

Ingersoll-Rand plc
Form DEF 14A
April 24, 2017

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

CHECK THE APPROPRIATE BOX:

<input type="checkbox"/>	Preliminary Proxy Statement
<input type="checkbox"/>	Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
<input type="checkbox"/>	Definitive Proxy Statement
<input type="checkbox"/>	Definitive Additional Materials
<input type="checkbox"/>	Soliciting Material Under Rule 14a-12

Ingersoll-Rand Public Limited Company

(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

PAYMENT OF FILING FEE (CHECK THE APPROPRIATE BOX):

<input type="checkbox"/>	No fee required.
<input type="checkbox"/>	Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
	1) Title of each class of securities to which transaction applies:
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	1) Amount previously paid:
	2) Form, Schedule or Registration Statement No.:
	3) Filing Party:
	4) Date Filed:

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*2017 Notice and
Proxy Statement*

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Ingersoll-Rand plc

Registered in Ireland No. 469272

U.S. Mailing Address:

800-E Beaty Street
Davidson, NC 28036
(704) 655-4000

Registered Office:

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

NOTICE OF 2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS

DATE AND TIME

Thursday, June 8, 2017, at 2:30 p.m., local time

LOCATION

The K Club
Straffan
County Kildare
Ireland

PROPOSALS TO BE VOTED

1. To re-elect 10 directors for a period of 1 year.
2. To give advisory approval of the compensation of the Company's Named Executive Officers.
3. To consider an advisory vote on whether an advisory vote on executive compensation should be held every one, two or three years.
4. To approve the appointment of PricewaterhouseCoopers LLP as independent auditors of the Company and authorize the Audit Committee of the Board of Directors to set the auditors' remuneration.
5. To renew the existing authority of the directors of the Company (the Directors) to issue shares.
6. To renew the Directors' existing authority to issue shares for cash without first offering shares to existing shareholders. (Special Resolution)
7. To determine the price range at which the Company can re-allot shares that it holds as treasury shares. (Special Resolution)
8. To conduct such other business properly brought before the meeting.

RECORD DATE

Only shareholders of record as of the close of business on April 11, 2017, are entitled to receive notice of and to vote at the Annual General Meeting.

By Order of the Board of Directors,

EVAN M. TURTZ
Secretary

HOW TO VOTE

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.

BY TELEPHONE

In the U.S. or Canada, you can vote your shares by submitting your proxy toll-free by calling 1-800-690-6903.

BY INTERNET

You can vote your shares online at www.proxyvote.com.

BY MAIL

You can vote by mail by marking, dating, and signing your proxy card or voting instruction form and returning it in the postage-paid envelope.

ATTENDING THE MEETING

Directions to the meeting can be found on page A-1 of the attached Proxy Statement.

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 8, 2017.

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

The Notice of Internet Availability of Proxy Materials or this Notice of 2017 Annual General Meeting of Shareholders, the Proxy Statement and the Annual Report are first being mailed to shareholders on or about April 24, 2017.

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PROXY STATEMENT HIGHLIGHTS

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.

MEETING INFORMATION

Date and Time:	June 8, 2017 at 2:30 p.m., local time
Place:	The K Club Straffan County Kildare Ireland
Record Date:	April 11, 2017
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.

CORPORATE GOVERNANCE HIGHLIGHTS

- Substantial majority of independent directors (10 of 11) current directors
- Annual election of directors
- Majority vote for directors
- Independent Lead Director
- Board oversight of risk management
- Succession planning at all levels, including for Board and CEO
- Annual Board and committee self-assessments
- Executive sessions of non-management directors
- Continuing director education
- Executive and director stock ownership guidelines
- Board oversight of sustainability program

2018 ANNUAL MEETING

Deadline for shareholder proposals for inclusion in the proxy statement:	December 25, 2017
Deadline for business proposals and nominations for director:	March 10, 2018

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OVERVIEW OF PROPOSALS TO BE VOTED

Item 1.

Election of Directors

The Board of Directors recommends a vote FOR the directors nominated for election

See page 9 for further information

Director Nominees

Name/ Occupation	Age	Director since	Independent	Other current public Boards	Ingersoll-Rand Committees						
					A	C	CG	F	T	E	
Ann C. Berzin Former Chairman and CEO of Financial Guaranty Insurance Company	65	2001	YES	-Exelon Corporation -Baltimore Gas & Electric Company	M			C		M	
John Bruton Former Prime Minister of the Republic of Ireland and Former European Union Commission Head of Delegation to the United States	69	2010	YES			M	M			M	
Jared L. Cohon President Emeritus of Carnegie Mellon University, University Professor of Civil and Environmental Engineering and of Engineering and Public Policy, and Director of the Scott Institute for Energy Innovation	69	2008	YES	-Unisys		M	M			C	
Gary D. Forsee Former President of University of Missouri System and Former Chairman of the Board and Chief Executive Officer of Sprint Nextel Corporation	67	2007	YES	-Great Plains Energy Inc. -DST Systems Inc.		M	C			M	M
Linda P. Hudson Founder, Chairman and CEO of The Cardea Group and Former President and CEO of BAE Systems, Inc.	66	2015	YES	-The Southern Company -Bank of America	M				M	M	
Michael W. Lamach Chairman and CEO of Ingersoll-Rand plc	53	2010	NO	-PPG Industries, Inc. -Babcock International Group plc							C
Myles P. Lee Former Director and CEO of CRH plc	63	2015	YES	-UDG Healthcare plc -Marathon Petroleum Corporation	M				M		
John P. Surma Former Chairman and CEO of United States Steel Corporation	62	2013	YES	-MPLX LP (a publicly traded subsidiary of Marathon Petroleum Corporation) -Concho Resources Inc.	C				M	M	

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Richard J. Swift
Lead Director

Former Chairman of Financial Accounting Standards
 Advisory Council and Former Chairman, President and
 CEO of Foster Wheeler Ltd.

72 1995 YES

Tony L. White

Former Chairman, President and CEO of Applied
 Biosystems Inc.

70 1997 YES

-CVS Health
 Corporation

-Hubbell
 Incorporated

-Kaman
 Corporation

-Public Service
 Enterprise
 Group

M M M M

-C.R. Bard,
 Inc.

-CVS Health
 Corporation

C M M M