

Ingersoll-Rand plc
Form DEF 14A
April 25, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A

(Rule 14a-101)

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

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

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Ingersoll-Rand Public Limited Company

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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Ingersoll-Rand plc
Registered in Ireland No. 469272

U.S. Mailing Address:
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Piscataway, NJ 08854
(732) 652-7000

NOTICE OF 2013 ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Annual General Meeting of Shareholders of Ingersoll-Rand plc (the “Company”) will be held on Thursday, June 6, 2013, at 2:30 p.m., local time, at Adare Manor Hotel, Adare, County Limerick, Ireland, to consider and vote upon the following proposals:

1. By separate resolutions, to re-elect as directors for a period of 1 year expiring at the end of the Annual General Meeting of Shareholders of Ingersoll-Rand plc in 2014, the following 12 individuals:

(a) Ann C. Berzin	(g) Michael W. Lamach
(b) John Bruton	(h) Theodore E. Martin
(c) Jared L. Cohon	(i) Nelson Peltz
(d) Gary D. Forsee	(j) John P. Surma
(e) Edward E. Hagenlocker	(k) Richard J. Swift
(f) Constance J. Horner	(l) Tony L. White
2. To give advisory approval of the compensation of the Company’s named executive officers.
3. To approve the appointment of PricewaterhouseCoopers as independent auditors of the Company and authorize the Audit Committee of the Board of Directors to set the auditors’ remuneration.
4. To approve the Company’s Incentive Stock Plan of 2013.
5. To amend the Company’s Articles of Association to give the Board of Directors authority to declare non-cash dividends. (Special Resolution)
6. To approve a capital reduction and creation of distributable reserves. (Special Resolution)
7. To amend the Company’s Articles of Association to expand the authority to execute instruments of transfer. (Special Resolution)
8. To amend the Company’s Articles of Association to provide for escheatment in accordance with U.S. laws. (Special Resolution)
9. To conduct such other business properly brought before the meeting.

Only shareholders of record as of the close of business on April 8, 2013, are entitled to receive notice of and to vote at the Annual General Meeting. Whether or not you plan to attend the meeting, please provide your proxy by either using the Internet or telephone as further explained in the accompanying proxy statement or filling in, signing, dating, and promptly mailing a proxy card.

Directions to the meeting can be found in Appendix A of the attached Proxy Statement.

Registered Office:
170/175 Lakeview Dr.
Airside Business Park
Swords, Co. Dublin
Ireland

By Order of the Board of Directors,
BARBARA A. SANTORO

Vice President—Corporate Governance and Secretary

IF YOU ARE A SHAREHOLDER WHO IS ENTITLED TO ATTEND AND VOTE, THEN YOU ARE ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON YOUR BEHALF. A PROXY IS NOT REQUIRED TO BE A SHAREHOLDER IN THE COMPANY. IF YOU WISH TO APPOINT AS PROXY ANY PERSON OTHER THAN THE INDIVIDUALS SPECIFIED ON THE PROXY CARD, PLEASE CONTACT THE COMPANY SECRETARY AT OUR REGISTERED OFFICE.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS

FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 6, 2013

The Annual Report and Proxy Statement are available at www.proxyvote.com.

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The Notice of Internet Availability of Proxy Materials, or this Notice of 2013 Annual General Meeting of Shareholders, the Proxy Statement and the Annual Report are first being mailed to shareholders on or about April 25 , 2013.

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HOUSEHOLDING

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SUMMARY INFORMATION

This summary highlights information contained elsewhere in this Proxy Statement. For more complete information about these topics, please review Ingersoll-Rand plc’s Annual Report on Form 10-K and the entire Proxy Statement. Annual General Meeting of Shareholders

Date and Time: June 6, 2013 at 2:30 p.m., local time

Place: Adare Manor Hotel
Adare, County Limerick
Ireland

Record Date: April 8, 2013

Voting: Shareholders as of the record date are entitled to vote. Each ordinary share is entitled to one vote for each director nominee and each of the other proposals.

Attendance: All shareholders may attend the meeting.

Meeting Agenda and Voting Recommendations

The Board of Directors recommends that you vote “For” each of the following items that will be submitted for shareholder approval at the Annual General Meeting.

Agenda Item	Vote Required	Page
Election of 12 directors named in the proxy statement.	Majority of votes cast	4
Advisory approval of the compensation of the Company’s named executive officers.	Majority of votes cast	10
Approval of appointment of PricewaterhouseCoopers LLP as the Company’s independent auditors and authorize the Audit Committee to set auditors’ remuneration.	Majority of votes cast	11
Approval of the Company’s Incentive Stock Plan of 2013.	Majority of votes cast	13
Amendment of the Company’s Articles of Association to give the Board of Directors authority to declare non-cash dividends. (Special Resolution)	75% of votes cast	18
Approval of a capital reduction and creation of distributable reserves. (Special Resolution)	75% of votes cast	19
Amendment of the Company’s Articles of Association to expand the authority to execute instruments of transfer. (Special Resolution)	75% of votes cast	20
Amendment of the Company’s Articles of Association to provide for escheatment in accordance with U.S. laws. (Special Resolution)	75% of votes cast	21

Corporate Governance Highlights

Substantial majority of independent directors (11 of 12)	
Annual election of directors	Annual Board and committee self-assessments
Majority vote for directors	Executive sessions of non-management directors
Independent Lead Director	Continuing director education
Board oversight of risk management	Executive and director stock ownership guidelines
Succession planning at all levels, including for Board and CEO	Board oversight of sustainability program

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Director Nominees

Set forth below is summary information about each director nominee.

Nominee	Age	Director Since	Principal Occupation	Independent	Committee Memberships
Ann C. Berzin	61	2001	Former Chairman and CEO of Financial Guaranty Insurance Company	ü	Audit Finance
John Bruton	65	2010	Former Prime Minister of the Republic of Ireland	ü	Compensation Corporate Governance and Nominating
Jared L. Cohon	65	2008	President of Carnegie Mellon University	ü	Compensation Corporate Governance and Nominating
Gary D. Forsee	63	2007	Former President of University of Missouri System	ü	Compensation Corporate Governance and Nominating (Chair)
Edward E. Hagenlocker	73	2008	Former Vice Chairman of Ford Motor Company	ü	Audit Finance
Constance J. Horner	71	1994	Former Commissioner of U.S. Commission on Civil Rights	ü	Compensation Corporate Governance and Nominating
Michael W. Lamach	49	2010	Chairman and CEO of Ingersoll-Rand plc		
Theodore E. Martin	73	1996	Former President and CEO of Barnes Group Inc.	ü	