

Ingersoll-Rand Luxembourg Finance S.A.

Form 424B5

March 21, 2019

Table of Contents

Filed Pursuant to Rule 424(b)(5)
Registration No. 333 - 221265

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Maximum Aggregate Offering Price(1)	Amount of Registration Fee(1)
3.500% Senior Notes due 2026	\$400,000,000	\$48,480
3.800% Senior Notes due 2029	\$750,000,000	\$90,900
4.500% Senior Notes due 2049	\$350,000,000	\$42,420
Total	\$1,500,000,000	\$181,800

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933.

Table of Contents

PROSPECTUS SUPPLEMENT

(To prospectus dated November 1, 2017)

Ingersoll-Rand Luxembourg Finance S.A.

\$400,000,000 3.500% Senior Notes due 2026

\$750,000,000 3.800% Senior Notes due 2029

\$350,000,000 4.500% Senior Notes due 2049

Fully and unconditionally guaranteed by

Ingersoll-Rand plc

Ingersoll-Rand Global Holding Company Limited

Ingersoll-Rand Lux International Holding Company S.à r.l.

Ingersoll-Rand Irish Holdings Unlimited Company

Ingersoll-Rand Company

Ingersoll-Rand Luxembourg Finance S.A., a Luxembourg public company limited by shares (*société anonyme*) with a registered office at 1, avenue du Bois, L 1251 Luxembourg, Grand Duchy of Luxembourg registered with the Luxembourg Register of Commerce and Companies under number B189791 (IR Lux or the Issuer), an indirect, wholly-owned subsidiary of Ingersoll-Rand Public Limited Company (IR plc), is offering \$400,000,000 aggregate principal amount of 3.500% Senior Notes due 2026 (the 2026 notes), \$750,000,000 aggregate principal amount of 3.800% Senior Notes due 2029 (the 2029 notes) and \$350,000,000 aggregate principal amount of 4.500% Senior Notes due 2049 (the 2049 notes and, together with the 2026 notes and the 2029 notes, the notes).

Interest on the 2026 notes will be payable semi-annually in arrears on March 21 and September 21 of each year, beginning on September 21, 2019. Interest on the 2029 notes will be payable semi-annually in arrears on March 21 and September 21 of each year, beginning on September 21, 2019. Interest on the 2049 notes will be paid semi-annually in arrears on March 21 and September 21 of each year, beginning on September 21, 2019.

The notes will be senior unsecured obligations of the Issuer and will rank equally with all of the Issuer's existing and future senior unsecured indebtedness. The notes will be guaranteed, fully and unconditionally as to the payment of

principal of and premium, if any, and interest on the notes by each of IR plc, Ingersoll-Rand Global Holding Company Limited (IR Global), Ingersoll-Rand Lux International Holding Company S.à r.l. (Lux International), Ingersoll-Rand Irish Holdings Unlimited Company (Irish Holdings) and Ingersoll-Rand Company (IR Company), each of which is a wholly-owned subsidiary of IR plc. We refer to IR plc, IR Global, Lux International, Irish Holdings and IR Company as the Guarantors. The guarantees will be senior unsecured obligations of the Guarantors and will rank equally with all of the Guarantors' existing and future senior unsecured indebtedness.

The Issuer may redeem all or part of the notes at any time prior to maturity at the redemption prices specified in this prospectus supplement. See Description of the Notes Optional Redemption of the Notes. The Issuer must redeem all of the notes under the circumstances and at the redemption price described under the heading Description of Notes Special Mandatory Redemption.

In the event of a Change of Control Triggering Event (as defined herein), the holders of the notes may require the Issuer to purchase all or part of their notes at the purchase price specified in this prospectus supplement.

Investing in the notes involves risks including those described in the Risk Factors section beginning on page S-11 of this prospectus supplement, page 3 of the accompanying prospectus and in our other filings with the Securities and Exchange Commission (the SEC), which are incorporated by reference into this prospectus supplement and the accompanying prospectus.

	Public Offering Price ⁽¹⁾		Underwriting Discount		Proceeds to the Issuer (before expenses)	
	Per Note	Total	Per Note	Total	Per Note	Total
3.500% Senior Notes due 2026	99.895%	\$ 399,580,000	0.625%	\$ 2,500,000	99.270%	\$ 397,080,000
3.800% Senior Notes due 2029	99.901%	\$ 749,257,500	0.650%	\$ 4,875,000	99.251%	\$ 744,382,500
4.500% Senior Notes due 2049	99.738%	\$ 349,083,000	0.875%	\$ 3,062,500	98.863%	\$ 346,020,500

(1) Plus accrued interest, if any, from March 21, 2019, if settlement occurs after that date.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

We do not intend to list the notes on any securities exchange. Currently, there is no public market for the notes. The notes are new issues of securities with no established trading market.

We expect that delivery of the notes will be made to investors in book-entry form only through the facilities of The Depository Trust Company and its participants, including Clearstream Banking, *société anonyme* and Euroclear Bank S.A./N.V., against payment in New York, New York on or about March 21, 2019.

Joint Book-Running Managers

**BofA Merrill Lynch
BNP PARIBAS
Mizuho Securities**

Citigroup

Goldman Sachs & Co. LLC

Credit Suisse

March 19, 2019

**J.P. Morgan
Deutsche Bank Securities
MUFG**

Table of Contents

TABLE OF CONTENTS

Prospectus Supplement

	Page
<u>About This Prospectus Supplement</u>	S-1
<u>Where You Can Find More Information</u>	S-1
<u>Incorporation of Certain Documents by Reference</u>	S-1
<u>Cautionary Statement Regarding Forward-Looking Statements</u>	S-2
<u>Summary</u>	S-4
<u>Risk Factors</u>	S-11
<u>Use of Proceeds</u>	S-16
<u>Capitalization</u>	S-17
<u>Description of the Notes</u>	S-18
<u>Book Entry, Delivery and Form</u>	S-36
<u>Material Tax Considerations</u>	S-40
<u>Certain ERISA Considerations</u>	S-41
<u>Underwriting</u>	S-43
<u>Legal Matters</u>	S-49
<u>Experts</u>	S-49
<u>Service of Process and Enforcement of Liabilities</u>	S-49

Prospectus

	Page
<u>About This Prospectus</u>	ii
<u>Where You Can Find More Information</u>	ii
<u>Incorporation of Certain Documents by Reference</u>	ii
<u>Summary</u>	1
<u>Risk Factors</u>	3
<u>Cautionary Statement Regarding Forward-Looking Statements</u>	4
<u>Use of Proceeds</u>	5
<u>Ratio of Earnings to Fixed Charges</u>	6
<u>Description of the Debt Securities</u>	7
<u>Description of Warrants</u>	19
<u>Description of Ingersoll-Rand Share Capital</u>	20
<u>Description of Depositary Shares</u>	33
<u>Description of Share Purchase Contracts and Share Purchase Units</u>	36
<u>Material Tax Considerations</u>	37
<u>Plan of Distribution</u>	57
<u>Legal Matters</u>	58
<u>Experts</u>	58
<u>Service of Process and Enforcement of Liabilities</u>	58

Neither we nor the underwriters have authorized anyone to provide you with information or make any representations about anything not contained in this prospectus supplement, the accompanying prospectus, any

free writing prospectus issued by us or the documents incorporated by reference in this prospectus supplement. This prospectus supplement does not constitute an offer to sell, or a solicitation of an offer to buy, any securities or related guarantee offered by this prospectus supplement by any person in any jurisdiction in which it is unlawful for such person to make such an offer or solicitation. Neither the delivery of this prospectus supplement nor any sale made under it implies that there has been no change in our affairs or that the information in this prospectus supplement is correct as of any date after the date of

S-i

Table of Contents

this prospectus supplement. Our business, results of operations, financial condition and prospects may have changed since those dates.

Unless otherwise stated or the context otherwise requires, references in this prospectus supplement to the Company, we, us and our refer, collectively, to IR plc and its consolidated subsidiaries, including the Issuer and the other Guarantors; the Issuer refers only to Ingersoll-Rand Luxembourg Finance S.A. and not to its subsidiaries or affiliates; and the Guarantors refers, collectively, to IR plc, IR Global, Lux International, Irish Holdings and IR Company and to each other guarantor who guarantees the notes under the indenture that governs the notes, but not to any of their subsidiaries or affiliates. References to the Acquisition in this prospectus supplement are references to our proposed acquisition of Precision Flow Systems (PFS), which includes the Milton Roy[®]LMI[®], Haskel[®], BuTech[®], Dosatron[®], YZ Systems[®], Williams[®] and Hartell[®] brands, from Silver II GP Holdings S.C.A. (Silver II), an affiliate of BC Partners Advisors L.P. and The Carlyle Group, for a purchase price of approximately \$1.45 billion. References to the Transaction in this prospectus supplement are references to the proposed Acquisition, the related financing transactions, including the issuance of the notes, in connection therewith, and the payment of fees and expenses associated therewith.

Table of Contents

ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement is part of a registration statement that we have filed with the Securities and Exchange Commission (SEC) using a shelf registration process. Under this shelf registration process, we are offering to sell the notes using this prospectus supplement and the accompanying prospectus. This prospectus supplement describes the specific terms of this offering. The accompanying prospectus provides more general information, some of which may not apply to this offering. You should read both this prospectus supplement and the accompanying prospectus, together with the documents incorporated by reference herein and therein, and the additional information described below under the heading Where You Can Find More Information.

If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. Any statement made in this prospectus supplement or in a document incorporated or deemed to be incorporated by reference in this prospectus supplement will be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained in this prospectus supplement or in any other subsequently filed document that is also incorporated or deemed to be incorporated by reference in this prospectus supplement modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

WHERE YOU CAN FIND MORE INFORMATION

We have filed a registration statement on Form S-3 with the SEC of which this prospectus supplement and the accompanying prospectus form a part. This prospectus supplement and the accompanying prospectus do not contain all the information in the registration statement. The registration statement includes and incorporates by reference additional information and exhibits. Any statement made in this prospectus supplement and the accompanying prospectus concerning a contract or other document of ours is not necessarily complete, and you should read the documents that are filed as exhibits to the registration statement or otherwise filed with the SEC for a more complete understanding of the document or matter. Each such statement is qualified in all respects by reference to the document to which it refers.

We file annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC filings are available to the public over the Internet at the SEC's website at <http://www.sec.gov> and on our corporate website at <http://www.ingersollrand.com>. Information on our website does not constitute part of this prospectus supplement or the accompanying prospectus, and any references to this website or any other website are inactive textual references only.

Our ordinary shares are listed on the New York Stock Exchange (NYSE) under the trading symbol IR . Our SEC filings are also available at the office of the NYSE located at 20 Broad Street, New York, New York 10005.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

We incorporate by reference in this prospectus supplement the information contained in documents we file with the SEC, which means that we disclose important information to you by referring you to those documents rather than by including them in this prospectus supplement. Information that is incorporated by reference is considered to be part of this prospectus supplement and you should read the information with the same care that you read this prospectus supplement. Later information that we file with the SEC will automatically update and supersede the information that is either contained, or incorporated by reference, in this prospectus supplement, and will be considered to be a part of this prospectus supplement from the date those

S-1

Table of Contents

documents are filed. We have filed with the SEC, and incorporate by reference in this prospectus supplement, the following documents:

Annual Report on Form 10-K for the fiscal year ended December 31, 2018 (the 2018 Form 10-K),

Current Report on Form 8-K filed on February 11, 2019 (but only the information deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act)), and

Definitive Proxy Statement on Schedule 14A filed on April 25, 2018 (excluding any portions that were not incorporated by reference into Part III of our Annual Report on Form 10-K for the fiscal year ended December 31, 2017).

All future filings that we make under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, until all the securities offered by this prospectus supplement have been issued as described in this prospectus supplement, are deemed incorporated into and part of this prospectus supplement once filed. We are not, however, incorporating, in each case, any documents (or portions thereof) or information that we are deemed to furnish and not file in accordance with SEC rules. Any statement in this prospectus supplement or in any document incorporated by reference that is different from any statement contained in any later-filed document should be regarded as changed by that later statement. Once so changed, the earlier statement is no longer considered part of this prospectus supplement.

You may request by phone or in writing a copy of any of the materials incorporated (other than exhibits, unless the exhibits are themselves specifically incorporated) into this prospectus supplement and we will provide to you these materials free of charge. Please make your request to Evan M. Turtz, Secretary, c/o Ingersoll-Rand Company, 800-E Beaty Street, Davidson, North Carolina 28036, telephone (704) 655-4000.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in or incorporated by reference in this prospectus supplement, other than purely historical information, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended (the Securities Act) and Section 21E of the Exchange Act. These forward-looking statements generally are identified by the words believe, project, expect, anticipate, estimate, forecast, outlook, intend, strategy, plan, could, may, should, will, would, will be, result, or the negative thereof or variations thereon or similar terminology generally intended to identify forward-looking statements.

Forward-looking statements may relate to such matters as projections of revenue, margins, expenses, tax provisions, earnings, cash flows, benefit obligations, share or debt repurchases or other financial items; any statements of the plans, strategies and objectives of management for future operations, including those relating to any statements concerning expected development, performance or market share relating to our products and services; any statements regarding future economic conditions or our performance; any statements regarding pending investigations, claims or disputes; any statements regarding our intent to acquire PFS; any statements of expectation or belief; and any statements of assumptions underlying any of the foregoing. These statements are based on currently available information and our current assumptions, expectations and projections about future events. While we believe that our assumptions, expectations and projections are reasonable in view of the currently available information, you are cautioned not to place undue reliance on our forward-looking statements. You are advised to review any further

disclosures we make on related subjects in materials we file with or furnish to the SEC. Forward-looking statements speak only as of the date they are made and are not guarantees of future performance. They are subject to future events, risks and uncertainties many of which are beyond our control as well as potentially inaccurate assumptions, that could cause actual results to differ materially from our expectations and projections. We do not undertake to update any forward-looking statements.

S-2

Table of Contents

Factors that might affect our forward-looking statements include, among other things:

overall economic, political and business conditions in the markets in which we operate;

the demand for our products and services;

competitive factors in the industries in which we compete;

changes in tax laws and requirements (including tax rate changes, new tax laws, new and/or revised tax law interpretations and any legislation that may limit or eliminate potential tax benefits resulting from our incorporation in a non-U.S. jurisdiction, such as Ireland);

trade protection measures such as import or export restrictions and requirements, the imposition of tariffs and quotas or revocation or material modification of trade agreements;

the outcome of any litigation, governmental investigations, claims or proceedings;

the outcome of any income tax audits or settlements;

interest rate fluctuations and other changes in borrowing costs;

other capital market conditions, including availability of funding sources;

currency exchange rate fluctuations, exchange controls and currency devaluations;

availability of and fluctuations in the prices of key commodities;

impairment of our goodwill, indefinite-lived intangible assets and/or our long-lived assets;

climate change, changes in weather patterns, natural disasters and seasonal fluctuations;

the impact of potential information technology or data security breaches;

the strategic acquisition or divestiture of businesses, product lines and joint ventures; and

our ability to timely obtain, if ever, necessary regulatory approvals of the proposed Acquisition and to fully realize the expected benefits of the proposed Acquisition.

Additional risks and uncertainties can be found in the sections titled Risk Factors below, Risk Factors and Cautionary Statement For Forward-Looking Statements in our 2018 Form 10-K and Risk Factors in our subsequent quarterly reports on Form 10-Q as well as in our other filings with the SEC. Forward-looking statements speak only as of the date when made. We disclaim any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

S-3

Table of Contents

SUMMARY

This summary highlights selected information included or incorporated by reference in this prospectus supplement and the accompanying prospectus. This summary does not contain all of the information that you should consider before investing in the notes. You should read this entire prospectus supplement and the accompanying prospectus, including the information incorporated by reference herein and therein, before making an investment decision. See Where You Can Find More Information.

Ingersoll-Rand plc

Ingersoll-Rand plc, a public limited company incorporated in Ireland in 2009, and its consolidated subsidiaries, is a diversified, global company that provides products, services and solutions to enhance the quality, energy efficiency and comfort of air in homes and buildings, transport and protect food and perishables and increase industrial productivity and efficiency. Our business segments consist of Climate and Industrial, both with strong brands and highly differentiated products within their respective markets. We generate revenue and cash primarily through the design, manufacture, sale and service of a diverse portfolio of industrial and commercial products that include well-recognized, premium brand names such as Ingersoll-Rand®, Trane®, Thermo King®, American Standard®, ARO® and Club Car®.

To achieve our mission of being a world leader in creating comfortable, sustainable and efficient environments, we continue to focus on growth by increasing our recurring revenue stream from parts, services, controls, used equipment and rentals; and to continuously improve the efficiencies and capabilities of the products and services of our businesses. We also continue to focus on operational excellence strategies as a central theme to improving our earnings and cash flows.

Our business segments are as follows:

Climate

Our Climate segment delivers energy-efficient products and innovative energy services. It includes Trane® and American Standard® Heating & Air Conditioning which provide heating, ventilation and air conditioning (HVAC) systems, and commercial and residential building services, parts, support and controls; energy services and building automation through Trane Building Advantage and Nexia; and Thermo King® transport temperature control solutions. This segment had 2018 net revenues of \$12,343.8 million.

Industrial

Our Industrial segment delivers products and services that enhance energy efficiency, productivity and operations. It includes compressed air and gas systems and services, power tools, material handling systems, ARO® fluid management equipment, as well as Club Car® golf, utility and consumer low-speed vehicles. This segment had 2018 net revenues of \$3,324.4 million.

The principal executive office of IR plc is located at 170/175 Lakeview Dr., Airside Business Park, Swords, Co. Dublin, Ireland, telephone +(353) (0) 18707400.

Ingersoll-Rand Luxembourg Finance S.A.

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Ingersoll-Rand Luxembourg Finance S.A., a Luxembourg public company limited by shares (*société anonyme*) incorporated on August 21, 2014, and registered with the Luxembourg Register of Commerce and Companies under number B189791, is an indirect, wholly owned subsidiary of IR plc.

S-4

Table of Contents

The registered office of IR Lux is located at 1, avenue du Bois, L-1251 Luxembourg, telephone +(352) 26649263.

Ingersoll-Rand Global Holding Company Limited

Ingersoll-Rand Global Holding Company Limited, a Delaware corporation, was formerly a Bermuda exempted company until it was incorporated under the laws of Delaware on January 31, 2014 pursuant to a domestication transaction. IR Global is the direct and indirect parent to several subsidiaries, including Ingersoll-Rand Company.

The principal executive office of IR Global is located at 800-E Beaty Street, Davidson, NC, telephone (704) 655-4000.

Ingersoll-Rand Lux International Holding Company S.à r.l.

Ingersoll-Rand Lux International Holding Company S.à r.l., a Luxembourg private limited liability company (*société à responsabilité limitée*) incorporated on November 20, 2013 and registered with the Luxembourg Register of Commerce and Companies under number B182971, is an indirect, wholly owned subsidiary of IR plc.

The registered office of Lux International is located at 1, avenue du Bois, L-1251 Luxembourg, telephone +(352) 28571620.

Ingersoll-Rand Irish Holdings Unlimited Company

Ingersoll-Rand Irish Holdings Unlimited Company, an Irish private unlimited company incorporated on November 17, 1998, is a wholly owned subsidiary of IR plc.

The registered office of Irish Holdings is located at Monivea Road, Mervue, Galway, Ireland, telephone +(353) (0) 91703100.

Ingersoll-Rand Company

Ingersoll-Rand Company, a corporation incorporated in New Jersey on June 1, 1905, is an indirect, wholly-owned subsidiary of IR plc. IR Company is the direct and indirect parent to many of the Company's operating subsidiaries.

The registered office of IR Company is located at 800-E Beaty Street, Davidson, NC, 28036, telephone (704) 655-4000.

The Transaction

The Proposed Acquisition

On February 11, 2019, we announced that we had made a binding offer to acquire PFS for an aggregate purchase price of approximately \$1.45 billion. We expect to enter into a definitive securities purchase agreement for the proposed Acquisition upon completion of information and consultation processes with PFS employee representative bodies in applicable jurisdictions.

The consummation of this offering is not conditioned on the completion of the proposed Acquisition. If we are unable to complete the proposed Acquisition on or prior to January 31, 2020, or if our offer is terminated prior

S-5

Table of Contents

thereto, we will redeem all of the notes at a redemption price of 101% of the aggregate principal amount of each series of the notes, plus accrued and unpaid interest from the date of initial issuance or the most recent interest payment date to (but excluding) the date of redemption. See Description of Notes Special Mandatory Redemption.

About PFS

PFS is a leading provider of fluid management systems with world class brands including Milton Roy®, LMI®, Haskel®, BuTech®, Dosatron®, YZ Systems®, Williams® and Hartell®. It serves mission critical applications including water, agriculture, food and beverage, pharmaceuticals and process industries. PFS generated sales of approximately \$400 million in 2018, has approximately 1,000 employees and operates seven global manufacturing locations.

Table of Contents

The Offering

The summary below describes the principal terms of the notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. You should read this prospectus supplement and the accompanying prospectus before making an investment in the notes. The Description of the Notes section of this prospectus supplement contains a more detailed description of the terms and conditions of the notes.

Issuer	Ingersoll-Rand Luxembourg Finance S.A.
Guarantors	Ingersoll-Rand Public Limited Company, Ingersoll-Rand Global Holding Company Limited, Ingersoll-Rand Lux International Holding Company S.à r.l., Ingersoll-Rand Irish Holdings Unlimited Company and Ingersoll-Rand Company will fully and unconditionally guarantee the payment of principal of and the premium, if any, and interest on the notes.
Notes Offered	<p>\$400,000,000 aggregate principal amount of 3.500% Senior Notes due 2026.</p> <p>\$750,000,000 aggregate principal amount of 3.800% Senior Notes due 2029.</p> <p>\$350,000,000 aggregate principal amount of 4.500% Senior Notes due 2049.</p>
Maturity Date	<p>The 2026 notes will mature on March 21, 2026.</p> <p>The 2029 notes will mature on March 21, 2029.</p> <p>The 2049 notes will mature on March 21, 2049.</p>
Interest Payment Dates	The notes will bear interest from and including March 21, 2019. The 2026 notes will bear interest at 3.500% per year, the 2029 notes will bear interest at 3.800% per year and the 2049 notes will bear interest at 4.500% per year, in each case calculated based on twelve 30-day months and a 360-day year.

Interest on the 2026 notes will be payable semi-annually in arrears on March 21 and September 21 of each year, beginning September 21, 2019, to the holders of record of such notes at the close of business on the preceding March 6 or September 6, whether or not such day is a business day.

Interest on the 2029 notes will be payable semi-annually in arrears on March 21 and September 21 of each year, beginning September 21, 2019, to the holders of record of such notes at the close of business on the preceding March 6 or September 6, whether or not such day is a business day.

Interest on the 2049 notes will be payable semi-annually in arrears on March 21 and September 21 of each year, beginning, September 21, 2019, to the holders of record of such notes at the close of business on the preceding March 6 or September 6, whether or not such day is a business day.

Table of Contents

Additional Amounts

All payments made by the Issuer or any Guarantor (except IR Global and IR Company) or any successor to such Issuer or Guarantor (except IR Global and IR Company) under or with respect to the notes or the guarantees in respect of interest and principal will be made without tax withholding or deductions, unless such withholding or deduction is required by law or by regulation or governmental policy having the force of law. In the event that any such withholding or deduction is so required, we will pay to each beneficial owner such additional amounts as may be necessary to ensure that the net amount received by the beneficial owner after such withholding or deduction (and after deducting any taxes on the additional amounts) will equal the amounts which would have been received by the beneficial owner had no such withholding or deduction been required, subject to certain exceptions set forth under Description of the Notes Additional Amounts.

Ranking

The notes and the guarantees will be senior unsecured obligations of, respectively, the Issuer and each Guarantor and will:

rank equally in right of payment with all of the Issuer's and each Guarantor's existing and future senior unsecured indebtedness;

rank senior in right of payment to all of the Issuer's and each Guarantor's future subordinated indebtedness;

be effectively subordinated in right of payment to any existing and future secured indebtedness of the Issuer and each Guarantor to the extent of the collateral securing such indebtedness; and

be structurally subordinated in right of payment to indebtedness of IR plc's subsidiaries (other than the Issuer and the Guarantors).

Optional Redemption

The Issuer may redeem the 2026 notes, the 2029 notes and the 2049 notes, respectively, in whole or in part at any time prior to January 21, 2026 (two months prior to the maturity date of the 2026 notes), December 21, 2028 (three months prior to the maturity date of the 2029 notes) and September 21, 2048 (six months prior to the maturity date of the 2049 notes), respectively, at a redemption price equal to the greater of 100% of the principal amount of such notes to be redeemed and a make-whole redemption price as described under Description of the Notes Optional Redemption of the Notes, in either case, plus accrued and unpaid interest to the date of redemption.

The Issuer may redeem the 2026 notes, the 2029 notes and the 2049 notes, respectively, in whole or in part at any time on or after January 21, 2026 (two months prior to the maturity date of the 2026 notes), December 21, 2028 (three months prior to the maturity date of the 2029 notes) and September 21, 2048 (six months prior to the maturity date of the 2049 notes), respectively, at a redemption price equal to 100% of the principal amount of each respective series of notes being redeemed, plus accrued and unpaid interest thereon up to, but not including, the redemption date. See Description of the Notes Optional Redemption of the Notes.

Table of Contents

Tax Redemption

If, as a result of certain tax law changes, the Issuer or any Guarantor (except IR Global and IR Company) would be obligated to pay additional amounts in respect of withholding taxes or certain other tax indemnification payments with respect to any series of the notes, and such obligation cannot be avoided by taking reasonable measures available to the Issuer or such Guarantor, the Issuer or such Guarantor may redeem the notes of such series in whole, but not in part, at a price equal to 100% of the principal amount thereof plus accrued and unpaid interest, and all additional amounts, if any, then due or becoming due on the redemption date. See Description of the Notes Optional Redemption.

Special Mandatory Redemption of Notes

In the event that we do not complete the proposed Acquisition of PFS on or prior to January 31, 2020, or the offer is terminated at any time prior thereto, we will redeem all of the notes on the special mandatory redemption date at a redemption price equal to 101% of the aggregate principal amount of each series of the notes, plus accrued and unpaid interest from the date of initial issuance or the most recent interest payment date to but excluding the special mandatory redemption date (subject to the right of holders of record on the relevant record date to receive interest due on the relevant Interest Payment Date). See Description of the Notes Special Mandatory Redemption.

Change of Control

Upon the occurrence of a Change of Control Triggering Event (as defined under Description of the Notes Change of Control), unless the Issuer has exercised its right to redeem the notes, each holder of the notes will have the right to require the Issuer to purchase all or a portion of such holder's notes at a purchase price equal to 101% of the principal amount thereof plus accrued and unpaid interest, if any, to the date of purchase, subject to the rights of holders of the notes on the relevant record date to receive interest due on the relevant interest payment date.

Covenants

The Issuer will issue the notes under an indenture to be entered into with the Guarantors and Wells Fargo Bank, National Association, as trustee.

The indenture will contain limitations on, among other things:

IR plc and its restricted subsidiaries' ability to incur indebtedness secured by certain liens;

IR plc and its restricted subsidiaries' ability to engage in certain sale and leaseback transactions; and

the Issuer and each Guarantor's ability to consolidate or merge with or into, or sell substantially all of its assets to, another person.

S-9

Table of Contents

These covenants will be subject to a number of important exceptions and qualifications. For more details, see Description of the Notes. The notes will also contain certain events of default.

Use of Proceeds

We estimate that the net proceeds from this offering will be approximately \$1,484.8 million after deducting the underwriters discounts and estimated offering expenses payable by us.

We intend to use the net proceeds from this offering to finance the proposed Acquisition; to pay fees and expenses associated with the Transaction; and/or for general corporate purposes. See Use of Proceeds.

Form and Denomination

The notes will be issued in fully registered book-entry form and will be represented by global notes without interest coupons. The global notes will be deposited with a custodian for and registered in the name of a nominee of The Depository Trust Company (DTC) in New York, New York. Investors may elect to hold interests in the global notes through DTC and its direct or indirect participants as described under Description of the Notes Book-Entry Form.

The notes will be issued only in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

Additional Issuances

The Issuer may, at any time, without the consent of the holders of the notes offered hereby, issue additional notes of the same series having the same ranking and the same interest rate, maturity and other terms as any series of notes offered hereby. Any such additional notes having such similar terms, together with the notes of such series offered hereby, may constitute a single series of notes under the indenture, provided that if the additional notes are not fungible with the notes offered hereby for U.S. federal income tax purposes, the additional notes will have a different CUSIP number.

No Listing

The notes will not be listed on any securities exchange. Currently, there is no public market for the notes.

Risk Factors

See Risk Factors beginning on page S-11 of this prospectus supplement and all other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus for a discussion of the factors you should carefully consider before deciding to invest in the notes.

For additional information regarding the notes, please read [Description of the Notes](#) in this prospectus supplement.

S-10

Table of Contents

RISK FACTORS

Investing in the notes involves various risks, including the risks below. You should carefully consider the following risk factors and the risk factors included in the accompanying prospectus and in our 2018 Form 10-K and all other information contained in this prospectus supplement before investing in the notes.

Risks Related to the Notes

The Issuer's and the Guarantors' holding company structure and the fact that the notes are effectively subordinated to the Issuer's and each Guarantor's secured debt to the extent of the value of the assets securing such debt, and structurally subordinated to all the indebtedness and other liabilities of each Guarantor's subsidiaries, may impact your ability to receive payment on the notes. In addition, the Issuer currently has no material assets or operations and therefore will be dependent upon funds received from the Guarantors and other IR plc subsidiaries to service the notes.

The Issuer and the Guarantors are primarily holding companies, and a significant amount of the assets of the Issuer and each Guarantor is held by, and the Issuer's and each Guarantor's operations are conducted through, its subsidiaries. As a result, the Issuer and each Guarantor is primarily dependent upon the earnings of its subsidiaries and the distribution to it of earnings, loans or other payments by its subsidiaries for cash flow. In addition, the Issuer currently has no material assets or operations. Accordingly, the Issuer will be primarily dependent upon funds received from the Guarantors and other IR plc subsidiaries, and the Guarantors will be primarily dependent on the earnings of their subsidiaries, to service the notes. In the event that the Issuer does not receive funds from the Guarantors or other IR plc subsidiaries, the Issuer may be unable to make the required principal and interest payments on the notes. The subsidiaries of the Issuer and each Guarantor are separate and distinct legal entities and have no obligation to pay any amounts due on the debt of the Issuer or any Guarantor or to provide any of them with funds for any payment obligations, whether by dividends, distributions, loans or other payments. In addition, any payment of dividends, distributions, loans or advances to the Issuer or any Guarantor by any respective subsidiary could be subject to statutory or contractual restrictions. Payments to the Issuer and each Guarantor by any of their respective subsidiaries will also be contingent upon such subsidiary's earnings and business considerations.

The notes will effectively be subordinated to all of the Issuer's existing and future secured debt to the extent of the value of the assets securing such debt, and the guarantees will effectively be subordinated to all of the Guarantors existing and future secured debt to the extent of the value of the assets securing such debt. As of December 31, 2018, neither the Issuer nor any Guarantor had any material secured long-term indebtedness outstanding.

The claims of creditors of any subsidiary of the Issuer or any Guarantor will be required to be paid prior to the holders of the notes to the extent such creditors have a claim (if any) against such subsidiary. The right of the Issuer or any Guarantor to receive any assets of any respective subsidiary upon the foreclosure, dissolution, winding-up, liquidation, reorganization or bankruptcy proceeding of any such subsidiary, and therefore the right of the holders of the notes to participate in those assets, would be structurally subordinated to the claims of such subsidiary's creditors, including trade creditors. In addition, even if the Issuer or a Guarantor were a creditor of such subsidiary, their rights as a creditor would be effectively subordinated to any security interest in the subsidiary and any indebtedness of the subsidiary senior to that held by the Issuer or such Guarantor. In any of the foregoing events, we cannot assure you that there will be sufficient assets to pay amounts due on the notes.

The covenants in the indenture that governs the notes provide limited protection to holders of notes.

The indenture governing the notes contains covenants limiting IR plc and its restricted subsidiaries' ability to create certain liens and enter into certain sale and lease-back transactions and the Issuer's and each Guarantor's ability to consolidate or merge with, or sell, convey or lease all or substantially all our assets to,

S-11

Table of Contents

another person. However, the covenants addressing limitations on liens and on sale and lease-back transactions do not apply directly to any of IR plc's subsidiaries other than restricted subsidiaries (as defined under Description of the Notes) and will contain exceptions that will allow us to incur liens with respect to material assets. See Description of the Notes Certain Covenants. In light of these exceptions, your notes may be structurally or effectively subordinated to new lenders. The indenture does not limit the amount of additional debt that we or our subsidiaries may incur.

Upon the occurrence of a Change of Control Triggering Event, you will have the right to require us to repurchase the notes as provided in the indenture governing the notes. However, the Change of Control Triggering Event provisions will not afford you protection in the event of certain highly leveraged transactions that may adversely affect you. For example, any leveraged recapitalization, refinancing, restructuring or acquisition initiated by us generally will not constitute a Change of Control that would potentially lead to a Change of Control Triggering Event. As a result, we could enter into any such transaction even though the transaction could increase the total amount of our outstanding indebtedness, adversely affect our capital structure or credit rating or otherwise adversely affect the Holders. If any such transaction were to occur, the value of the notes could decline.

We may not have sufficient cash to purchase the notes upon a Change of Control Triggering Event.

As described under Description of the Notes Change of Control, the Issuer will be required to offer to purchase all of the notes upon the occurrence of a Change of Control Triggering Event. The Issuer may not, however, have sufficient cash at that time or have the ability to arrange necessary financing on acceptable terms to purchase the notes under such circumstances. If the Issuer were unable to purchase the notes upon the occurrence of a Change of Control Triggering Event, it would result in an event of default under the indenture governing the notes.

Our existing and future indebtedness may limit cash flow available to invest in the ongoing needs of our business, which could prevent us from fulfilling our obligations under the notes.

Our total indebtedness at December 31, 2018 was \$4,091.3 million. We have the ability to incur substantial additional indebtedness in the future, including through additional debt offerings and pursuant to our existing credit agreements, under which credit agreements we had borrowing capacity of at least \$2.0 billion as of December 31, 2018.

Our level of indebtedness and our ability to incur additional indebtedness could have important consequences to you. For example, it could:

adversely impact the trading price for, or the liquidity of, the notes;

require us to dedicate a substantial portion of our cash flow from operations to the payment of debt service, reducing the availability of our cash flow to fund working capital, capital expenditures, acquisitions and other general corporate purposes;

increase our vulnerability to adverse economic or industry conditions;

adversely affect our ability to obtain additional financing on favorable terms or at all in the future; and

place us at a competitive disadvantage compared to businesses in our industry that have less indebtedness. Any failure to comply with covenants in the instruments governing our debt could result in an event of default which, if not cured or waived, would have a material adverse effect on us.

S-12

Table of Contents

Your ability to transfer the notes may be limited by the absence of an active trading market, and we cannot assure you that an active trading market will develop for the notes.

Each series of notes is a new issue of securities for which there is no established public market. We do not intend to apply for a listing of the notes on any national securities exchange or to arrange for quotation of the notes on any automated dealer quotation system. The underwriters have advised us that they intend to make a market in the notes, as permitted by applicable laws and regulations; however, the underwriters are not obligated to do so and they may discontinue their market-making activities at any time in their sole discretion without notice. Therefore, we cannot assure you as to the development or liquidity of any trading market for any series of the notes.

The liquidity of the market for the notes will depend on a number of factors, including among other things:

the number of holders of the notes;

our operating performance and financial condition;

the market for similar securities and general market conditions;