPECIAL NOTE CONCERNING FORWARD-LOOKING STATEMENTS

Some of the statements contained or incorporated by reference in this proxy statement/prospectus, including those relating to Ingersoll Rand's and Trane's strategies and other statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as *will*, *should*, *may*, *expects*, *anticipates*, *intends*, *plans*, *believes*, *estimates* and similar expressions, are forward-looking within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements include the information concerning possible or assumed future results of operations of Ingersoll Rand and Trane as set forth under *The Merger*, *Ingersoll Rand's Reasons for the Merger*, *The Merger Recommendation of Trane's Board of Directors*, *Reasons for the Merger*, *The Merger Opinion of Lazard Frères & Co. LLC*, and *The Merger Financial Projections*. These statements are not historical facts but instead represent only Ingersoll Rand's and Trane's expectations, estimates and projections regarding future events. These statements are not guarantees of future performance and involve certain risks and uncertainties that are difficult to predict, which may include the risk factors set forth above and other market, business, legal and operational uncertainties discussed elsewhere in this document and the documents which are incorporated herein by reference. Those uncertainties include, but are not limited to:

the risk of failure to satisfy any of the conditions of closing, including the failure to obtain Trane stockholder approval;

the risks that Ingersoll Rand's and Trane's businesses will not be integrated successfully;

the risk that Ingersoll Rand and Trane will not realize estimated cost savings and synergies;

costs related to the proposed transaction;

potential disruption from the transaction making it more difficult to maintain relationships with customers, employees, distributors or suppliers;

the level of end-market activity in Ingersoll Rand's and Trane's commercial and residential markets;

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weather conditions that could negatively or positively affect business and results of operations;

additional developments which may occur that could affect Ingersoll Rand's or Trane's estimate of asbestos liabilities and recoveries;

unpredictable difficulties or delays in the development of new product technology;

fluctuations in pricing of products, the competitive environment and related market conditions;

changes in law or different interpretations of laws that may affect Trane's or Ingersoll Rand's expected effective tax rate;

increased regulation and related litigation;

access to capital;

risks associated with the ongoing obligations of Trane resulting from the completion of its separation plan, including potential post-closing purchase price adjustments and potential indemnification claims by the purchasers of Trane's Bath and Kitchen business or by WABCO Holdings, Inc., and the ability of such parties to satisfy, when due, the obligations assumed by such parties in connection therewith, including, without limitation, the obligations of WABCO and its subsidiaries under the Indemnification Agreement relating to the potential fines imposed in connection with the European Commission Investigation described in further detail in Trane's Annual Report on Form 10-K for the year ended December 31, 2007, which is incorporated by reference in this proxy statement/prospectus; and

actions of domestic and foreign governments.

Additional factors that could cause Ingersoll Rand's and Trane's results to differ materially from those described in the forward-looking statements can be found in the 2007 Annual Report on Form 10-K of Ingersoll Rand and the 2007 Annual Report on Form 10-K of Trane filed with the Securities and Exchange Commission and available at the SEC's Internet site (<http://www.sec.gov>). Neither Ingersoll Rand nor Trane undertakes any obligation to update any forward-looking statements to reflect circumstances or events that occur after the date on which such statements were made.

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THE TRANE SPECIAL MEETING

General

The special meeting will be held on _____, 2008, at _____ a.m., local time, at the Trane Learning Center, One Centennial Avenue, Piscataway, New Jersey.

The purposes of the special meeting are to consider and vote upon the adoption of the merger agreement, dated as of December 15, 2007, among Trane, Ingersoll Rand, and Indian Merger Sub, Inc., a wholly-owned subsidiary of Ingersoll Rand, and to consider and vote upon any procedural matters incident to the conduct of the special meeting, such as adjournment of the special meeting, including any adjournment for the purpose of soliciting additional proxies.

TRANE S BOARD OF DIRECTORS HAS UNANIMOUSLY DETERMINED THAT THE MERGER AGREEMENT AND MERGER ARE ADVISABLE AND FAIR TO, AND IN THE BEST INTERESTS OF, TRANE AND ITS SHAREHOLDERS AND RECOMMENDS THAT TRANE SHAREHOLDERS VOTE FOR THE PROPOSAL TO ADOPT THE MERGER AGREEMENT.

Record Date; Voting Information; Required Vote

Trane s board of directors has fixed the close of business on _____, 2008 as the record date for determining the holders of Trane common stock entitled to notice of, and to vote at, the special meeting. Only holders of record of Trane common stock at the close of business on the record date will be entitled to notice of, and to vote at, the special meeting or any adjournment or postponement of the special meeting.

As of the record date, _____ shares of Trane common stock were issued and outstanding and entitled to vote at the special meeting and there were approximately _____ holders of record of Trane common stock. Each share of Trane common stock entitles the holder to one vote on each matter to be considered at the special meeting. If you are a record holder of Trane common stock, you may vote your shares of Trane common stock in person at the special meeting or by proxy as described below under _____ Voting by Proxy; Revocation of Proxies.

The presence in person or by proxy at the special meeting of the holders of at least a majority of the outstanding shares of Trane common stock entitled to vote at the meeting will constitute a quorum for the special meeting. Properly signed proxies that are marked "abstain" are known as abstentions. Properly signed proxies that are held by brokers in street name on behalf of customers who have not provided their broker with specific voting instructions on nonroutine matters such as the proposal to adopt the merger agreement are known as broker non-votes. Abstentions and broker non-votes will be counted for the purposes of determining whether a quorum exists at the special meeting but will have the same effect as a vote against the proposal to adopt the merger agreement.

The affirmative vote of a majority of the shares of Trane common stock outstanding as of the record date is required to adopt the merger agreement. Acting upon any procedural matters incident to the conduct of the special meeting (including an adjournment of the special meeting) will require the affirmative vote of a majority of the shares of Trane common stock present or represented by proxy at the special meeting and entitled to vote on such matter.

Trane does not expect that any matter other than the proposals listed above will be brought before the special meeting. If, however, other matters are properly brought before the special meeting, or any adjournment of the special meeting, the persons named as proxies will vote in accordance with their judgment.

Voting by Proxy; Revocation of Proxies

Each copy of this proxy statement/prospectus mailed to Trane shareholders is accompanied by a form of proxy and a self-addressed postage pre-paid envelope.

If you are a registered shareholder (that is, if you hold your Trane common stock in certificate form or you hold shares directly through book-entry registration) you should either complete and return the proxy card accompanying

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this proxy statement/prospectus, or submit a proxy by telephone or through the Internet by following the instructions included with your proxy card, in each case, to ensure that your vote is counted at the special meeting, or at any adjournment or postponement of the special meeting, regardless of whether you plan to attend the special meeting.

If you are a participant in the Trane Employee Stock Ownership Plan (the "ESOP"), the Trane Savings Plan (the "Savings Plan") or the Trane 401(k) and Thrift Plan (the "Thrift Plan"), you will receive one proxy card for all Trane shares allocated to your ESOP, Savings Plan and Thrift Plan accounts. The proxy card will serve as a voting instruction card for the trustee of the ESOP, the Savings Plan and the Thrift Plan. If you do not vote your Trane shares, the ESOP trustee will vote your ESOP shares in the same proportion as shares for which instructions were received under the ESOP. Similarly, unvoted Trane shares held through the Savings Plan will be voted by the Savings Plan trustee in the same proportion as Trane shares for which instructions were received under the Savings Plan and unvoted Trane shares in the Thrift Plan will be voted by the Thrift Plan trustee in the same proportion as Trane shares for which instructions were received under the Thrift Plan. Many of Trane's current employees and any former employees holding Trane shares in employee plans who have chosen to do so will receive their proxy card and proxy statement electronically by e-mail. If you hold Trane shares other than through the ESOP, Savings Plan or Thrift Plan, you will receive a separate set of materials, including a separate proxy card and control number, to vote those Trane shares.

You should vote any shares held in a Trane Employee Stock Purchase Plan account by completing the materials sent to you by the custodian for that account. If you do not respond to these materials and properly give your custodian voting instructions, the custodian will not have discretion to vote the shares on your behalf. Because the adoption of the merger agreement requires an affirmative vote of a majority of the outstanding shares of Trane common stock as of the close of business on the record date, failure to instruct your custodian how to vote any shares held by you in the Trane Employee Stock Purchase Plan account will have the same effect as votes cast against the merger agreement.

If a broker, bank or other nominee holds shares of common stock for your benefit, and the shares are not in your name on Trane's stock transfer records, then you are considered a "beneficial owner" of those shares. Trane shares held this way are sometimes referred to as being held in "street name." In that case, your broker, bank or other nominee will send you instructions on how to vote. If you have not heard from the broker, bank or other nominee who holds your Trane stock, please contact them as soon as possible. If you attend the special meeting in person and want to vote Trane shares beneficially owned by you, you must bring a written proxy from your broker, bank or other nominee that identifies you as the sole representative entitled to vote the Trane shares indicated.

You can revoke your proxy at any time before the vote is taken at the special meeting. If you have not voted through your broker or other nominee, you may revoke your proxy before the proxy is voted by:

delivering a written notice of revocation of proxy, which is dated a later date than the initial proxy, to Trane's Secretary;

submitting a duly executed proxy bearing a later date than the initial proxy;

submitting a new proxy by telephone or through the Internet at a later time, but not later than 11:59 p.m. (Eastern Time) on _____, 2008, or the day before the meeting date if the special meeting is adjourned or postponed; or

voting in person at the special meeting; however, simply attending the special meeting without voting will not revoke an earlier proxy.

To submit a written notice of revocation or other communications about revoking your proxy, or to request a new proxy card, you should write to:

Mary Elizabeth Gustafsson, Secretary

Trane Inc.

One Centennial Avenue

Piscataway, New Jersey 08855

Edgar Filing: INGERSOLL RAND CO LTD - Form S-4/A

Attention: Secretary

If your shares of Trane common stock are held in street name, you should follow the instructions of your broker or nominee regarding the revocation of proxies. If your broker or nominee allows you to submit a proxy

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by telephone or through the Internet, you may be able to change your vote by submitting a proxy again by telephone or through the Internet.

All shares represented by valid proxies received through this solicitation, and not revoked, will be voted in accordance with your instructions on the proxy card. If you submit a proxy by telephone or through the Internet, your shares will be voted at the special meeting as instructed.

If you make no specification on your proxy card as to how you want your shares voted before signing and returning it, your proxy will be voted FOR adoption of the merger agreement. We intend, with respect to proxies that make no specification as to, or proxies that vote in favor of, the proposal with respect to any procedural matters incident to the conduct of the special meeting, such as adjournment of the special meeting, that the shares represented by properly submitted proxies will be voted, or not voted, by and at the discretion of the persons named as proxies on the proxy card. However, proxies that indicate a vote against adoption of the merger agreement but do not indicate a vote on the proposal with respect to procedural matters incident to the conduct of the special meeting will not be voted in favor of any adjournment of the special meeting for the purpose of soliciting additional votes in favor of the adoption of the merger agreement.

You should NOT send stock certificates with your proxy cards. If the merger is completed, shareholders will be mailed a transmittal form promptly following the completion of the merger with instructions on how to exchange Trane common stock certificates.

Effects of Abstentions and Broker Non-Votes

Absent specific instructions from the beneficial owner of shares, brokers may not vote shares of Trane common stock with respect to the adoption of the merger agreement, any other matters that may properly come before the special meeting, or any adjournment of the special meeting. For purposes of determining whether shareholders have approved the adoption of the merger agreement, abstentions and broker non-votes will have the same effect as a vote against the merger agreement. For purposes of acting upon any procedural matters incident to the conduct of the meeting (other than adjournment), abstentions and broker non-votes will have no effect on the outcome of the action. For purposes of acting upon any adjournment for the purpose of soliciting additional proxies, abstentions and broker non-votes will have the effect of a vote against the matter.

Share Ownership of Trane Directors and Executive Officers

At the close of business on the record date, Trane's directors and executive officers as a group owned and were entitled to vote _____ shares of Trane common stock, representing approximately ____% of the outstanding shares of Trane common stock. All of the directors and executive officers of Trane that are entitled to vote at the special meeting have indicated that they currently intend to vote their shares of Trane common stock in favor of adoption of the merger agreement.

Solicitation of Proxies

Trane will bear the costs of soliciting proxies from its shareholders. However, Trane and Ingersoll Rand have agreed to share equally the costs of filing, printing and mailing Ingersoll Rand's registration statement on Form S-4 and this proxy statement/prospectus. In addition to soliciting proxies by mail, directors, officers and employees of Trane, without receiving additional compensation therefor, may solicit proxies by telephone, by facsimile or in person. Arrangements may also be made with brokerage firms and other custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of shares held of record by those persons, and Trane will reimburse those brokerage firms, custodians, nominees and fiduciaries for reasonable out-of-pocket expenses incurred by them in connection with those actions. In addition, Georgeson Inc. has been retained by Trane to assist in the solicitation of proxies. Georgeson may contact holders of shares of Trane common stock by mail, telephone, facsimile, telegraph or in-person interviews and may request brokers, dealers and other nominee shareholders to forward materials to beneficial owners of shares of Trane common stock. Georgeson will receive reasonable and customary compensation for its services (estimated at \$20,000) and will be reimbursed for certain reasonable out-of-pocket expenses and other customary costs.

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THE MERGER

General

On December 14, 2007, Trane's board of directors and Ingersoll Rand's board of directors each approved the merger agreement, which provides for the acquisition by Ingersoll Rand of Trane through a merger of Indian Merger Sub, Inc., a newly formed and wholly-owned subsidiary of Ingersoll Rand, with and into Trane. After the merger, Trane will be the surviving corporation and will be a wholly-owned subsidiary of Ingersoll Rand.

Upon completion of the merger, each share of Trane common stock (other than dissenting shares and shares of Trane common stock held by Trane or any of its subsidiaries or held by Ingersoll Rand) will be converted into the right to receive (i) 0.23 of an Ingersoll Rand Class A common share, par value \$1.00 per share, and (ii) \$36.50 in cash, without interest. If Trane or Ingersoll Rand reasonably determines that it is necessary in order to list on the NYSE the Ingersoll Rand Class A common shares to be issued in the merger without the requirement of a vote of Ingersoll Rand's shareholders, Ingersoll Rand will substitute up to \$1.00 per share of cash for a portion of the stock consideration having an equivalent value (using a value per Ingersoll Rand Class A common share equal to the Ingersoll Rand Reference Price). We believe it is highly unlikely that it will be necessary to substitute cash for Ingersoll Rand Class A common shares. As of March 31, 2008, there were 272,746,941 Ingersoll Rand Class A common shares outstanding. Therefore, as of such date, up to 54,549,387 Ingersoll Rand Class A common shares could be issued in the merger without the requirement of a vote of Ingersoll Rand's shareholders. Ingersoll Rand has estimated that 54,334,416 is the greatest number of Class A common shares that it could be required to issue or reserve for issuance upon exercise of options in the merger. This is based on 196,171,126 shares of Trane common stock outstanding on March 31, 2008; 8,200,000 Trane stock options converted into 7,872,000 Ingersoll Rand stock options in the merger (based on the 0.96 option exchange ratio provided in the merger agreement) and the assumption, for the purposes of this analysis, that (1) all shares reserved and available for issuance as of March 31, 2008 under all Trane stock plans will be issued before the closing, increasing the total number of Trane shares outstanding at closing by 1,579,624 shares; (2) all restricted stock units issued as of March 31, 2008 will be converted into Trane common stock, increasing the total number of Trane shares outstanding at closing by 268,939 shares; and (3) all Trane stock options that are vested as of March 31, 2008 or expected to become vested prior to an assumed closing date of May 30, 2008 (other than Trane stock options held by certain executive officers of Trane that have contractually committed not to exercise their Trane stock options prior to the closing as described in the section entitled "The Merger Agreement Treatment of Stock Options") will be exercised prior to closing, increasing the total number of Trane shares outstanding at closing by 3,990,815 shares. A vote by Trane's shareholders for the adoption of the merger agreement constitutes approval of the merger whether or not Ingersoll Rand substitutes up to \$1.00 per share in cash for a portion of the stock consideration having an equivalent value as described above.

Background of the Merger

On February 1, 2007, Trane (then known as American Standard Companies Inc., which, prior to the spinoff of the Vehicle Control Systems business and sale of the Bath and Kitchen business, as applicable, is referred to as the company) announced that its board of directors had completed a strategic review of the company and unanimously approved a plan to separate its three businesses during 2007. The announced separation plan included a plan to spinoff the company's Vehicle Control Systems business and to sell the company's Bath and Kitchen business, with the company retaining and focusing on its global HVAC business. The board had concluded that separating the company's businesses into three separate companies would create greater shareholder value than the existing company structure and would provide the separated companies with substantial opportunities and benefits allowing them to more effectively operate their respective businesses, including by providing the separated companies with increased strategic focus, enhanced opportunities for growth, increased market recognition, improved capital flexibility and increased ability to attract, retain and motivate employees.

In furtherance of the separation plan, on July 12, 2007, the board of directors of the company approved the spinoff of its Vehicle Control Systems business into a new publicly traded company named WABCO Holdings Inc. The spinoff of WABCO was completed at 11:59 p.m. on July 31, 2007 and WABCO began trading thereafter as an independent company on the NYSE under the ticker symbol "WBC".

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In addition, on July 23, 2007, the company entered into an agreement to sell its Bath and Kitchen business to affiliates of Bain Capital Partners, LLC. The sale was completed on October 31, 2007 for approximately \$1.745 billion after closing adjustments but subject to certain post-closing adjustments. Combined with the proceeds received by the company from the sale of its Venesta Washroom Systems business (which was formerly part of the Bath and Kitchen business) in March 2007, the company's gross proceeds from the sale of the Bath and Kitchen business totaled approximately \$1.91 billion. Upon completion of the sale of the Bath and Kitchen business, the company announced that it intended to use the net proceeds from the sale of the Bath and Kitchen business to repurchase common stock and reduce debt to keep the company at investment-grade standards, and that its board of directors had authorized an additional \$750 million for the repurchase of common stock through December 2008. Subsequently, the company changed its name from American Standard Companies Inc. to Trane Inc. and on November 28, 2007 began trading on the NYSE under the ticker symbol TT.

The company's separation plan did not include or anticipate the sale of Trane to a third party. At the time of the announcement of the separation plan, and at the time the company completed the spin-off of WABCO, the company's board of directors and management intended for Trane to continue as an independent company and the company had no plan or intent to arrange for the sale of Trane. In addition, none of the company's or WABCO's management or their board of directors had any negotiations regarding any acquisition of Trane by Ingersoll Rand or any other third party prior to the spin-off of WABCO and none of the company's or WABCO's management or their board of directors had any intention of entering into any such negotiations at the time of the spin-off of WABCO.

On August 1, 2007, Ingersoll Rand's board of directors held a regularly scheduled meeting, at which the board discussed the potential acquisition of Trane. At the conclusion of the meeting, Ingersoll Rand's board of directors authorized Herbert L. Henkel, Chairman, President and Chief Executive Officer of Ingersoll Rand, to contact Frederic M. Poses, Trane's Chief Executive Officer, to discuss a potential transaction.

On August 15, 2007, Mr. Henkel contacted Mr. Poses on an unsolicited basis and without any prior negotiations regarding a potential acquisition of Trane, to set up a meeting with Mr. Poses to discuss a potential combination of the two companies. On August 22, 2007, Mr. Henkel and Mr. Poses met in person and Mr. Henkel expressed an interest in exploring a potential combination of the two companies. During this meeting, Mr. Henkel suggested that the consideration payable in any such potential transaction would consist of cash and Ingersoll Rand Class A common shares, but Mr. Henkel did not propose a purchase price for Trane. In addition, Mr. Henkel indicated that he would be open to discussing the possibility of leadership roles for certain members of Trane's management team and having directors from Trane's board of directors serve on Ingersoll Rand's board following the closing of such transaction. Mr. Poses informed Mr. Henkel that he would discuss with Trane's board of directors Mr. Henkel's interest in pursuing such discussions.

Shortly after the August 22, 2007 meeting between Mr. Poses and Mr. Henkel, Mr. Poses contacted Steven E. Anderson, Steven F. Goldstone and Edward E. Hagenlocker, the chairmen of Trane's three standing committees, to update them on his discussions with Mr. Henkel on August 22, 2007. During this discussion, the independent directors determined that Lazard, which had been retained by Trane to act as its financial advisor in connection with the separation plan, should prepare an updated financial analysis of Trane and an analysis of Ingersoll Rand's financial strength and capacity to enter into a combination transaction with Trane to assist the board in its consideration of a possible transaction with Ingersoll Rand.

On September 21, 2007, during a call between Mr. Poses, the chairmen of Trane's three standing committees and Lazard, Lazard discussed its updated financial analysis of Trane and an analysis of Ingersoll Rand's financial strength and capacity to enter into a combination transaction with Trane. The directors expressed their view that Mr. Poses should not solicit a specific transaction proposal from Ingersoll Rand prior to discussing the Lazard analysis and the possible transaction with the full board at the October 4, 2007 regularly scheduled board meeting.

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On October 4, 2007, at a regularly scheduled meeting of Trane's board of directors, Trane's management provided the board with an overview of the strategic plan for Trane's HVAC business, including future business opportunities, the HVAC business strategies to address these opportunities and the risks associated therewith, the competitive landscape, and financial projections through 2010. See Financial Projections beginning on page 51. Mr. Poses reported to the board on his discussions with Mr. Henkel and the interest expressed by Ingersoll Rand in pursuing discussions regarding a combination of the two companies. Representatives from Lazard discussed with the board the HVAC business on a stand-alone basis and provided the board with an overview of Ingersoll Rand and an analysis of Ingersoll Rand's financial ability to acquire Trane at various prices. Representatives from Trane's outside counsel, Skadden, Arps, Slate, Meagher & Flom LLP, which we refer to in this proxy statement/prospectus as Skadden, reviewed the legal duties of Trane's directors in the context of a strategic transaction involving Trane. At the conclusion of this meeting, the independent members of Trane's board of directors determined, in executive session, to continue to pursue Trane's strategy of being an independent company focusing on its core HVAC business pursuant to its long-term strategic plan rather than pursuing a business combination with Ingersoll Rand at this time, and to continue with the planned appointment of a new Chief Executive Officer to replace Mr. Poses, who was scheduled to retire at the end of 2007. Following the meeting, Mr. Poses contacted Mr. Henkel by telephone to inform him that Trane desired to remain an independent company and continue to pursue its long-term strategic plan.

Between October 4, 2007 and October 19, 2007, there were no contacts or discussions between the members of Ingersoll Rand and Trane's management or their respective advisors regarding a potential transaction.

On October 6, 2007, at a regularly scheduled meeting of Ingersoll Rand's board of directors, Mr. Henkel provided an update to board members of his discussions with Mr. Poses regarding a potential business combination with Trane. The board of directors authorized Mr. Henkel to send a letter to Trane proposing a transaction on the terms discussed at the meeting.

On October 19, 2007, Mr. Henkel contacted Mr. Poses by telephone to inform him that Ingersoll Rand would be sending a letter to Trane containing a transaction proposal on October 24, 2007. On October 24, 2007, Ingersoll Rand delivered a written proposal to Trane, which we refer to in this proxy statement/prospectus as the October 24 Proposal. The October 24 Proposal indicated that, based on publicly available information, Ingersoll Rand was interested in acquiring all outstanding shares of Trane common stock for a price of \$45.00 per share, representing a total equity consideration of approximately \$9 billion. The October 24 Proposal indicated that Trane shareholders would receive approximately two-thirds of the consideration in cash and one-third of the consideration in Ingersoll Rand Class A common shares, with the share consideration not to exceed 20% of Ingersoll Rand's outstanding shares.

Shortly after delivering the October 24 Proposal, Mr. Henkel contacted Mr. Poses by telephone to emphasize that (i) Ingersoll Rand was ready to move forward on an expedited basis; (ii) Ingersoll Rand was willing to appoint Trane designees to Ingersoll Rand's board of directors following completion of the transaction; (iii) Ingersoll Rand would consider key members of Trane's management for leadership roles in the combined company following the transaction; and (iv) Ingersoll Rand would operate Trane as a stand-alone business segment in the combined company. Mr. Henkel also stated that since the proposed cash/stock allocation in the proposal would result in less than 20% of Ingersoll Rand's outstanding common stock being issued as consideration in the transaction, the closing of the transaction would not be subject to approval by Ingersoll Rand's shareholders. Mr. Poses informed Mr. Henkel that he would review the October 24 Proposal with Trane's board of directors.

On October 25, 2007, at a special meeting of Trane's board of directors, at which members of Trane's senior management and representatives of Skadden and Lazard were present, Mr. Poses reported on his discussions with Mr. Henkel, and representatives from Skadden and Lazard reviewed the key elements of the October 24 Proposal. The representatives from Skadden also reviewed the directors' fiduciary duties in considering the proposed transaction. Following preliminary consideration of the October 24 Proposal, the independent members

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of Trane's board of directors determined, in executive session, to defer further consideration of the October 24 Proposal until it had received an updated financial analysis from Lazard and further discussed with management and Trane's advisors potential responses to the October 24 Proposal.

On October 28, 2007, at a special meeting of Trane's board of directors, at which members of Trane's senior management and representatives of Skadden, Lazard and Davis Polk & Wardwell (which had been retained by the independent members of Trane's board of directors) were present, representatives from Lazard discussed with the board their financial analysis of Trane. Representatives from Lazard also reviewed the key assumptions in management's strategic plan for 2007 through 2010, including management's estimates of revenue growth and margin improvement for such period, and compared that to the revenue growth and margin improvement actually achieved by Trane's HVAC business from 2003 through 2006 and from 2001 through 2007. Lazard noted the decline in the performance of Trane's residential systems business as reported in Trane's recently issued quarterly earnings release and the increasing uncertainty in the outlook for Trane's end markets, and the impact that such factors have had on the recent trading price of Trane's common stock. The board discussed in detail the assumptions in the strategic plan, including those pertaining to revenue growth and margin improvement, and the comparisons of projected revenue growth and margin improvement to that achieved in prior periods, and noted that the potentially declining economic conditions may make it more difficult for Trane to achieve the plan. Trane's board of directors decided to have a further meeting to decide on appropriate steps to be taken in response to the October 24 Proposal.

On November 2, 2007, at a special meeting of Trane's board of directors, at which members of Trane's senior management and representatives of Skadden and Lazard were present, the board, after consideration of possible responses to the October 24 Proposal, authorized management to continue discussions with Ingersoll Rand and also authorized Mr. Poses to inform Mr. Henkel that Ingersoll Rand would need to improve its proposed offer price for Trane and that it believed that due diligence on Trane could help Ingersoll Rand in reaching a higher valuation of Trane. Trane's board of directors also authorized Lazard to contact other potentially interested third parties to determine whether they would have an interest in exploring a possible strategic transaction with Trane. Representatives from Lazard reviewed a list of potential third parties to be contacted and noted that Lazard would contact the parties most likely to be interested in exploring a transaction with Trane. In order to efficiently manage the process of reviewing the October 24 Proposal and any alternatives thereto, Trane's board of directors also approved the formation of a transaction committee of the board consisting of Mr. Anderson, Mr. Goldstone and Mr. Hagenlocker, the chairmen of Trane's three standing committees, and Mr. Poses, and authorized the transaction committee to provide advice and guidance to Trane's management and advisors in the exploration of the opportunity presented by the October 24 Proposal and any other transaction proposals which may be received from other third parties.

Also on November 2, 2007, Mr. Poses contacted Mr. Henkel by telephone to inform him that while Trane was interested in exploring a potential transaction with Ingersoll Rand, the offer put forth by Ingersoll Rand in the October 24 Proposal would need to be improved. Mr. Poses indicated to Mr. Henkel that Trane was willing to permit Ingersoll Rand to conduct due diligence, subject to the execution of a customary confidentiality agreement, to assist Ingersoll Rand in improving its offer. In connection therewith, Mr. Henkel suggested that the principal officers of Ingersoll Rand and Trane have a due diligence meeting on November 9, 2007. Mr. Poses indicated that topics to be covered at that meeting could include, among other things, a discussion of Trane's strategic plan for 2007 through 2010, possible tax and other synergies and certain of Trane's contingent liabilities.

During the week of November 5, Mr. Henkel updated the members of Ingersoll Rand's board of directors on the status of the discussions with Trane.

Trane and Ingersoll Rand entered into a mutual confidentiality agreement, dated November 6, 2007, which included a standstill provision. Upon entering into such agreement, each company began conducting detailed financial, business, operational and legal due diligence on the other company. From and after November 6, 2007, Trane and Ingersoll Rand each made available to the other party legal and business due diligence materials and

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the parties, with assistance from their financial and legal advisors, conducted their respective due diligence investigations, which included discussions and meetings between Trane's and Ingersoll Rand's senior management regarding their respective businesses. During this time, each of the parties continued to respond to follow-up questions received from the other party and its respective advisors on various contingent liabilities (which, in the case of Trane, related to the European Commission investigation, other litigation matters and ongoing potential asbestos liabilities, in each case as described in further detail in Trane's Annual Report on Form 10-K for the year ended December 31, 2007) as well as additional due diligence requests relating to other aspects of the parties' respective businesses.

On November 8, 2007, at a special meeting of the transaction committee of Trane's board of directors, at which members of Trane's senior management and representatives of Skadden and Lazard were present, representatives from Lazard reported that since the last meeting of Trane's board of directors they had spoken with representatives of three of the previously identified companies that were contacted to determine whether they might be interested in exploring a possible transaction with Trane. Lazard reported that two of these three companies stated that they had already done some analysis on Trane based on publicly available information and were not interested in pursuing a transaction and that the third company said it was not interested in pursuing a transaction with Trane at that time. Representatives of Lazard also provided an overview of other potentially interested parties that, should the transaction committee approve, could be contacted by Lazard. Following further discussion, the transaction committee authorized Lazard to contact the additional parties.

On November 9, 2007, the principal officers of Trane and Ingersoll Rand and their legal and financial advisors met in Skadden's offices and reviewed certain information provided by Trane to Ingersoll Rand, including Trane's strategic plan for 2007 through 2010. At the end of the meeting, Ingersoll Rand provided Trane with certain additional information requests as part of its continuing due diligence investigation of Trane.

On November 13, 2007, at a special meeting of Trane's board of directors, at which members of Trane's senior management and representatives of Skadden and Lazard were present, Mr. Poses reported on discussions with Mr. Henkel following the board meeting on November 2, 2007. Representatives from Lazard gave a detailed report on the results of Lazard's discussions with the previously identified companies that were contacted to determine whether they might be interested in exploring a possible transaction with Trane, including the fact that four of the companies contacted were not interested in exploring a transaction, three were considering Lazard's inquiry and would respond as soon as possible and one company had not yet been reached.

On November 14, 2007, representatives from Lazard delivered certain financial projections of Trane to Ingersoll Rand and its financial advisors. See the projections described under the section entitled "Financial Projections" beginning on page 51.

On November 16, 2007, Ingersoll Rand's board of directors held a special meeting by teleconference, at which members of Ingersoll Rand's senior management and representatives of Simpson Thacher & Bartlett LLP, counsel to Ingersoll Rand, which we refer to in this proxy statement/prospectus as Simpson, were present. Mr. Henkel updated the directors on the status of discussions with Trane. Ingersoll Rand's board of directors and senior management reviewed and discussed strategic considerations relating to the proposed merger and the status of Ingersoll Rand's due diligence investigation of Trane. During the meeting, Ingersoll Rand's board of directors discussed the proposed transaction and asked questions of Ingersoll Rand's senior management. At the conclusion of the meeting, Ingersoll Rand's directors authorized management to continue to pursue the transaction with Trane.

On November 19, 2007, Mr. Henkel contacted Mr. Poses by telephone to inform him that Ingersoll Rand would be delivering a written proposal shortly containing an offer price of \$46.00 per share. Mr. Poses informed Mr. Henkel that this \$1.00 increase from the October 24 Proposal was not significant enough and would need to be improved further but that he would discuss any revised proposal with Trane's board of directors.

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On November 20, 2007, Ingersoll Rand delivered a written proposal to Trane, which we refer to in this proxy statement/prospectus as the November 20 Proposal. The November 20 Proposal indicated that, based on publicly available information and the non-public information that Trane had provided to Ingersoll Rand, Ingersoll Rand was prepared to acquire all of the outstanding shares of Trane common stock for a price of \$46.00 per share, representing a total equity consideration of approximately \$9.2 billion. The November 20 Proposal indicated that the merger consideration would consist of \$33.00 in cash and 0.27 of an Ingersoll Rand Class A common share per share of Trane common stock. The aggregate consideration implied in the November 20 Proposal represented a 35% premium to Trane's closing market price on November 19, 2007. The November 20 Proposal indicated Ingersoll Rand's willingness to appoint up to two of Trane's current board members on the board of directors of Ingersoll Rand following the merger, and that Ingersoll Rand anticipated that key members of Trane's management would have leadership roles following the transaction. While the November 20 Proposal had the full support of Ingersoll Rand's board of directors, the proposal stated that the offer remained subject to the negotiation of a mutually acceptable merger agreement, approval by the board of directors of Ingersoll Rand and Ingersoll Rand's completion of confirmatory business, legal, accounting and other due diligence, which Ingersoll Rand expected to complete by December 5, 2007. Finally, the November 20 Proposal included a request that Trane grant Ingersoll Rand a period of exclusivity through December 5, 2007, by which time Ingersoll Rand expected to complete due diligence and have negotiated and executed definitive agreements. Ingersoll Rand's request for exclusivity was never granted by Trane and the parties continued discussions on a non-exclusive basis.

During the week of November 19, Mr. Henkel updated the members of Ingersoll Rand's board of directors on the status of the discussions with Trane.

Also on November 20, 2007, Trane received a written non-binding indication of interest for the acquisition of Trane by one of the third parties that had been contacted by Lazard. The third party indicated that it was now working in partnership with a private equity fund. The proposal did not include a purchase price but indicated that the third party would provide Trane with an offer price within ten working days based on Trane's publicly available information. The proposal (1) included information regarding the financing necessary to complete the proposed acquisition, (2) outlined the need to conduct a detailed due diligence investigation of Trane, (3) indicated that the execution of a definitive merger agreement would be subject to final internal approvals and that it was likely that the proposed transaction would be approved by the requisite regulatory authorities, (4) contemplated that many of Trane's management team would continue to play important and expanded roles following the transaction and (5) stated that with Trane's cooperation, due diligence and signing of a definitive agreement could be completed within approximately four weeks.

Later in the evening on November 20, 2007, at a special meeting of Trane's board of directors, at which members of Trane's senior management and representatives of Skadden and Lazard were present, representatives from Lazard and Skadden reviewed the contents of the November 20 Proposal, including the fact that the stock component of the consideration offered by Ingersoll Rand was being offered at a fixed exchange ratio, Ingersoll Rand's request for an exclusivity period until December 5, 2007 and Ingersoll Rand's contemplated timing to finalize due diligence and sign a definitive agreement. Representatives from Skadden noted that less than 20% of Ingersoll Rand's outstanding common stock would be issued as consideration in the transaction and, accordingly, the closing of the transaction would not be subject to approval by Ingersoll Rand's shareholders. Representatives from Lazard reported on the contacts made by Lazard to other third parties that might be interested in a possible transaction with Trane, in which (i) five of the companies indicated that they were not interested in a strategic transaction, (ii) one company indicated that it would need three to four months to consider a transaction and that it would respond to Lazard in due course, (iii) one company could be interested in discussing various joint venture or strategic alliance opportunities but had not specifically expressed an interest in proceeding with an acquisition of Trane as a whole and (iv) one party had submitted the written non-binding indicative proposal on November 20, 2007 described above. Following a discussion regarding the November 20 Proposal, Trane's board of directors authorized Mr. Poses to respond to Mr. Henkel that, consistent with prior messages, the November 20 Proposal needed to be improved. Trane's board of directors agreed to reconvene on November 25, 2007 to further review Lazard's financial analysis of Trane.

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On November 21, 2007, Mr. Poses contacted Mr. Henkel by telephone and notified Mr. Henkel that he had discussed the November 20 Proposal with Trane's board of directors and the board continued to believe that the price offered in the November 20 Proposal needed to be improved. During these discussions, Mr. Henkel indicated to Mr. Poses that he believed Ingersoll Rand could consider increasing the offer set forth in the November 20 Proposal to an aggregate consideration of \$47.00 per share.

Later in the day on November 21, 2007, at a special meeting of the transaction committee of Trane's board of directors, at which members of Trane's senior management were present, Mr. Poses updated the transaction committee on the proposed agenda for the upcoming board meeting and on the discussions he had with Mr. Henkel on November 21, 2007. The committee authorized Mr. Poses to try to seek further improvements in the offer.

On November 25, 2007, at a special meeting of Trane's board of directors, at which members of Trane's senior management and representatives of Skadden and Lazard were present, representatives of Lazard reported that (i) the one remaining company that had been contacted indicated that it was not interested in pursuing a transaction with Trane primarily due to the size and timing of any such transaction, (ii) the third party that had submitted a proposal on November 20, 2007 anticipated delivering a written proposal to Trane on November 27, 2007 that would include its proposed offer price and (iii) Lazard had not received any further communications from the company that had previously indicated a willingness to explore a joint venture or other strategic alliance with Trane. Representatives from Lazard discussed with the board in detail the Lazard updated financial analyses and the terms of the November 20 Proposal. Lazard then reviewed the financial forecasts previously provided to Trane's board of directors by Trane management which were based on management's strategic plan for 2007 through 2010 and the forecasts provided to Ingersoll Rand on November 14, 2007. See the section entitled "Financial Projections" beginning on page 51.

On November 26, 2007, Mr. Henkel contacted Mr. Poses by telephone. Mr. Poses told Mr. Henkel that he had discussed the November 20 Proposal with Trane's board of directors again on November 25, 2007 and the board continued to believe that the November 20 Proposal needed to be improved. During this conversation, Mr. Henkel responded that he had had further discussions with Ingersoll Rand's board of directors, and he did not believe that there was much opportunity to improve Ingersoll Rand's offer to an aggregate consideration beyond \$47.00 per share, as previously discussed.

On November 27, 2007, representatives from Lazard contacted representatives from the financial advisors to Ingersoll Rand by telephone to discuss Ingersoll Rand's \$47.00 per share proposal in order to ascertain whether the terms of such proposal could be improved. Lazard was informed that Ingersoll Rand viewed \$47.00 per share as a full and fair offer, and that this offer would be presented to Trane in a letter to be sent shortly.

Also on November 27, 2007, Lazard received a written indication of interest from the third party that had submitted a proposal on November 20, 2007. The non-binding proposal was for an acquisition of all of the outstanding shares of Trane common stock for a purchase price of \$42.50 per share in cash.

On November 28, 2007, Lazard received a telephone call from representatives from the financial advisors to Ingersoll Rand who informed them that the letter had been delayed because Ingersoll Rand was still considering the aggregate consideration in a revised offer.

Also on November 28, 2007, at a special meeting of the transaction committee of Trane's board of directors, at which members of Trane's senior management and representatives of Skadden and Lazard were present, Mr. Poses reported on the conversation he had with Mr. Henkel on November 26, 2007, and representatives from Lazard reported on their conversations with the representatives from Ingersoll Rand's financial advisors. Lazard also reported the details of the written indication of interest that they had received from a third party on November 27, 2007. After discussion, the transaction committee authorized management and Trane's advisors to continue to engage in discussions with Ingersoll Rand and their advisors to obtain from Ingersoll Rand a revised offer for review by Trane's board of directors.

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Later that day, in the evening of November 28, 2007, Mr. Poses and Mr. Henkel met for dinner. Mr. Henkel indicated to Mr. Poses that \$47.00 per share was indeed the highest amount that Ingersoll Rand was prepared to offer, and that Ingersoll Rand was prepared to proceed with its own strategies, including pursuing alternative acquisitions, and forego the opportunity to acquire Trane if Trane did not accept \$47.00 per share.

On November 29, 2007, after discussions with members of the board of directors of Ingersoll Rand, Mr. Henkel delivered a written proposal to Trane, which we refer to in this proxy statement/prospectus as the November 29 Proposal. In the November 29 Proposal, Ingersoll Rand confirmed in writing its proposal to acquire all of the outstanding shares of Trane common stock for a per share consideration of \$33.50 in cash and 0.27 of an Ingersoll Rand Class A common share. Based on Ingersoll Rand's closing share price on November 28, 2007, the offer contained in the November 29 Proposal was valued at \$47.36 per share. The November 29 Proposal indicated that Ingersoll Rand expected to fund the cash consideration from available cash on the balance sheet and newly issued debt, but the offer would not be subject to a financing contingency and would include only customary conditions, including regulatory approvals, with respect to which Ingersoll Rand did not anticipate any significant issues. In addition, Ingersoll Rand would need to obtain final approval from its board of directors after negotiation of a mutually acceptable definitive merger agreement and completion of due diligence.

On November 30, 2007, at a special meeting of Trane's board of directors, at which members of Trane's senior management and representatives of Skadden and Lazard were present, representatives from Lazard noted that, other than the one proposal received on November 27, 2007, which was substantially below the latest proposal from Ingersoll Rand, Lazard had not engaged in discussions with or received any indication of interests from third parties since the last board meeting. After consideration of the one proposal that had been received from a third party, the board determined that, unless the proposal received from the third party on November 27, 2007 was increased significantly, continuing discussions with the third party would not be advisable in light of, among other things, the price offered as compared to the board's view of the valuation of Trane on a standalone basis and the amount of the latest offer received from Ingersoll Rand. In addition, the board believed, following discussions with Lazard and members of Trane's senior management, that it was unlikely that the proposal received from such third party would be able to be increased enough to be competitive with the latest offer received from Ingersoll Rand because, among other things, (i) the proposal was made by a third party working with a private equity firm and, as such, would involve substantial leverage at the offer price, (ii) the third party would not be able to realize significant synergies in a combination with Trane, and (iii) the price offered from the third party was substantially below the price offered by Ingersoll Rand. During a subsequent discussion between Lazard and the representatives of the third party, Lazard conveyed the board's view that the proposal needed to be improved significantly before Trane would enter into discussions regarding a potential transaction with the third party. The third party never increased its \$42.50 per share original offer. Representatives of Lazard reported to the board that Lazard and Mr. Poses had engaged in conversations with Mr. Henkel and representatives of the financial advisors to Ingersoll Rand since the last board meeting in an attempt to persuade Ingersoll Rand to raise its offer price. Lazard then reviewed, among other things, the financial terms of the November 29 Proposal. Representatives from Skadden outlined the process should the board decide to move forward. The board also discussed possible price protection mechanisms that could be requested from Ingersoll Rand given that the November 29 Proposal included a fixed exchange ratio. Mr. Poses noted that Ingersoll Rand had continuously indicated a strong reluctance to include any price protection provisions because any increase in the cash portion of the consideration could have a negative impact on Ingersoll Rand's investment-grade credit rating and Ingersoll Rand would not be able to issue more stock in the merger without triggering the requirement to obtain Ingersoll Rand shareholder approval, and because of Ingersoll Rand's belief that the inclusion of a price protection mechanism in the merger agreement would provide incentives for traders in Ingersoll Rand common shares to put pressure on Ingersoll Rand's stock price prior to the closing of the transaction. Trane's board of directors also considered the risks and benefits associated with remaining as a stand-alone public company, including the prospects and growth opportunities for Trane if it were to remain a stand-alone public company, or attempting to enhance shareholder value through other strategic alternatives. At the conclusion of the meeting,

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and after extensive discussions, Trane's board of directors authorized management to continue discussions with Ingersoll Rand regarding a possible transaction, to negotiate a definitive merger agreement and to continue to seek improvement in the terms of the offer, including the possible inclusion of price protections mechanisms in the offer.

On December 1, 2007, Simpson distributed an initial draft merger agreement to Skadden. Skadden delivered comments on the draft merger agreement to Simpson on December 5, 2007.

During the period from December 5, 2007 through December 15, 2007, the parties negotiated the provisions of the merger agreement and the related disclosure schedules. In addition, during this period, Trane and Ingersoll Rand and their respective legal and financial advisors continued due diligence.

On December 5, 2007, Ingersoll Rand's board of directors held a regular meeting, at which members of Ingersoll Rand's senior management and representatives of Simpson and Ingersoll Rand's financial advisors were present. At the meeting, the board was updated on the progress of the negotiations regarding the terms and conditions of the proposed transaction and the results of the due diligence review of Trane. Representatives from Simpson reviewed the legal duties of Ingersoll Rand's directors in the context of a strategic transaction involving Ingersoll Rand. Representatives of Ingersoll Rand's financial advisors made a financial presentation to Ingersoll Rand's board of directors which included a valuation analysis of Trane and the pro forma impact of the transaction on Ingersoll Rand and its credit rating. At the conclusion of the meeting, Ingersoll Rand's board of directors authorized management to continue negotiations with Trane and attempt to resolve the remaining outstanding issues.

On December 6, 2007, at a regular meeting of Trane's board of directors, at which members of Trane's senior management and representatives of Skadden and Lazard were present, the board was updated on the status of discussions with Ingersoll Rand and reviewed the terms and conditions of the proposed transaction. At the meeting, representatives of Skadden reviewed the terms of the draft merger agreement that was under negotiation, the principal outstanding open issues between the parties and the timing and process of the proposed merger. At the conclusion of the meeting, and after extensive discussions, Trane's board of directors authorized management to continue negotiations with Ingersoll Rand and attempt to resolve the remaining outstanding issues and continue to seek improvement in the terms of the offer.

On December 8, 2007, Simpson distributed to Skadden an initial draft of the debt commitment letter that Ingersoll Rand had obtained from its financing sources in connection with the proposed transaction. During the period from December 8, 2007 through December 14, 2007, the parties and their respective legal advisors discussed and revised the debt commitment letter.

On December 9, 2007, the principal officers of Ingersoll Rand and Trane, and representatives of each of their legal and financial advisors, met in Skadden's offices and reviewed certain information provided by Ingersoll Rand to Trane regarding each of Ingersoll Rand's business segments and other financial information, including projected financial information, of Ingersoll Rand. Following the business presentations by Mr. Henkel and other members of Ingersoll Rand's management team, representatives of Skadden and Simpson met to discuss the principal open issues remaining in the latest draft of the merger agreement and disclosure schedules.

On December 10, 2007, representatives of Simpson and Skadden participated in a conference call to continue to discuss the remaining outstanding issues in the merger agreement, including possible price protection features that could be included in the merger agreement, provisions relating to Trane's right to change its recommendation of or terminate the merger agreement, the amount of the termination fee and the circumstances in which it was payable and the treatment of Trane stock options in the merger.

On December 12, 2007, during discussions between representatives from the financial advisors to Ingersoll Rand and Lazard, representatives from the financial advisors to Ingersoll Rand indicated that Ingersoll Rand was not willing to provide any form of price protection on the value of the Ingersoll Rand common stock to be

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received in the merger. However, representatives from the financial advisors to Ingersoll Rand noted to representatives of Lazard that Ingersoll Rand was prepared to revise the allocation of consideration offered in the November 29 Proposal by increasing the cash consideration per share to \$35.50, and correspondingly reducing the stock consideration exchange ratio from 0.27 to 0.23 of an Ingersoll Rand Class A common share, which would reduce the impact on the value of the total merger consideration in the event that the Ingersoll Rand stock price declined prior to the merger.

Later in the afternoon on December 12, 2007, at a special meeting of the transaction committee of Trane's board of directors, at which members of Trane's senior management and representatives of Skadden and Lazard were present, the transaction committee discussed the revised proposal from Ingersoll Rand and Trane's request for price protection in the merger agreement.

On December 13, 2007, Mr. Poses contacted Mr. Henkel by phone to request that Ingersoll Rand reconsider Trane's request for price protection. During this conversation, Mr. Henkel expressed again his view that Ingersoll Rand would not be willing to move forward with the proposed transaction if the merger agreement contained any price protection features. However, Mr. Henkel indicated to Mr. Poses that in an effort to resolve the issue, in exchange for not including any price protection features in the merger agreement, Ingersoll Rand was prepared to increase the cash portion of the consideration by an additional \$1.00 per share so that Ingersoll Rand's best and final offer would consist of \$36.50 in cash and 0.23 of an Ingersoll Rand Class A common share per share of Trane common stock. Mr. Poses indicated that he would discuss this proposal with Trane's board of directors at a meeting the following evening.

On December 14, 2007, there was a special meeting of Trane's board of directors, at which members of Trane's senior management and representatives of Skadden and Lazard were present. Prior to this meeting, Trane's board of directors was provided with materials related to the proposed transaction from Lazard and Skadden. At the meeting:

representatives of Skadden reviewed with the board its fiduciary duties in considering the proposed transaction and reviewed the developments in the negotiations with Ingersoll Rand, including the terms of the merger agreement and the changes that had been effected to the merger agreement since the last board meeting, the terms of the debt financing commitment that Ingersoll Rand had obtained, and the results of the legal due diligence review of Ingersoll Rand;

Trane's management and Lazard updated the board on the completion of the business and financial due diligence review of Ingersoll Rand and discussed with the board positive and negative factors and risks to be considered in connection with the proposed merger, as discussed in the section entitled "Recommendation of Trane's Board of Directors; Reasons for the Merger" beginning on page 39; and

representatives of Lazard made a financial presentation and rendered to Trane's board of directors its oral opinion, which was subsequently confirmed by delivery of a written opinion, dated December 15, 2007, to the effect that, as of that date, and based on and subject to the various assumptions made, matters considered and limitations described in the opinion, the aggregate consideration to be paid to the holders of Trane common stock in the merger was fair, from a financial point of view, to such holders, as discussed in the section entitled "Opinion of Lazard Frères & Co. LLC" beginning on page 44. Such opinion is attached to this proxy statement/prospectus as Annex B. All financial analyses and reports that Lazard delivered prior to December 14, 2007 to Trane's board of directors that were materially related to the proposed transaction with Ingersoll Rand were substantially similar to the disclosure relating to the December 14, 2007 presentation delivered by Lazard in connection with the rendering of its fairness opinion, which presentation is summarized below in the Section entitled "Opinion of Lazard Frères & Co. LLC."

Following careful consideration of the proposed merger agreement and merger, Trane's board of directors unanimously determined that the merger agreement and the merger are advisable and fair to, and in the best

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interests of, Trane and its shareholders, approved the merger agreement and the merger and resolved to recommend that Trane shareholders vote in favor of adoption of the merger agreement. Trane's board of directors authorized the appropriate officers of Trane to finalize the merger agreement and related documentation.

Also on December 14, 2007, there was a special meeting of Ingersoll Rand's board of directors, at which members of Ingersoll Rand's senior management and representatives of Simpson and Ingersoll Rand's financial advisors were present. Prior to this meeting, Mr. Henkel had updated the members of the board on December 10, 12 and 13 on the status of negotiations with Trane. During the December 14 meeting, senior management reviewed with the board the progress of the negotiations regarding the terms of the proposed transaction and apprised the board of directors of the results of its due diligence review of Trane. The board received the financial analysis and advice of its financial advisors. In addition, a representative of Simpson reviewed the legal terms of the proposed definitive merger agreement and responded to questions from directors. Ingersoll Rand's board of directors discussed the proposed transaction and related merger agreement and asked questions of Ingersoll Rand's senior management and legal and financial advisors. Following deliberations, Ingersoll Rand's board of directors, by unanimous vote of all directors, approved the merger agreement.

The parties finalized and executed the merger agreement and related documentation on Saturday, December 15, 2007. On Monday, December 17, 2007, before the opening of trading on the NYSE, Trane and Ingersoll Rand issued a joint press release announcing the execution of the merger agreement.

Recommendation of Trane's Board of Directors; Reasons for the Merger

Trane's board of directors has unanimously approved the merger agreement and the merger and has determined that the merger agreement and the merger are advisable and fair to, and in the best interests of, Trane and the holders of Trane common stock. Accordingly, Trane's board of directors recommends that Trane shareholders vote **FOR** adoption of the merger agreement.

In reaching its determination to recommend adoption of the merger agreement, Trane's board of directors consulted with senior management and Trane's legal and financial advisors and considered various factors, including those listed below.

Trane's board of directors considered the following factors as generally supporting its decision to enter into the merger agreement:

The value of the consideration to be received by Trane shareholders pursuant to the merger, including that the implied merger consideration of \$48.05 per share (calculated using the closing trading price of Ingersoll Rand Class A common shares on December 13, 2007 of \$50.21, which was the last trading day prior to the Trane board meeting to approve the merger agreement) represented a significant premium over the market prices at which Trane common stock had previously traded, including a premium of approximately:

34.1% over the closing price of Trane common stock of \$35.83 per share on December 13, 2007, the last trading day prior to the Trane board meeting to approve the merger agreement;

29.9% over the closing price of Trane common stock of \$37.00 per share on December 6, 2007, the trading day that was one week prior to the Trane board meeting to approve the merger agreement;

31.0% over the closing price of Trane common stock of \$36.69 per share on November 15, 2007, the trading day that was one month prior to the Trane board meeting to approve the merger agreement; and

32.5% over \$36.27, which was the average closing price of Trane common stock for the thirty trading days prior to the Trane board meeting to approve the merger agreement.

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Trane's board of directors' analysis and understanding of the business, operations, financial performance, financial condition, earnings and future prospects of Trane on a stand-alone basis, and Trane's board of directors' assessment, based on such analysis and understanding, that the merger with Ingersoll Rand would be more favorable to Trane and its shareholders than remaining an independent public company in light of the potential rewards and risks associated with Trane continuing to operate on a stand-alone basis. Those risks and uncertainties included those relating to Trane's ability to achieve its future projections and expected margin improvement, and the potential impact on Trane of declining economic conditions in the HVAC industry generally.

Trane's board of directors' belief, after reviewing Trane's potential strategic alternatives to the merger with Ingersoll Rand, including a merger or other strategic transaction with another third party, and taking into account the preliminary discussions with other third parties that were contacted by Lazard, after the initial contact by Ingersoll Rand, to solicit their potential interest in a strategic transaction with Trane (see "Background of the Merger" beginning on page 30), that it was unlikely that another party would make or accept an offer to engage in a transaction with Trane that would be more favorable to Trane and its shareholders than the merger with Ingersoll Rand.

The opinion of Lazard, delivered orally to Trane's board of directors on December 14, 2007, which was subsequently confirmed by delivery of a written opinion dated December 15, 2007, which provides that, as of the date of such opinion and based on and subject to the assumptions, qualifications and limitations described in the opinion, the merger consideration to be paid to the holders of Trane common stock in the merger was fair, from a financial point of view, to such holders. A copy of the written opinion of Lazard, dated December 15, 2007, which discusses the procedures followed, assumptions made, matters considered and the limitations of the reviews undertaken by Lazard in connection with its opinion, is attached as Annex B to this proxy statement/prospectus. Trane shareholders are urged to read the Lazard opinion in its entirety. See "Opinion of Lazard Frères & Co. LLC" beginning on page 44.

The strategic fit and complementary nature of Ingersoll Rand's and Trane's respective businesses and the potential presented by the merger with Ingersoll Rand for significant cost and revenue synergies that will benefit the combined company and position the combined company to be able to compete more effectively than Trane would be able to on a stand-alone basis. In this regard, Trane's board of directors noted that Ingersoll Rand expects the combined company to generate over \$300 million in annual pre-tax cost and revenue synergies by 2010. The anticipated synergies include purchase material savings through supplier rationalization and procurement leverage, improvements in manufacturing costs, and lower general and administrative costs. In addition, over a longer term, the combined company is expected to benefit from synergies relating to cross selling and service revenue expansion.

The Trane board of directors' familiarity with the business of Ingersoll Rand and assessment of the intrinsic value of Ingersoll Rand's Class A common shares relative to its recent historical trading prices and the fact that the merger will offer Trane shareholders the opportunity to participate in the potential growth of a larger combined company that is expected to (i) offer a diversified product mix with leading market positions in growth platforms, (ii) have a broad geographic footprint with a strong recurring revenue profile, (iii) have stable end-markets with low overall exposure to new home construction, (iv) have a leading international and domestic distribution network and (v) have substantial cash flows from operations, making the combined company well-positioned to accelerate growth both organically and through acquisitions.

The fact that a large portion of the merger consideration will be paid in cash, giving Trane shareholders an opportunity to immediately realize value for a significant portion of their investment and providing certainty of value. Moreover, the cash consideration reduces the impact on the overall merger consideration of a decrease in the trading price of Ingersoll Rand's Class A common shares.

The likelihood, determined after consultation with legal counsel, that the regulatory approvals and clearances necessary to complete the merger would be obtained and the fact that Ingersoll Rand has

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agreed in the merger agreement (i) to use its reasonable best efforts to obtain those approvals and clearances, (ii) not to acquire any entity or enter into any other transaction if that acquisition or transaction would be reasonably likely to materially increase the risk of not obtaining, or materially delay the receipt of, the necessary regulatory approvals and clearances to complete the merger and (iii) to commit and effect any sale, divestiture or disposition of any assets or businesses of Ingersoll Rand or Trane (after the closing of the merger) as may be required in order to avoid any injunction or order by a governmental entity that would prevent or materially delay the closing of the merger, except to the extent that such action would reasonably be likely to have a material adverse effect on Ingersoll Rand and Trane, on a combined basis.

The terms and conditions of the merger agreement, including:

The limited closing conditions to Ingersoll Rand's obligations under the merger agreement. In particular, the merger agreement contains no financing contingency and is not subject to approval by Ingersoll Rand shareholders;

The provisions of the merger agreement that allow Trane to engage in negotiations with, and provide information to, third parties, under certain circumstances in response to an unsolicited takeover proposal that Trane's board of directors determines in good faith, after consultation with its outside legal advisors and its financial advisors, constitutes or could reasonably be expected to lead to a transaction that is more favorable to Trane shareholders than the merger with Ingersoll Rand;

The provisions of the merger agreement that allow Trane's board of directors to change its recommendation that Trane shareholders vote in favor of the adoption of the merger agreement, if Trane's board of directors determines in good faith that the failure to change its recommendation could reasonably be determined to be inconsistent with its fiduciary duties under applicable law;

The ability of Trane to specifically enforce the merger agreement or pursue damages against Ingersoll Rand in the event of any breach by Ingersoll Rand, including the right to pursue damages on behalf of Trane shareholders for the loss of the merger consideration in the event of a failure by Ingersoll Rand to consummate the merger when the closing conditions have otherwise been satisfied or there has been a breach that contributes to a failure of a closing condition; and

The provisions of the merger agreement that allow all holders of Trane stock options (other than certain executive officers who have agreed to roll over their options, subject to proration) to choose, through the option election, whether to convert their Trane stock options into Ingersoll Rand stock options or cash-out their Trane stock options in the merger.

The likelihood that Ingersoll Rand would be able to finance the proposed transaction, in light of the financial resources of Ingersoll Rand and the financing commitments that Ingersoll Rand has obtained from JPMorgan Chase Bank, Credit Suisse and Goldman Sachs which contain limited conditions to funding, and the indications from rating agencies that Ingersoll Rand would retain investment grade ratings after giving effect to the merger and the financing thereof.

The fact that holders of Trane common stock would own approximately 13% of the combined company's fully diluted equity immediately following the merger and that Ingersoll Rand has agreed to appoint two members of Trane's board of directors to Ingersoll Rand's board of directors and, following the merger, to take all actions necessary to ensure that those members are nominated for election to Ingersoll Rand's board of directors at each of the 2009 and 2010 annual meetings of Ingersoll Rand shareholders, which is expected to provide a degree of continuity and involvement by Trane directors in the combined company following the merger.

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The fact that because the stock portion of the merger consideration is a fixed number of Ingersoll Rand Class A common shares, Trane's shareholders will have the opportunity to benefit from any increase in the trading price of Ingersoll Rand's Class A common shares between the announcement of the merger and the completion of the merger.

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Trane's board of directors also considered certain potentially negative factors in its deliberations concerning the merger, including the following:

The fact that because the stock portion of the merger consideration is a fixed exchange ratio of Ingersoll Rand Class A common shares to Trane common stock, Trane shareholders could be adversely affected by a decrease in the trading price of Ingersoll Rand Class A common shares during the pendency of the merger, and the fact that the merger agreement does not provide Trane with a price-based termination right or other similar protection. Trane's board of directors determined that this structure was appropriate and the risk acceptable in view of:

The Trane board of directors' review of the relative intrinsic values and financial performance of Ingersoll Rand and Trane;

The inclusion in the merger agreement of other structural protections such as the ability of Trane's board of directors to change its recommendation of the merger whether or not an alternative transaction existed or was publicly announced and the condition in the merger agreement that requires Ingersoll Rand's representations to be true and correct, subject to certain materiality thresholds, at the time of signing and closing of the merger agreement, including the representation that, since September 30, 2007, there has not been a material adverse effect on the business, assets, financial condition, liabilities or results of operations of Ingersoll Rand and its subsidiaries taken as a whole (as described in The Merger Agreement Representations and Warranties beginning on page 71 and The Merger Agreement Conditions to the Merger beginning on page 83); and

The fact that a substantial portion of the merger consideration will be paid in a fixed cash amount which reduces the impact of a decline in the trading price of Ingersoll Rand Class A common shares on the value of the merger consideration.

The risk that the potential benefits and synergies sought in the merger will not be fully realized and the risks associated with the integration by Ingersoll Rand of Trane.

The fact that because only approximately 24% of the merger consideration will be in the form of Ingersoll Rand Class A common shares, Trane's shareholders have a smaller ongoing equity participation in the combined company, including the opportunity to participate in any future earnings or growth of the combined company and future appreciation in the value of Ingersoll Rand Class A common shares following the merger. Trane's board of directors considered that Trane shareholders would be able to reinvest the cash received in the merger in Ingersoll Rand Class A common shares.

The fact that Ingersoll Rand would be more highly leveraged after giving effect to the financing necessary to complete the merger, which may cause the combined company to have reduced financial flexibility for a period of time following the closing.

The possibility that, notwithstanding the likelihood of the merger being completed, the merger might not be completed and the effect the resulting public announcement of termination of the merger agreement may have on:

The trading price of Trane's common stock; and

Trane's operating results, particularly in light of the costs incurred in connection with the transaction.

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The risk that various provisions of the merger agreement, including the requirement that Trane must pay to Ingersoll Rand a break-up fee of \$315 million if the merger agreement is terminated under certain circumstances, may discourage other parties potentially interested in an acquisition of, or combination with, Trane from pursuing that opportunity. However, Trane's board of directors determined that such provisions were reasonable and consistent with commercial practice.

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The possible disruption to Trane's business that may result from the merger and the resulting distraction of the attention of Trane's management.

The fact that gains arising from the receipt of the merger consideration would be taxable to Trane's shareholders for United States federal income tax purposes.

The requirement that Trane conduct its business only in the ordinary course prior to the completion of the merger and subject to specified restrictions on the conduct of Trane's business without Ingersoll Rand's prior consent (which consent may not be unreasonably withheld, delayed or conditioned), which might delay or prevent Trane from undertaking certain business opportunities that might arise pending completion of the merger.

The risks described in the section entitled "Risk Factors" beginning on page 23.

In addition, Trane's board of directors was aware of and considered the interests that certain of its directors and executive officers may have with respect to the merger that differ from, or are in addition to, their interests as shareholders of Trane generally, as described in "Interests of Certain Persons in the Merger" beginning on page 53, which Trane's board of directors considered as being neutral in its evaluation of the proposed merger.

The foregoing discussion of the information and factors considered by Trane's board of directors is not exhaustive, but Trane believes it includes all the material factors considered by Trane's board of directors. In view of the wide variety of factors considered in connection with its evaluation of the merger and the complexity of these matters, Trane's board of directors did not consider it practicable to, and did not attempt to, quantify or otherwise assign relative or specific weight or values to any of these factors. Rather, Trane's board of directors viewed its position and recommendation as being based on an overall analysis and on the totality of the information presented to and factors considered by it. In addition, in considering the factors described above, individual directors may have given different weights to different factors. After considering this information, all members of Trane's board of directors unanimously approved the merger agreement and the merger, and recommended that Trane shareholders adopt the merger agreement.

Opinion of Lazard Frères & Co. LLC

Under an engagement letter dated January 31, 2007, Trane retained Lazard to perform financial advisory services for Trane's board of directors in connection with the separation plan that Trane announced in February 2007 and, if requested, to render an opinion to the board of directors as to the fairness, from a financial point of view, to holders of Trane's common stock of the consideration to be paid to such holders in any transaction within the scope of such engagement letter. On December 14, 2007, Trane's board of directors received an oral opinion from Lazard, which oral opinion was subsequently confirmed by delivery of a written opinion dated December 15, 2007, to the effect that, as of the date of its opinion and subject to the matters described in its opinion, the (x) 0.23 of a Class A common share, par value \$1.00 per share, of Ingersoll Rand and (y) \$36.50 in cash, per share of Trane common stock (in each case, as may be adjusted in accordance with the merger agreement) to be paid to the holders of Trane's common stock in the merger was fair, from a financial point of view, to such holders.

The full text of the Lazard opinion is attached as Annex B to this proxy statement/prospectus and is incorporated into this proxy statement/prospectus by reference. The description of the Lazard opinion set forth in this proxy statement/prospectus is qualified in its entirety by reference to the full text of the Lazard opinion set forth as Annex B. You are urged to read the Lazard opinion in its entirety for a description of the procedures followed, assumptions made, matters considered and qualifications and limitations on the review undertaken by Lazard in connection with the opinion. Lazard's opinion is directed to the board of directors and only addresses the fairness to the holders of Trane's common stock of the consideration to be paid to such holders in the merger from a financial point of view as of the date of the opinion. Lazard's opinion does not address the relative merits of the merger as compared to any other transaction or business strategy in which Trane might engage or the merits of the underlying business decision by Trane to engage in the merger, and is not intended to and does not constitute a recommendation to any holder of Trane common

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stock as to how such holder should vote or act with respect to the merger or any matter relating thereto. Lazard's opinion is necessarily based on economic, monetary, market and other conditions as in effect on, and the information made available to Lazard as of, the date of the Lazard opinion. Lazard assumed no responsibility for updating or revising its opinion based on circumstances or events occurring after the date of the Lazard opinion. Lazard did not express any opinion as to the prices at which shares of Trane common stock or Ingersoll Rand Class A common shares may trade at any time subsequent to the announcement of the merger. The following is only a summary of the Lazard opinion. You are urged to read the entire opinion.

In connection with its opinion, Lazard:

Reviewed the financial terms and conditions of the merger agreement;

Analyzed certain publicly available historical business and financial information relating to Trane and Ingersoll Rand;

Reviewed various financial forecasts and other data provided to Lazard by Trane relating to its business and financial forecasts and other data provided to Lazard by Ingersoll Rand relating to its business, including forecasts and other data after giving effect to the merger;

Held discussions with members of the senior management of Trane and Ingersoll Rand with respect to the businesses and prospects of Trane and Ingersoll Rand, respectively;

Reviewed public information with respect to certain other companies in lines of business Lazard believed to be generally relevant in evaluating the businesses of Trane and Ingersoll Rand, respectively;

Reviewed the financial terms of certain business combinations involving companies in lines of business Lazard believed to be generally relevant in evaluating the business of Trane;

Reviewed historical stock prices and trading volumes of Trane's common stock and Ingersoll Rand's common shares; and

Conducted such other financial studies, analyses and investigations as Lazard deemed appropriate.

Lazard assumed and relied upon the accuracy and completeness of the foregoing information, without independent verification of such information. Lazard did not conduct any independent valuation or appraisal of any of the assets or liabilities (contingent or otherwise) of Trane or Ingersoll Rand or concerning the solvency or fair value of Trane or Ingersoll Rand, and was not furnished with any such valuation or appraisal. With respect to financial forecasts reviewed by Lazard, Lazard assumed, with the consent of Trane, that they had been reasonably prepared on bases reflecting the best currently available estimates and judgments of the managements of Trane and Ingersoll Rand as to the future financial performance of Trane and Ingersoll Rand, respectively. Lazard assumed no responsibility for and expressed no view as to such forecasts or the assumptions on which they were based.

In rendering its opinion, Lazard assumed with the consent of the board of directors of Trane, that the merger would be consummated on the terms described in the merger agreement, without any waiver or modification of any material terms or conditions of the merger agreement by Trane or Ingersoll Rand. Lazard also assumed, with the consent of Trane, that obtaining the necessary regulatory or third party approvals and consents for the merger will not have an adverse effect on Trane, Ingersoll Rand or the combined company following the merger that would be material for purposes of Lazard's analyses. Lazard did not express any opinion as to any tax or other consequences that might result from the merger, nor did its opinion address any legal, tax, regulatory or accounting matters, as to which Lazard understood that Trane had obtained such advice as it deemed necessary from qualified professionals. Lazard did not express any view or opinion as to any terms or other aspects of the merger (other than the merger consideration to the extent expressly set forth in Lazard's opinion). In addition, Lazard expressed no view or

opinion as to the fairness of the amount or nature of, or any other aspects relating to, the compensation to any officers, directors or employees of any parties to the merger or class of such persons, relative to the merger consideration or otherwise.

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The following is a brief summary of the material financial and comparative analyses that Lazard deemed appropriate for this type of transaction and that were performed by Lazard in connection with rendering its opinion as well as analyses that were presented to the board of directors for informational purposes only but were not material to the rendering of Lazard's opinion. The summary of Lazard's analyses described below is not a complete description of the analyses underlying Lazard's opinion. The preparation of a fairness opinion is a complex analytical process involving various determinations as to the most appropriate and relevant methods of financial analyses and the application of those methods to the particular circumstances, and, therefore, is not readily susceptible to summary description. In arriving at its opinion, Lazard considered the results of all the analyses and did not attribute any particular weight to any factor or analysis considered by it; rather, Lazard made its determination as to fairness on the basis of its experience and professional judgment after considering the results of all of the analyses. For purposes of Lazard's review, Lazard utilized, among other things, certain projections of the future financial performance of Trane and Ingersoll Rand as described below, as prepared by the management of Trane or Ingersoll Rand, respectively.

In its analyses, Lazard considered industry performance, general business, economic, market and financial conditions and other matters, many of which are beyond the control of Trane and Ingersoll Rand. No company, transaction or business used in Lazard's analyses as a comparison is identical to Trane, Ingersoll Rand or the proposed merger, and an evaluation of the results of those analyses is not entirely mathematical. Rather, the analyses involve complex considerations and judgments concerning financial and operating characteristics and other factors that could affect the acquisition, public trading or other values of the companies or transactions analyzed. The estimates contained in Lazard's analyses and the ranges of valuations resulting from any particular analysis are not necessarily indicative of actual values or predictive of future results or values, which may be significantly more or less favorable than those suggested by the analyses. In addition, analyses relating to the value of businesses or securities do not purport to be appraisals or to reflect the prices at which businesses or securities actually may be sold. Accordingly, the estimates used in, and the results derived from, Lazard's analyses are inherently subject to substantial uncertainty.

The financial analyses summarized below include information presented in tabular format. In order to fully understand Lazard's financial analyses, the tables must be read together with the text of each summary. The tables alone do not constitute a complete description of the financial analyses. Considering the data in the tables below without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of Lazard's financial analyses.

Trane Public Market Analysis

Lazard reviewed and analyzed selected public companies that it viewed as reasonably comparable to Trane based on Lazard's professional judgment and knowledge of the HVAC industry and the building products industry. In performing these analyses, Lazard reviewed and analyzed certain financial information, implied multiples and market trading data relating to the selected comparable public companies and compared such information to the corresponding information for Trane. Specifically, Lazard compared Trane to (i) a group of industrial companies with similar growth and margin profiles as Trane, (ii) Lennox International Inc. and (iii) a group of building products companies. Lazard compared Trane to Lennox International Inc. on a stand-alone basis because Lennox International Inc. was the only publicly-traded U.S. company focused purely on HVAC systems other than Goodman Global, Inc., which announced on October 22, 2007 that it had agreed to be acquired by affiliates of Hellman & Friedman LLC (Goodman Global was used as part of Lazard's private market analysis discussed below). The industrial group included the following six publicly traded companies:

Danaher Corporation;

Honeywell International Inc.;

ITT Corporation;

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Illinois Tool Works Inc.;

Rockwell Automation, Inc.; and

United Technologies Corporation.

The building products group included the following four publicly traded companies:

Lennox International Inc.;

Masco Corporation;

The Black & Decker Corporation; and

The Stanley Works.

Based on Institutional Brokers' Estimate System, or IBES, estimates and other public information, Lazard reviewed, among other things, the enterprise value (based on share prices as of December 13, 2007) of Lennox International and of each of the public companies in the industrial and building products groups as a multiple of such company's estimated earnings before interest, taxes, depreciation and amortization, or EBITDA, for calendar year 2008. A company's enterprise value is equal to its short and long-term debt *plus* the market value of its common equity and the value of any preferred stock (at liquidation value), *minus* its cash and cash equivalents. IBES compiles forward-looking financial estimates made by equity research analysts for U.S. publicly traded companies.

Lazard calculated the following multiples for the aforementioned public trading benchmarks:

	Enterprise Value / 2008E EBITDA
Lennox International	7.0x
Industrial Group (Median)	9.5x
Building Products Group (Median)	7.4x

Based on the foregoing calculations and Lazard's professional judgment, Lazard applied EBITDA multiples of 8.5x to 9.5x to Trane's calendar year 2008 estimated EBITDA provided by Trane's management, and determined an implied price per share range for Trane common stock of \$38.75 to \$43.40 per share. The per share merger consideration of \$48.05 (based on the closing price of Ingersoll Rand's Class A common shares on December 13, 2007) fell above this range.

Trane Private Market Analysis

Lazard reviewed and analyzed selected precedent merger and acquisition transactions involving companies in the HVAC industry. In performing these analyses, Lazard analyzed certain financial information and transaction multiples relating to companies in the selected transactions and compared such information to the corresponding information for Trane.

Specifically, Lazard reviewed three merger and acquisition transactions since August 2005 involving companies in the HVAC industry for which sufficient public information was available. Based on public filings, press releases and analyst reports, Lazard reviewed, among other things, the acquired company's enterprise values implied by the precedent transactions as a multiple of its current year estimated EBITDA.

The precedent transactions were (listed by acquiror followed by the acquired company and the date these transactions were publicly announced):

Hellman & Friedman LLC Goodman Global, Inc. (10-22-07);

Daikin Industries, Ltd. McQuay International (5-18-06); and

Johnson Controls, Inc. York International Corporation (8-24-05).

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Lazard calculated the following multiples for the above selected transactions used in its analysis:

	Enterprise Value / EBITDA
Hellman & Friedman / Goodman	10.0x
Daikin / McQuay	15.3x
JCI / York	12.0x

Based on the foregoing calculations and Lazard's professional judgment, Lazard applied EBITDA multiples of 11.0x to 13.0x to Trane's calendar year 2007 estimated EBITDA provided by Trane's management, and determined an implied price per share range for Trane common stock of \$43.17 to \$51.16 per share. The per share merger consideration of \$48.05 (based on the closing price of Ingersoll Rand's Class A common shares on December 13, 2007) fell within this range.

Trane Discounted Cash Flow Analysis

Using projections for fiscal years 2008 through 2010 provided by Trane's management (which implied a margin improvement of 270 basis points for the period from January 1, 2007 to December 31, 2010) and extrapolations of those projections for fiscal years 2011 and 2012 reviewed and deemed appropriate by Trane management, Lazard performed a discounted cash flow analysis of Trane to calculate the estimated present value of the standalone unlevered, after-tax free cash flows that Trane could generate during fiscal years ending December 31, 2008 through 2012. Lazard also calculated estimated terminal values for Trane by applying a range of EBITDA terminal value multiples of 8.5x to 9.5x to Trane's fiscal year ended December 31, 2012 estimated EBITDA. The unlevered, after-tax free cash flows and terminal values were discounted to present value using discount rates ranging from 8.0% to 10.0%, which were based on the weighted average cost of capital of the six industrial peer companies previously described in this section under the heading "Trane Public Market Analysis," and Lennox International Inc. that Lazard, in its professional judgment, viewed as the most relevant companies for purposes of this analysis. Lazard assumed net debt of \$155.0 million and a valuation date of December 31, 2007. Based on the foregoing, Lazard calculated an implied price per share range for Trane common stock of \$47.20 to \$56.16. The per share merger consideration of \$48.05 (based on the closing price of Ingersoll Rand's Class A common shares on December 13, 2007) fell within this range.

Lazard also performed a sensitivity analysis to the projected margin improvement of 270 basis points by performing the foregoing analysis assuming both margin improvements of 135 basis points (in line with what Trane achieved between 2003 and 2006) and no margin improvements (in line with what Trane achieved from 2001 to 2007) for the period from January 1, 2007 to December 31, 2010. Based on the foregoing and the other assumptions described in the preceding paragraph, Lazard calculated an implied price per share range for Trane common stock of \$42 to \$50 when assuming margin improvements of 135 basis points and \$37 to \$44 when assuming no margin improvements. The per share merger consideration of \$48.05 (based on the closing price of Ingersoll Rand's Class A common shares on December 13, 2007) fell within the range when assuming margin improvements of 135 basis points and above the range when assuming no margin improvements.

Other Trane Analyses

The analyses and data described below were presented to the board of directors of Trane for informational purposes only, and were not material to the rendering of Lazard's opinion because they were not relied on by Lazard in determining the fairness of the merger consideration to be paid to Trane stockholders in the merger.

Present Value of Future Stock Price Analysis

Lazard performed an illustrative analysis of the implied present values of the future stock price of Trane, which is designed to provide an indication of the present value of a theoretical future value of a company's

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equity as a function of such company's estimated future earnings per share, or EPS, and its assumed price to future earnings multiple. For this analysis, Lazard used the financial forecasts for Trane prepared by its management for each of the years in fiscal 2008 to 2010. Lazard first calculated implied per share values for the Trane common stock for each of the fiscal years 2008 to 2010 by applying price to forward earnings multiples of 14.1x (Trane's price-to-earnings, or P/E, multiple based on its share price as of December 13, 2007 and IBES 2008 estimated EPS as of such date) and 16.1x (the midpoint 2008 P/E multiple implied in Lazard's public market analysis of Trane), to estimates prepared by Trane's management of fiscal years 2008 to 2010 EPS. Lazard then discounted those values using an equity discount rate of 12.0%. Assuming a P/E multiple of 14.1x, the foregoing analysis resulted in a range of implied present value per Trane share of \$35.85 to \$48.03, below the per share merger consideration of \$48.05 (based on the closing price of Ingersoll Rand's Class A common shares on December 13, 2007). Assuming a P/E multiple of 16.1x, the foregoing analysis resulted in a range of implied present value per Trane share of \$41.08 to \$55.03; the per share merger consideration of \$48.05 (based on the closing price of Ingersoll Rand's Class A common shares on December 13, 2007) was within that range.

Lazard also performed the foregoing analysis using IBES EPS estimates for fiscal year 2008 and 2009, and an estimated 2010 EPS calculated using the long-term IBES EPS growth rate of 13.0%. Lazard also applied price to forward EPS multiples of 14.1x and 16.1x to such EPS estimates to calculate implied per share values for the Trane common stock for the fiscal years 2008 to 2010, and discounted those values using an equity discount rate of 12.0%. Assuming a P/E multiple of 14.1x, the foregoing analysis resulted in a range of implied present value per Trane share of \$35.85 to \$39.12. Assuming a P/E multiple of 16.1x, the foregoing analysis resulted in a range of implied present value per Trane share of \$41.08 to \$44.82. The per share merger consideration of \$48.05 (based on the closing price of Ingersoll Rand's Class A common shares on December 13, 2007) was above both ranges.

Present Value of Analyst Target Price Ranges

Lazard also summarized for the board of directors the present value of Wall Street analyst target prices of Trane common stock, assuming a 12% cost of equity. Based on the foregoing, Lazard calculated an implied price per share range for Trane common stock of \$34 to \$40. The per share merger consideration of \$48.05 (based on the closing price of Ingersoll Rand's Class A common shares on December 13, 2007) fell above this range.

Ingersoll Rand Sum-of-the-Parts Analysis

A sum-of-the-parts analysis reviews a business' operating performance and outlook on a segment-by-segment basis and compares each segment's performance to a group of publicly traded peer companies to determine an implied market value for the enterprise as a whole. Lazard performed a sum-of-the-parts analysis for the following operating segments of Ingersoll Rand:

Climate Control Technologies;

Industrial Technologies; and

Security Technologies.

The following table indicates the companies reviewed by Lazard in each of these segments:

Climate Control Technologies

Dover Corporation
Illinois Tool Works Inc.
Lenox International Inc.
Trane Inc.

Industrial Technologies

Atlas Copco
SPX Corporation

Security Technologies

Assa Abloy AB
Kaba ILCO

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Based on IBES estimates and other public information, Lazard reviewed the enterprise value of each of the public companies listed above as a multiple of such company's estimated EBITDA for calendar year 2008. Lazard calculated the following multiples for the aforementioned trading benchmarks:

	Enterprise Value / 2008E EBITDA (Median)
Climate Control Technologies	8.1x
Industrial Technologies	9.1x
Security Technologies	8.7x

Based on the foregoing, Lazard applied EBITDA multiple ranges of 8.0x to 9.0x, 9.5x to 10.5x and 8.0x to 9.0x to Ingersoll Rand's 2008 estimated EBITDA (based on both research estimates and Ingersoll Rand management projections) for its climate control, industrial and security segments, respectively.

Based on the foregoing analysis:

Lazard calculated an implied range for Ingersoll Rand Class A common shares of \$50.40 to \$55.88 based on research estimates. The \$50.21 price per Ingersoll Rand Class A common share as of December 13, 2007 was below that range.

Lazard also calculated an implied range for Ingersoll Rand Class A common shares of \$51.36 to \$57.05 based on Ingersoll Rand management projections. The \$50.21 price per Ingersoll Rand Class A common share as of December 13, 2007 was below that range.

Ingersoll Rand Discounted Cash Flow

Using projections for fiscal years 2008 through 2010 provided by Ingersoll Rand's management and extrapolations of those projections for fiscal years 2011 and 2012 reviewed and deemed reasonable by Trane management, Lazard performed a discounted cash flow analysis of Ingersoll Rand to calculate the estimated present value of the standalone unlevered, after-tax free cash flows that Ingersoll Rand could generate during fiscal years ending December 31, 2008 through 2012. Lazard calculated estimated terminal values for Ingersoll Rand by applying a range of EBITDA terminal value multiples of 8.5x to 9.5x to Ingersoll Rand's fiscal year ended December 31, 2012 estimated EBITDA. The unlevered, after-tax free cash flows and terminal values were discounted to present value using discount rates ranging from 8.0% to 10.0%, which were based on the weighted average cost of capital of selected peer companies that Lazard viewed as reasonably comparable to Ingersoll Rand. Based on the foregoing, Lazard calculated an implied price per share range for Ingersoll Rand Class A common shares of \$58.80 to \$68.08. The \$50.21 price per Ingersoll Rand Class A common share as of December 13, 2007 was below that range.

Lazard also performed the foregoing analysis based on Wall Street equity research reports. Based on the foregoing and the other assumptions described in the preceding paragraph, Lazard calculated an implied price per share range for Ingersoll Rand Class A common shares of \$52.17 to \$60.19. The \$50.21 price per Ingersoll Rand Class A common share as of December 13, 2007 was below that range.

Other Ingersoll Rand Analyses

The analyses and data described below were presented to the board of directors of Trane for informational purposes only, and were not material to the rendering of Lazard's opinion because they were not relied on by Lazard in determining the fairness of the merger consideration to be paid to Trane stockholders in the merger.

Present Value of Analyst Target Price Ranges

Lazard also summarized for the board of directors the present value of Wall Street analyst target prices for Ingersoll Rand Class A common shares, assuming a 12% cost of equity. Based on the foregoing, Lazard calculated an implied price per share range for Ingersoll Rand Class A common shares of \$46 to \$54. The \$50.21 price per Ingersoll Rand Class A common share as of December 13, 2007 was within that range.

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52-Week Trading Range

Lazard also summarized for the board of directors the 52-week trading range of Ingersoll Rand Class A common shares. The 52-week low price of Ingersoll Rand Class A common shares was \$38.03, occurring on December 26, 2006, and the 52-week high price of Ingersoll Rand Class A common shares was \$56.66, occurring on July 17, 2007. The \$50.21 price per Ingersoll Rand Class A common share as of December 13, 2007 was within that range.

Pro Forma Merger Analysis

Lazard analyzed the potential pro forma effect of the merger on Ingersoll Rand's projected EPS for calendar years 2008 and 2009 using Ingersoll Rand and Trane management estimates. For purposes of this analysis, Lazard assumed, among other things, pre-tax run rate synergies as provided by Ingersoll Rand management. Lazard noted that the merger is expected to be accretive to Ingersoll Rand IBES EPS in fiscal years 2008 and 2009.

Lazard's Fees; General Matters

Lazard's opinion and financial analyses were not the only factors considered by Trane's board of directors in its evaluation of the merger and should not be viewed as determinative of the views of Trane's board of directors or Trane's management.

In connection with Lazard's services as financial advisor to Trane's board of directors, Trane has agreed to pay to Lazard an aggregate fee equal to 0.20% of the aggregate consideration to be paid in the merger, of which 20% is payable upon the rendering of Lazard's opinion. For these purposes, the aggregate consideration generally means the total amount of cash and the fair market value (on the date of payment) of all other property paid or payable to Trane and its affiliates and its and their respective securityholders in connection with the transaction, including the Ingersoll Rand Class A common shares to be issued to Trane shareholders and amounts paid or payable in respect of convertible securities, warrants, stock appreciation rights, options or similar rights, whether or not vested, plus the principal amount of all indebtedness for borrowed money as set forth in the most recent consolidated balance sheet of Trane prior to consummation of the transaction. The aggregate fee currently is estimated to be approximately \$20 million based on the closing price of Ingersoll Rand Class A common shares as of April 8, 2008 and Trane's latest balance sheet as of the date of this proxy statement/prospectus. \$4 million of Lazard's fee was paid following the rendering of Lazard's opinion, and the remainder is contingent upon the closing of the merger. Trane has also agreed to reimburse Lazard for its reasonable expenses, including the expenses of legal counsel, and to indemnify Lazard and related parties against liabilities, including liabilities under the federal securities laws, arising out of its engagement.

The merger consideration was determined through arms-length negotiations between Trane and Ingersoll Rand and was unanimously approved by the Boards of Directors of Trane and Ingersoll Rand. Lazard provided advice to Trane's Board of Directors during these negotiations. Lazard did not, however, recommend any specific amount of consideration to Trane or Trane's Board of Directors or that any specific amount of consideration constituted the only appropriate consideration for the transaction.

Lazard in the past has provided investment banking services to Trane and certain of its affiliates, for which Lazard has received compensation. Since January 1, 2006, Lazard has received payments from Trane and Trane's affiliates totaling approximately \$12 million, which consists of fees paid to Lazard with respect to its services as financial advisor to Trane in connection with the spin-off of its Vehicle Control Systems business, and the sale of its Bath and Kitchen business. In addition, in the ordinary course of their respective businesses, affiliates of Lazard and LFCM Holdings LLC (an entity indirectly owned in large part by managing directors of Lazard) may actively trade securities of Trane/or the securities of Ingersoll Rand and certain of their respective affiliates for their own accounts and for the accounts of their customers and, accordingly, may at any time hold a long or short position in such securities. The issuance of Lazard's opinion was approved by the Opinion Committee of Lazard.

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Lazard is an internationally recognized investment banking firm and is continually engaged in the valuation of businesses and their securities in connection with mergers and acquisitions, negotiated underwritings, secondary distributions of listed and unlisted securities, private placements, leveraged buyouts, and valuations for real estate, corporate and other purposes. Lazard was selected to act as investment banker to the board of directors of Trane because of its expertise and its reputation in investment banking and mergers and acquisitions.

Financial Projections

In the normal course, Trane's senior management prepares a long-term strategic plan containing internal projections for the upcoming three-year period that is made available to Trane's board of directors and senior management. Additionally, Trane's senior management prepares an annual operating plan in the fall of each year, where detailed strategies are identified for the next calendar year and based on the annual operating plan, the financial projections for the next calendar year that are contained in the strategic plan are refined and updated. In connection with the transaction, Trane's board of directors and Lazard had received and considered such projections for 2008-2010. In addition, certain financial projections based on the strategic plan for the three-year period 2008-2010 were provided to Ingersoll Rand and its financial advisors in connection with their consideration of the merger.

The projections set forth below are included in this proxy statement/prospectus to provide Trane shareholders access to certain nonpublic information considered by Trane's board of directors during its evaluation of the merger and Lazard in the preparation of its opinion that the consideration to be paid to the holders of Trane's common stock in the merger was fair, from a financial point of view, to such holders. The inclusion of this information should not be regarded as an indication to any shareholder that Trane's board of directors or any other recipient of this information considered, or now considers, it to be predictive of actual future results. The projections reflect numerous estimates and assumptions with respect to industry performance, general business, economic, regulatory, market and financial conditions, as well as matters specific to Trane's business, many of which are beyond Trane's control. As a result, there can be no assurance that the projected results will be realized or that actual results will not be significantly higher or lower than projected. Since the projections cover multiple years, such information by its nature becomes less predictive with each successive year. These financial projections were prepared for internal use and not with a view toward public disclosure or toward complying with generally accepted accounting principles in the United States, which we refer to in this proxy statement/prospectus as GAAP, the published guidelines of the SEC regarding projections or the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of prospective financial information. The projections included in this proxy statement/prospectus were prepared by, and are the responsibility of, Trane's management. We assume no responsibility (nor do we as a normal course) to update these projections, other than for purposes of the annual operating plan described below. Neither Trane's independent registered public accounting firm, nor any other independent accountants, have compiled, examined, or performed any procedures with respect to the prospective financial information contained herein, nor have they expressed any opinion or any other form of assurance on such information or its achievability, and assume no responsibility for, and disclaim any association with, the prospective financial information. The Ernst & Young LLP reports incorporated by reference in this proxy statement/prospectus relate to Trane's historical financial information. They do not extend to the projected financial information and should not be read to do so. Furthermore, the financial projections do not take into account any circumstances or events occurring after the date the projections were prepared that were unforeseen by Trane's management at the time of preparation. Trane has made publicly available its actual results of operations for the year ended December 31, 2007. Trane shareholders should review Trane's Annual Report on Form 10-K for the year ended December 31, 2007 to obtain this information. See **Where You Can Find More Information** beginning on page 124. Readers of this proxy statement/prospectus are cautioned not to place undue reliance on the projections set forth below. No one has made or makes any representation to any shareholder regarding the information included in these

projections. The inclusion of projections in this proxy statement/prospectus should not be regarded as an indication that such projections will be an accurate prediction of future events, and they should not be relied on as such.

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A summary of the projections reflected in Trane's strategic plan that was delivered to Trane's board of directors as part of its strategic planning and as one of the factors considered by Trane's board of directors in connection with their approval of the merger agreement is set forth below. These projections were prepared by Trane management in July 2007, and, as described above, following the completion of the annual operating plan, the July projections were updated for internal purposes in October 2007 to reflect developments outlined in the annual operating plan.

Trane Inc.**Summary Projections**

	For the Year Ending December 31, 2009 (\$ in millions)		
	2008	2009	2010
Revenues:	\$ 7,950	\$ 8,738	\$ 9,525
EBITDA⁽¹⁾⁽³⁾:			
Strategic Plan	\$ 940	\$ 1,123	\$ 1,270
% Margin	11.8%	12.9%	13.3%
EBIT⁽²⁾⁽³⁾:			
Strategic Plan	\$ 827	\$ 1,005	\$ 1,150
% Margin	10.4%	11.5%	12.1%

- (1) EBITDA is defined as net income before interest expense, income taxes, depreciation and amortization, calculated after corporate expenses.
- (2) EBIT is defined as net income before interest expenses and income taxes, calculated after corporate expenses.
- (3) EBITDA and EBIT are not measures of performance under GAAP, and should not be considered as substitutes for measurements prepared in accordance with GAAP. Management analyzes EBIT and EBITDA because such measures are useful to them in understanding operational performance of the business.

The projections set forth above represent those included in the strategic plan, which in the case of 2008 were updated to give effect to the annual operating plan in October 2007 as described above (the "October Projections"). In connection with Ingersoll Rand's due diligence process, Trane provided to Ingersoll Rand certain financial projections for the three-year period 2008-2010. The summary financial projections provided to Ingersoll Rand were substantially the same as those reflected in management's original strategic plan, as updated to give effect to the adjustments made in the October Projections. However, the projections provided to Ingersoll Rand included, as an identified line-item, a lower level of contingency reserve to reflect the risks associated with the strategic plan than had been included in the October Projections. The lower level of contingency reserve was utilized in the projections delivered to Ingersoll Rand because management believed Ingersoll Rand would apply its own more conservative level of contingency reserve to the projections. The lower contingency reserve included in the projections delivered to Ingersoll Rand resulted in EBITDA and EBIT of \$951 million, \$1,168 million and \$1,375 million (in respect of EBITDA) and \$827 million, \$1,023 million and \$1,213 million (in respect of EBIT), in each case, for the years ending December 31, 2008, 2009 and 2010, respectively. Trane's board of directors was aware of and took into account the projections provided to Ingersoll Rand as well as the October Projections prior to approving the merger agreement on December 14, 2007.

Neither Ingersoll Rand nor its management participated in preparing, nor expresses any view on, the financial forecasts reflected in the October Projections, or the assumptions underlying such information. The summary of the October Projections is not included in this proxy statement/prospectus in order to induce any Trane shareholder to vote in favor of the merger or to impact any investment decision with respect to Ingersoll Rand common stock.

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BY INCLUDING IN THIS PROXY STATEMENT/PROSPECTUS A SUMMARY OF THE INTERNAL FINANCIAL FORECASTS REFLECTED IN THE OCTOBER PROJECTIONS, NEITHER TRANE NOR INGERSOLL RAND UNDERTAKES ANY OBLIGATION TO UPDATE, OR PUBLICLY DISCLOSE ANY UPDATE TO, THE FINANCIAL FORECASTS TO REFLECT CIRCUMSTANCES OR EVENTS, INCLUDING UNANTICIPATED EVENTS, THAT MAY HAVE OCCURRED OR THAT MAY OCCUR AFTER THE PREPARATION OF OCTOBER PROJECTIONS, EVEN IN THE EVENT THAT ANY OR ALL OF THE ASSUMPTIONS UNDERLYING THE FINANCIAL FORECASTS ARE SHOWN TO BE IN ERROR.

Neither Trane's nor Ingersoll Rand's independent registered public accounting firm, nor any other independent accountants, have examined, compiled or otherwise performed any procedures with respect to the prospective financial information contained in these internal financial forecasts nor have they expressed any opinion or given any other form of assurance on this information or its achievability.

Ingersoll Rand's Reasons for the Merger

The Ingersoll Rand board of directors, in reaching its decision to approve the merger agreement and the transactions contemplated by the merger agreement, considered the following factors:

Trane's financial condition, results of operations, business, competitive position, reputation, pending legal proceedings and business prospects, as well as current industry, economic, government, regulatory and market conditions and trends.

The Ingersoll Rand board of directors' assessment of the complementary strengths of each of the companies. The Ingersoll Rand board of directors also reviewed information with respect to the prospects of the combined company.

Trane's strategic attractiveness following the recent divestitures of its bath and kitchen and its vehicle control systems businesses, and Ingersoll Rand's ability to make a strategic acquisition using the proceeds from its recent divestitures.

That, because the exchange ratio under the merger agreement is fixed (will not be adjusted for fluctuations in the market price of Ingersoll Rand Class A common shares or Trane common stock), the per share value of the merger consideration to be paid to Trane stockholders on completion of the merger could be significantly more or less than its implied value immediately prior to the announcement of the merger agreement.

The terms and conditions of the merger agreement, including the form and amount of the consideration and the representations, warranties, covenants, conditions to closing and termination rights contained in that agreement.

In view of the number and variety of factors considered in connection with its evaluation of the merger, the Ingersoll Rand board of directors did not consider it practicable to, and did not attempt to, quantify or otherwise assign relative weights to the specific factors it considered in reaching its determination.

Interests of Certain Persons in the Merger

In considering the recommendation of Trane's board of directors with respect to the merger agreement, shareholders should be aware that Trane's executive officers and the members of Trane's board of directors have interests in the merger that may be different from, or in addition to, the interests of the other shareholders of Trane generally. Trane's board of directors was aware of these interests and considered them, among other matters, in making their recommendation.

Appointment of Directors or Officers

The merger agreement provides that, upon completion of the merger, Ingersoll Rand will appoint two members of Trane's current board of directors, to be mutually agreed upon by Trane and Ingersoll Rand prior to the closing, to the

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Ingersoll Rand board of directors, and, following the merger, Ingersoll Rand has agreed to take all actions that are necessary to ensure that the two Trane designees are nominated for election to the Ingersoll Rand board of directors at each of the 2009 and 2010 annual shareholders meeting of Ingersoll Rand. Ingersoll Rand and Trane have agreed that Jared L. Cohon and Edward E. Hagenlocker will be appointed as members of the Ingersoll Rand board of directors following the merger. In addition, while no determination has been made as of the date of this proxy statement/prospectus, it is possible that certain executive officers of Trane will be offered positions with Ingersoll Rand effective upon completion of the merger.

Treatment of Trane Equity Awards

Under Trane's 2002 Omnibus Plan, in the event of a change of control of Trane (the definition of which would be triggered by the merger), any outstanding stock options issued under the plan will become immediately vested and exercisable and the restricted period shall lapse as to any outstanding restricted stock units. The executive officers of Trane as a group held an aggregate of 641,838 unvested Trane stock options and 21,032 unvested restricted stock units as of February 25, 2008. All of these awards will become fully vested at the time of the merger. All of Mr. Poses' equity awards are currently fully vested.

The following table sets forth the number of unvested stock options to acquire Trane common stock held by Trane's executive officers as of February 25, 2008 and the approximate value of those unvested options (based on an assumed value per share of Trane common stock immediately prior to the closing of the merger of \$45.05, which was the closing price per share of Trane common stock on February 25, 2008, which value may vary):

Name	Unvested Options (No. of Shares)	Weighted Average Exercise Price	Approximate Value of Unvested Options
G. Peter D. Aloia	300,000	\$ 39.07	\$ 1,794,000
Lawrence B. Costello	75,000	\$ 33.53	\$ 864,000
Mary Elizabeth Gustafsson	50,001	\$ 33.53	\$ 576,012
W. Craig Kissel	125,001	\$ 33.53	\$ 1,440,012
David R. Pannier	50,001	\$ 33.53	\$ 576,012
Brad M. Cerepak	18,334	\$ 34.20	\$ 198,924
David S. Kuhl	12,501	\$ 33.53	\$ 144,012
Edward Schlesinger	11,000	\$ 27.81	\$ 189,640

The following table sets forth the number of unvested restricted stock units with respect to Trane common stock held by Trane's executive officers as of February 25, 2008 and the approximate value of those unvested restricted stock units (based on an assumed value per share of Trane common stock immediately prior to the closing of the merger of \$45.05, which was the closing price per share of Trane common stock on February 25, 2008, which value may vary):

Name	Unvested Restricted Stock Units (No. of Shares)	Approximate Value of Unvested Restricted Stock Units
G. Peter D. Aloia		
Lawrence B. Costello		
Mary Elizabeth Gustafsson		
W. Craig Kissel		
David R. Pannier		
Brad M. Cerepak	9,377	\$ 422,434
David S. Kuhl	6,225	\$ 280,436
Edward Schlesinger	5,430	\$ 244,622

In addition to the unvested Trane stock options described above, Trane's executive officers and directors also hold vested options to acquire Trane common stock. The executive officers and directors have already

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earned the right to exercise these options; consequently, the merger will not affect the vesting of the options. The following table sets forth the number of vested stock options to acquire Trane common stock held by Trane's executive officers and directors as of February 25, 2008 and the approximate value of those vested options (based on an assumed value per share of Trane common stock immediately prior to the closing of the merger of \$45.05, which was the closing price per share of Trane common stock on February 25, 2008, which value may vary):

Name	Vested Options (No. of Shares)	Weighted Average Exercise Price	Approximate Value of Vested Options
Frederic M. Poses	4,717,653	\$ 13.72	\$ 147,804,068
G. Peter D. Aloia	750,000	\$ 23.70	\$ 16,012,500
Lawrence B. Costello	396,461	\$ 23.12	\$ 8,694,390
Mary Elizabeth Gustafsson	122,199	\$ 28.62	\$ 2,007,730
W. Craig Kissel	781,698	\$ 20.91	\$ 18,870,190
David R. Pannier	396,203	\$ 19.27	\$ 10,265,620
Brad M. Cerepak	106,666	\$ 23.25	\$ 2,325,319
David S. Kuhl	44,999	\$ 25.15	\$ 895,480
Edward Schlesinger	26,000	\$ 27.68	\$ 451,620
Steven E. Anderson	44,700	\$ 24.82	\$ 904,281
Jared L. Cohon	89,700	\$ 18.46	\$ 2,385,123
Paul J. Curlander	21,000	\$ 30.23	\$ 311,220
Steven F. Goldstone	44,700	\$ 24.82	\$ 904,281
Kirk S. Hachigian	10,500	\$ 29.80	\$ 160,125
Edward E. Hagenlocker	49,701	\$ 23.74	\$ 1,059,128
Ruth Ann Marshall	31,800	\$ 28.38	\$ 530,106
Dale F. Morrison	14,646	\$ 30.21	\$ 217,347

Frederic M. Poses, G. Peter D'Aloia, Mary Elizabeth Gustafsson, Lawrence B. Costello, W. Craig Kissel and David R. Pannier, whom we refer to as the specified option holders, have agreed to elect to fully convert all of such individuals' Trane stock options into options to acquire Ingersoll Rand Class A common shares in the merger (except to the extent it is necessary to have such options cancelled in exchange for a cash payment (or "cashed-out") in order to ensure that the maximum amount of rolled-over options (as described in the section entitled "The Merger Agreement Treatment of Stock Options" beginning on page 69 and the section entitled "The Stock Option Election" beginning on page 90) is not exceeded). However, options issued under Trane's Stock Incentive Plan may be, at the election of the option holder, relinquished to Ingersoll Rand (as successor following the merger) in exchange for a cash payment following the merger at any time within the sixty day period after the special meeting of Trane shareholders in which the merger was approved. This cash payment would be equal to the difference between the exercise price of the option and fair market value (which, for options that were vested prior to 2005, is defined to mean the highest price paid for Trane shares in the merger, measured at the time of closing of the merger). As of February 25, 2008, the executive officers, as a group, hold 3,507,517 (including 53,347 ISOs) options which will have this "cash-out" right following the merger.

Treatment of WABCO Equity Awards

Certain of Trane's executive officers and directors hold unvested options to acquire shares of common stock of WABCO Holdings Inc., which was spun-off from Trane on July 31, 2007. Such WABCO options continue to vest based on the executive officer's continued employment with Trane and the director's continued service on Trane's board of directors, as applicable. Pursuant to the terms of such WABCO options, if the employment of the executive officer with Trane or the service of the director on Trane's board of directors, as applicable, is terminated under certain circumstances following a change in control of Trane (the definition of which will be triggered by the merger), such executive officer's or director's WABCO options will become immediately vested and exercisable. Following the merger, continued service with Ingersoll Rand and its subsidiaries (including Trane) will be treated as continued service for vesting and termination of these WABCO options.

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The following table sets forth the number of unvested WABCO options held by Trane's executive officers and directors as of February 25, 2008 and the approximate value of those unvested options (based on \$43.41, which was the closing price of shares of WABCO common stock on February 25, 2008):

Name	Unvested Options (No. of Shares)	Weighted Average Exercise Price	Approximate Value of Unvested Options
G. Peter D. Aloia	49,999	\$ 41.62	\$ 89,498
Lawrence B. Costello	25,000	\$ 41.62	\$ 44,750
Mary Elizabeth Gustafsson	16,668	\$ 41.62	\$ 29,836
W. Craig Kissel	41,667	\$ 41.62	\$ 74,584
David R. Pannier	16,666	\$ 41.62	\$ 29,832
Brad M. Cerepak	6,110	\$ 42.46	\$ 5,804
David S. Kuhl	4,167	\$ 41.62	\$ 7,459
Edward Schlesinger	3,667	\$ 34.53	\$ 32,563
Steven E. Anderson	3,499	\$ 41.62	\$ 6,263
Jared L. Cohon ⁽¹⁾	3,500	\$ 41.62	\$ 6,265
Paul J. Curlander	3,500	\$ 41.62	\$ 6,265
Steven F. Goldstone	3,500	\$ 41.62	\$ 6,265
Kirk S. Hachigian	3,500	\$ 41.62	\$ 6,265
Edward E. Hagenlocker ⁽¹⁾	3,500	\$ 41.62	\$ 6,265
Ruth Ann Marshall	3,499	\$ 41.62	\$ 6,263

- (1) On the later of the completion of the merger and June 4, 2008, Messrs. Cohon and Hagenlocker will be appointed to the Ingersoll Rand board of directors. Should they accept the designation to serve on the Ingersoll Rand board of directors, the options to acquire shares of common stock of WABCO Holdings Inc. as described above will not vest.

Treatment of Cash Incentive Awards

Under Trane's 2002 Omnibus Plan, upon a change of control, all performance periods for annual incentive and long-term incentive awards shall end, and awards shall become payable at target levels, prorated for the portion of the performance period completed prior to the change of control. Each of Trane's executive officers is expected to have outstanding long-term awards and annual awards with respect to fiscal year 2008 at the time of the merger, which awards will pay out as described in the preceding sentence. The aggregate amount of such payments is expected to be approximately \$6.73 million, assuming a closing date of May 31, 2008.

The following table sets forth the amounts expected to be paid to Trane's executive officers in accordance with the pro-rated annual and long-term bonus payments described in the preceding paragraph, assuming the merger occurs on May 31, 2008:

Name	Approximate Amount of Pro-Rata Payment for Annual and Long-Term Incentive Awards
Frederic M. Poses ⁽¹⁾	\$ 1,700,000
G. Peter D. Aloia	\$ 1,280,000
Lawrence B. Costello	\$ 902,153
Mary Elizabeth Gustafsson	\$ 610,104
W. Craig Kissel	\$ 1,120,000
David R. Pannier	\$ 573,417
Brad M. Cerepak	\$ 322,208
David S. Kuhl	\$ 123,355
Edward Schlesinger	\$ 99,104

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- (1) Represents pro-rata payment on long-term incentive awards for periods through December 31, 2007. Mr. Poses is not entitled to payments with respect to subsequent periods (please see Agreement with Mr. Poses on page 58).

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Certain of Trane's executive officers (Messrs. D. Aloia, Kissel, Pannier and Costello and Ms. Gustafsson) are eligible to participate in Trane's Corporate Officers' Severance Plan (Officers' Severance Plan). Mr. Poses will not be eligible to receive any severance payments in connection with the merger. The Officers' Severance Plan provides that any eligible officer whose employment is involuntarily terminated by Trane without cause or who leaves Trane for Good Reason within two years following the occurrence of a change of control (the definition of which would be triggered by the merger) will be paid a lump sum amount equal to two times the executive officer's annual base salary at the time of termination or departure, *plus* one times such officer's then current annual incentive target award, *plus* one proration of the current annual incentive target award (but, only to the extent not payable under the Annual Incentive Plan or otherwise). In addition, group life and group medical coverage will be continued for up to 24 months following the officer's termination or departure. The Officers' Severance Plan also provides for reimbursement of financial planning services of up to \$5,000 if such expenses are submitted within one year of the executive's termination of employment. For purposes of the Officers' Severance Plan, Good Reason is defined to mean the occurrence of any of the following events: (a) an adverse change in the executive's position or status as an executive or a material diminution in the executive's duties, authority, or responsibilities; assignment of any duties or responsibilities to executive which are inconsistent with executive's status or position; or removal of the executive from or any failure to reappoint or reelect executive to his or her position(s) (except in connection with the termination of his or her employment for cause, disability or retirement or as result of his or her death or by him or her other than for Good Reason); (b) relocation of the executive's principal place of employment to a location that is at least 30 miles further from the executive's principal residence than his current principal place of employment; (c) a reduction by Trane in the executive's base salary; (d) the taking of any action by Trane that would substantially diminish the aggregate projected value of the executive's award opportunities under Trane's incentive plans in which he or she was participating at the time of the taking of such action; (e) the taking of any action by Trane that would substantially diminish the aggregate value of the benefits provided to the executive under Trane's medical, health, accident, disability, life insurance, thrift and retirement plans in which he or she was participating at the time of the taking of such action; or (f) any purported termination by Trane of the executive's employment that is not a termination for cause provided that this shall not include termination due to retirement. In all cases a termination for Good Reason shall not have occurred unless the executive gives the company written notice of the event constituting Good Reason within sixty (60) days of its occurrence and the company fails to cure the event within thirty (30) days of receipt of such notice. The Officers' Severance Plan also entitles an executive to receive an additional excise tax gross-up payment following a change of control, if required, to compensate the executive for any excise taxes imposed under the Internal Revenue Code on certain compensation received on account of a change of control. In the event that, immediately following the merger, each of Trane's executive officers was terminated in a manner which entitled such executive to benefits under the Officers' Severance Plan, the executive officers would receive payments and benefits with an aggregate value of approximately \$6.04 million.

The following table sets forth the approximate amount of payments and the value of benefits that the executive officers who participate in the Officers' Severance Plan would receive if each such executive officer's employment were to be terminated immediately following the merger, assuming the merger occurs on May 31, 2008:

Name	Approximate Cash Severance Benefit (including any gross-up payments)	Approximate Value of Continued Welfare Benefits and Financial Planning Reimbursement
G. Peter D. Aloia	\$ 1,620,000	\$ 22,447
Lawrence B. Costello	\$ 1,147,500	\$ 21,713
Mary Elizabeth Gustafsson	\$ 967,250	\$ 27,258
W. Craig Kissel	\$ 1,417,500	\$ 29,166
David R. Pannier	\$ 765,000	\$ 20,914

Table of Contents*Change of Control Severance Plan*

Trane's other executives (not including Mr. Poses, but including the other executive officers listed below) participate in Trane's Change of Control Severance Plan. The Change of Control Severance Plan provides severance benefits to executives in the event their employment is involuntarily terminated without cause or they leave for good reason within two years of the occurrence of a change of control (the definition of which would be triggered by the merger). Severance benefits provided include one year's base salary and one current Annual Incentive Plan target award (but only to the extent not payable under the Annual Incentive Plan or otherwise), continuation of group medical and group life coverage for up to one year and outplacement services. Payments under the Change of Control Severance Plan will be reduced to the extent necessary to prevent them being subject to excise taxes under the Internal Revenue Code.

The following table sets forth the approximate amount of payments and the value of benefits that the listed executive officers (each of whom participate in the Change of Control Severance Plan) would receive if each such executive officer's employment were to be terminated immediately following the merger, assuming the merger occurs on May 31, 2008:

Name	Approximate Cash Severance Benefit	Approximate Value of Continued Welfare Benefits and Outplacement
Brad M. Cerepak	\$ 457,250	\$ 21,058
David S. Kuhl	\$ 294,298	\$ 21,031
Edward Schlesinger	\$ 261,906	\$ 20,961

In addition to Trane's existing severance arrangements, the merger agreement permits Trane to implement an enhanced severance commitment in connection with the merger. The enhanced severance commitment does not apply to Trane's executive officers. Additionally, the merger agreement permits Trane to establish a cash retention pool, up to an estimated \$20 million in the aggregate to be available for awards consistent with past practice to employees. Of the \$20 million retention pool, \$4 million is expected to be used for short term retention bonuses for key individuals necessary to complete the merger transaction and Trane has the authority to determine the recipients, size and terms of the awards within the \$4 million pool, subject to good faith consultation with Ingersoll Rand and an aggregate maximum award of one times the recipient's annual base compensation. Messrs. Poses, D'Aloia, Costello, Kissel and Pannier and Ms. Gustafsson, who are referred to as the specified option holders, are not eligible for awards from the \$4 million short-term retention pool. The remaining \$16 million of the retention pool will be used for long-term retention for Trane employees that are expected to be employed by Ingersoll Rand following the merger, and Trane and Ingersoll Rand will mutually agree as to the recipients, size and term of such awards, provided that the awards shall not exceed an aggregate maximum award of two times the recipient's annual base compensation.

Agreement with Mr. Poses

At the time the merger agreement was executed, Trane entered into an agreement with Frederic M. Poses to extend his term of employment as Chief Executive Officer for a period up to and including June 30, 2008. Under this extension, Mr. Poses will continue to serve as Chief Executive Officer of Trane until June 30, 2008 or such earlier date as Trane's board of directors specifies. Commencing January 1, 2008, Mr. Poses' base salary was increased to a monthly rate of \$416,666.66. If Mr. Poses' employment terminates prior to March 31, 2008 for any reason other than his voluntary termination or a termination by the Company for cause (as such term is defined in the Company's Corporate Officers Severance Plan), Trane will pay him an amount equal to the excess, if any, of \$1,250,000 over the amount actually paid to Mr. Poses as base salary for his services in 2008. Mr. Poses will also continue to participate in the employee benefit plans and programs generally made available to employees of Trane and shall receive such perquisites as are otherwise made available to senior officers of Trane. Mr. Poses will not receive any other compensation for his services during this extended period of employment. He will not

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receive or be eligible for any other bonus or supplemental cash payment, any grant or any additional service credits in respect of any long-term incentive plan and will not be granted any additional stock option or other equity or equity-based grants. At the end of such services, regardless of when occurring or the reason for his termination, Mr. Poses will not be entitled to any severance or termination benefits other than the minimum payment described above if his continued period of employment ends before March 31, 2008.

Agreement with Mr. D Aloia

Trane has an employment letter agreement with Mr. D'Aloia, pursuant to which Trane has agreed to make annual option grants to Mr. D Aloia during his employment. Under the merger agreement, Trane is permitted to grant options to purchase 150,000 shares of Trane common stock to Mr. D Aloia prior to the closing of the merger, and on February 6, 2008, Trane granted Mr. D Aloia 150,000 options to purchase Trane common stock. Any such options would have a per share exercise price equal to the fair market value of Trane shares at the time of grant and would be subject to the same treatment as other Trane stock options held by Mr. D Aloia in the merger (see the section entitled *The Merger Agreement Treatment of Stock Options* beginning on page 69).

Supplemental Retirement and Deferred Compensation Plans

Trane maintains a supplemental executive retirement plan (SERP) in which certain of the executive officers participate. The SERP provides that any participant in the SERP whose employment is terminated without cause or who terminates their employment for Good Reason within two years following a change of control (including the merger) shall receive two years additional age and service credit in calculating their plan benefit under the SERP 's benefit formula. Mr. Poses is not eligible for this enhancement. However, if the other executive officers were terminated under the circumstances described in the preceding sentence, they would be entitled to additional benefits under the SERP valued at approximately \$3.8 million.

The following table sets forth the value of additional benefits under the SERP which the listed officer would receive if he or she were to be terminated following the merger and the amount of unvested contributions to the Trane deferred compensation plan, which will vest upon the merger:

Name	Value of Enhanced SERP Benefit	Unvested Deferred Compensation (\$)
G. Peter D Aloia	\$ 1,060,649	
Lawrence B. Costello	\$ 839,724	
Mary Elizabeth Gustafsson	\$ 102,236	
W. Craig Kissel	\$ 1,246,968	
David R. Pannier	\$ 549,790	

Director Equity Awards

The non-employee directors of Trane hold 88,144 unvested Trane stock options as of February 25, 2008. Pursuant to the terms of Trane 's 2002 Omnibus Incentive Plan, each of these Trane stock options will become fully vested upon the merger as described above.

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The following table sets forth the number of unvested Trane options to acquire Trane common stock held by Trane's non-employee directors as of February 25, 2008 and the approximate value of those unvested options (based on an assumed value per share of Trane common stock immediately prior to the closing of the merger of \$45.05, which was the closing price per share of Trane common stock on February 25, 2008, which value may vary):

Name	Unvested Options (No. of Shares)	Per Share Exercise Price	Approximate Value of Unvested Options
Steven E. Anderson	10,500	\$ 33.53	\$ 120,960
Jared L. Cohon	10,500	\$ 33.53	\$ 120,960
Paul J. Curlander	10,500	\$ 33.53	\$ 120,960
Steven F. Goldstone	10,500	\$ 33.53	\$ 120,960
Kirk S. Hachigian	10,500	\$ 33.53	\$ 120,960
Edward E. Hagenlocker	10,500	\$ 33.53	\$ 120,960
Ruth Ann Marshall	10,500	\$ 33.53	\$ 120,960
Dale F. Morrison	14,644	\$ 33.99	\$ 161,963

Summary of Potential Benefits and Payments

The third column of the following table shows the aggregate value of the vested options held by each current executive officer and director of Trane, based on the difference between the exercise price of the option and an assumed per share value of Trane common stock of \$45.05, which was the closing price per share of Trane common stock on February 25, 2008, which value may vary. These options vested prior to the merger in accordance with their terms and did not vest in connection with the merger. The second column in the table summarizes the payments and benefits that will or may be payable to each current executive officer and director of Trane as a result of or in connection with the merger and therefore includes the payments and benefits described in the other tables described above under the headings Treatment of Trane Equity Awards (other than the table therein describing the Approximate Value of Vested Options), Treatment of WABCO Equity Awards, Treatment of Cash Incentive Awards, Officers Severance Plan, Change of Control Severance Plan, Supplemental Retirement and Deferred Compensation Plans, and Director Equity Awards.

Name	Incremental Value of CIC-related Benefits and Compensation	Approximate Value of Vested Options
Frederick M Poses	\$ 1,700,000	\$ 147,804,068
G. Peter D Aloia	\$ 5,866,594	\$ 16,012,500
Lawrence B. Costello	\$ 3,819,840	\$ 8,694,390
Mary Elizabeth Gustafsson	\$ 2,312,696	\$ 2,007,730
W. Craig Kissel	\$ 5,328,230	\$ 18,870,190
David R. Pannier	\$ 2,514,965	\$ 10,265,620
Brad M. Cerepak	\$ 1,427,678	\$ 2,325,319
David S. Kuhl	\$ 870,591	\$ 895,480
Edward Schlesinger	\$ 848,796	\$ 451,620
Steven E. Anderson	\$ 127,223	\$ 904,281
Jared L. Cohon ⁽¹⁾	\$ 127,225	\$ 2,385,123
Paul J. Curlander	\$ 127,225	\$ 311,220
Steven F. Goldstone	\$ 127,225	\$ 904,281
Kirk S. Hachigian	\$ 127,225	\$ 160,125
Edward E. Hagenlocker ⁽¹⁾	\$ 127,225	\$ 1,059,128
Ruth Ann Marshall	\$ 127,223	\$ 530,106
Dale F. Morrison	\$ 161,963	\$ 217,347

- (1) On the later of the completion of the merger and June 4, 2008, Messrs. Cohon and Hagenlocker will be appointed to the Ingersoll Rand board of directors. Should they accept the designation to serve on the Ingersoll Rand board of directors, the options to acquire shares of common stock of WABCO Holdings Inc. (described above under the heading Treatment of WABCO Equity Awards) will not vest, thereby reducing the number in column 2 of the table above for Messrs. Cohon and Hagenlocker from \$127,225 to \$120,960.

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Indemnification and Insurance of Trane Directors and Executive Officers

Ingersoll Rand has agreed to cause the surviving corporation in the merger to assume and perform the obligations with respect to indemnification and exculpation with respect to all claims, liabilities, losses, damages, judgments, fines, penalties, costs and expenses existing in favor of all current and former officers and directors of Trane as provided in the certificate of incorporation and bylaws of Trane, in each case as in effect on the date of the merger agreement.

The merger agreement also provides that Ingersoll Rand will maintain Trane's current directors' and officers' liability insurance policies, or policies containing terms and conditions, including with respect to coverage and amounts, no less favorable to the covered parties than the current policy, for six years after completion of the merger. Alternatively, Trane may put in place prior to the closing a single premium tail policy or Ingersoll Rand may substitute Trane's policies to an insurance carrier with the same or better credit rating as Trane's current insurance carrier. In each case, the premiums are subject to specified caps.

Manner and Procedure for Exchanging Shares of Trane Common Stock; No Fractional Shares

The conversion of Trane common stock into the right to receive the merger consideration will occur automatically at the effective time of the merger. As soon as reasonably practicable after the effective time of the merger and in no event later than three business days following the effective time, Ingersoll Rand's exchange agent will send a letter of transmittal to each former holder of record of shares of Trane common stock. The transmittal letter will contain instructions for obtaining the merger consideration, including the Ingersoll Rand Class A common shares, the cash portion of the merger consideration, any dividends or distributions payable pursuant to the merger agreement and cash for any fractional Ingersoll Rand Class A common shares, in exchange for shares of Trane's common stock. Trane's shareholders should not return stock certificates with the enclosed proxy card.

After the effective time of the merger, each certificate that previously represented shares of Trane common stock will no longer be outstanding, will be automatically canceled and will cease to exist and will represent only the right to receive the merger consideration as described above.

Until holders of certificates previously representing Trane common stock have surrendered those certificates to the exchange agent for exchange, those holders will not receive dividends or distributions on the Ingersoll Rand Class A common shares into which those shares have been converted with a record date after the effective time of the merger and will not receive cash for any fractional Ingersoll Rand Class A common shares. When holders surrender those certificates, they will receive any dividends on Ingersoll Rand Class A common shares with a record date after the effective time of the merger and a payment date on or prior to the date of surrender and any cash for fractional Ingersoll Rand Class A common shares, in each case without interest.

In the event of a transfer of ownership of Trane common stock that is not registered in Trane's transfer agent's records, payment of the merger consideration as described above will be made to a person other than the person in whose name the certificate so surrendered is registered if the certificate is properly endorsed or otherwise is in proper form for transfer; and the person requesting the exchange pays any transfer or other taxes resulting from the payment of the merger consideration as described above to a person other than the registered holder of the certificate.

Trane shareholders will not receive any fractional Ingersoll Rand Class A common shares pursuant to the merger. Instead of any fractional shares, shareholders will be paid an amount in cash for such fraction calculated by multiplying (A) the fractional share interest to which such holder (after taking into account all shares of Trane's common stock formerly represented by all certificates surrendered by such holder) would otherwise be entitled by (B) the per share closing price of Ingersoll Rand Class A common shares on the last trading day immediately prior to the closing of the merger, as such price is reported on the NYSE Composite Transaction Tape (as reported by Bloomberg Financial Markets or such other source as the parties shall agree in writing prior to the effective time).

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Governmental and Regulatory Approvals

U.S. Antitrust Filing. Under the HSR Act and related regulations the merger may not be completed unless the parties to the transaction file all Premerger Notification and Report forms with the U.S. Department of Justice and the Federal Trade Commission that may be required and the applicable waiting period has either expired or been earlier terminated. On January 14, 2008, Trane and Ingersoll Rand filed all required premerger reporting forms under the HSR Act and early termination of the applicable waiting period was granted on January 31, 2008.

Other Regulatory Approvals. The merger is also subject to, and the parties' obligations to complete the merger are conditioned on, approval and clearance by the governmental authorities in the European Union, China, Canada, South Africa and South Korea under the antitrust and competition laws and certain other laws of those jurisdictions. The competition filing required under the European Community Council Regulations was made by the parties on March 3, 2008. The competition filing required in China was made by the parties on February 2-3, 2008, and clearance was granted March 21, 2008. The competition filing required in Canada was made by the parties on January 30, 2008 and clearance was granted on February 14, 2008. The competition filing required in South Africa was made by the parties on February 12, 2008, and clearance was granted March 19, 2008. The competition filing required in South Korea was made by the parties on January 14, 2008, and clearance was granted on January 17, 2008. In addition, although not a condition to the completion of the merger, the parties have made the competition filings required under the laws of Brazil on January 8, 2008 (and clearance was granted on February 27, 2008) and Mexico on February 8, 2008. Other than the filings described above, neither Trane nor Ingersoll Rand is aware of any other regulatory notifications that must be filed, approvals that must be obtained, or waiting periods that must be observed, in order to complete the merger. If the parties discover that other notifications, approvals or waiting periods are necessary, they will seek to observe or obtain them.

General. Subject to the terms and conditions of the merger agreement, Ingersoll Rand has agreed to (i) use its reasonable best efforts to obtain all regulatory clearances necessary to complete the merger, (ii) not to acquire any entity or enter into any other transaction if that acquisition or transaction would be reasonably likely to materially increase the risk of not obtaining, or materially delay the receipt of, the necessary regulatory approvals and clearances to complete the merger and (iii) commit and effect any sale, divestiture or disposition of any assets or businesses of Ingersoll Rand or Trane (after the closing of the merger) as may be required in order to avoid any injunction or order by a governmental entity that would prevent or materially delay the closing of the merger, except to the extent that such action would reasonably be likely to have a material adverse effect on Ingersoll Rand and Trane, on a combined basis.

Merger Expenses, Fees and Costs

All expenses incurred in connection with the merger agreement and the related transactions will be paid by the party bearing those expenses, except that Ingersoll Rand and Trane have agreed to share equally the costs of filing, printing and mailing Ingersoll Rand's registration statement on Form S-4 and this proxy statement/prospectus and the costs relating to filings under antitrust laws.

Accounting Treatment

The merger will be accounted for by Ingersoll Rand using the purchase method of accounting in accordance with Statement of Financial Accounting Standard No. 141, *Business Combinations*. Under the purchase method of accounting, the total purchase price paid by Ingersoll Rand, together with the direct costs of the merger, will be allocated, in accordance with generally accepted accounting principles, to the tangible and intangible assets acquired and liabilities assumed of Trane based on their estimated fair values, with any excess being treated as goodwill. The assets and liabilities of Trane will be consolidated into Ingersoll Rand's balance sheet as of the closing date of the merger. The results of operations of Trane will be consolidated into the result of operations of Ingersoll Rand immediately following the closing of the merger.

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Material United States Federal Income Tax Consequences

The following is a summary of the material U.S. federal income tax consequences of the merger to certain holders of Trane common stock. This summary is based on the Internal Revenue Code of 1986, as amended (the "Code"), regulations promulgated under the Code, administrative rulings by the Internal Revenue Service and court decisions now in effect. All of these authorities are subject to change, possibly with retroactive effect, so as to result in tax consequences different from those described below. This summary does not address all of the U.S. federal income tax consequences that might be applicable to a particular holder of Trane common stock. In addition, this summary does not address the U.S. federal income tax consequences of the merger to holders of Trane common stock who are subject to special treatment under U.S. federal income tax laws, including, for example, banks and other financial institutions, mutual funds, insurance companies, tax-exempt organizations, S corporations, corporations that accumulate earnings to avoid U.S. federal income tax, holders that are properly classified as "partnerships" under the Code, dealers in securities or foreign currencies, traders in securities who elect the mark-to-market method of accounting for their securities, holders who hold their Trane common stock as part of a hedge, straddle or conversion transaction, holders whose functional currency is not the U.S. dollar, certain expatriates, holders who acquired Trane common stock by gift or through the exercise of employee stock options or other compensatory arrangements, holders who are subject to the alternative minimum tax provisions of the Code and holders who do not hold their shares of Trane common stock as "capital assets" within the meaning of Section 1221 of the Code. This summary does not address the tax consequences of the merger under state, local or foreign tax laws.

This summary is provided for general information purposes only and is not intended as a substitute for tax advice. **Each holder of Trane common stock should consult the holder's tax advisors as to the particular tax consequences of the merger to such holder, including the application and effect of any state, local, foreign or other tax laws and the possible effect of changes to such laws.**

Consequences to U.S. Holders

The following is a summary of material U.S. federal income tax consequences of the merger that will apply to you if you are a U.S. holder of Trane common stock.

U.S. holder means a beneficial owner