

Ingersoll-Rand plc  
Form 8-K  
June 08, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): June 4, 2015

INGERSOLL-RAND PUBLIC LIMITED COMPANY  
(Exact Name of Registrant as Specified in Its Charter)

|  |  |  |
|--|--|--|
| Ireland<br>(State or Other Jurisdiction<br>of Incorporation) | 001-34400<br>(Commission<br>File Number) | 98-0626632<br>(IRS Employer<br>Identification No.) |
|--|--|--|

170/175 Lakeview Dr.  
Airsides Business Park  
Swords, Co. Dublin  
Ireland  
(Address of principal executive offices, including zip code)

+(353) (0) 18707400  
(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 5.07 Submission of Matters to a Vote of Security Holders.

At the 2015 Annual General Meeting of Ingersoll-Rand plc (the "Company") held on June 4, 2015, the Company's shareholders:

- (1) elected all twelve of the Company's nominees for director;
- (2) provided advisory approval of the compensation of the Company's named executive officers;
- (3) approved the appointment of PricewaterhouseCoopers to serve as the Company's independent auditors for the fiscal year ending December 31, 2015 and authorized the Audit Committee to set the auditors' remuneration;
- (4) approved the renewal of the Directors' existing authority to issue shares;
- (5) approved the renewal of the Directors' existing authority to issue shares for cash without first offering shares to existing shareholders; and
- (6) approved the determination of the price range at which the Company can reissue shares that it holds as treasury shares.

Proposals 1(a)-(l). Election of twelve (12) directors to hold office until the Company's next Annual General Meeting of Shareholders:

|     | Nominees            | For         | Against    | Abstain   | Broker Non Vote |
|-----|---------------------|-------------|------------|-----------|-----------------|
| (a) | Ann C. Berzin       | 207,213,198 | 2,182,376  | 1,090,647 | 17,893,893      |
| (b) | John Bruton         | 207,612,674 | 1,705,789  | 1,167,758 | 17,893,893      |
| (c) | Elaine L. Chao      | 206,853,806 | 2,493,946  | 1,138,469 | 17,893,893      |
| (d) | Jared L. Cohon      | 207,452,135 | 1,881,211  | 1,152,875 | 17,893,893      |
| (e) | Gary D. Forsee      | 204,624,023 | 2,777,355  | 3,084,843 | 17,893,893      |
| (f) | Constance J. Horner | 206,493,950 | 2,894,293  | 1,097,978 | 17,893,893      |
| (g) | Linda P. Hudson     | 206,599,822 | 2,714,548  | 1,171,851 | 17,893,893      |
| (h) | Michael W. Lamach   | 201,295,932 | 7,386,823  | 1,803,466 | 17,893,893      |
| (i) | Myles P. Lee        | 208,217,958 | 1,144,919  | 1,123,344 | 17,893,893      |
| (j) | John P. Surma       | 207,560,629 | 1,739,544  | 1,186,048 | 17,893,893      |
| (k) | Richard J. Swift    | 188,437,826 | 18,974,632 | 3,073,763 | 17,893,893      |
| (l) | Tony L. White       | 207,018,649 | 2,344,091  | 1,123,481 | 17,893,893      |

Edgar Filing: Ingersoll-Rand plc - Form 8-K

Proposal 2. Advisory approval of the compensation of the Company's named executive officers:

| For         | Against   | Abstain   | Broker Non Vote |
|-------------|-----------|-----------|-----------------|
| 201,970,407 | 6,632,805 | 1,883,009 | 17,893,893      |

Proposal 3. Appointment of PricewaterhouseCoopers as the independent auditors of the Company for the fiscal year ending December 31, 2015 and authorization of the Audit Committee to set the auditors' remuneration:

| For         | Against   | Abstain | Broker Non Vote |
|-------------|-----------|---------|-----------------|
| 221,219,030 | 6,198,670 | 962,414 | —               |

---

Edgar Filing: Ingersoll-Rand plc - Form 8-K

Proposal 4. Approval of the renewal of the Directors' existing authority to issue shares:

| For         | Against   | Abstain   | Broker Non Vote |
|-------------|-----------|-----------|-----------------|
| 217,435,957 | 8,623,435 | 2,320,722 | —               |

Proposal 5. Approval of the renewal of the Directors' existing authority to issue shares for cash without first offering shares to existing shareholders:

| For         | Against   | Abstain   | Broker Non Vote |
|-------------|-----------|-----------|-----------------|
| 203,272,908 | 5,792,390 | 1,420,923 | 17,893,893      |

Proposal 6. Determination of the price range at which the Company can reissue the shares that it holds as treasury shares:

| For         | Against   | Abstain   | Broker Non Vote |
|-------------|-----------|-----------|-----------------|
| 205,856,686 | 2,238,530 | 2,391,005 | 17,893,893      |

---

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INGERSOLL-RAND PUBLIC LIMITED COMPANY

(Registrant)

Date: June 8, 2015      /s/ Evan M. Turtz

Evan M. Turtz

Secretary