

Ingersoll-Rand plc
Form 8-K
June 07, 2016

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 2, 2016

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

Ireland 001-34400 98-0626632
(State or Other Jurisdiction (Commission (IRS Employer
of Incorporation) File Number) 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 5.03 Amendment of Articles of Incorporation or Bylaws; Change in Fiscal Year.

At the 2016 Annual General Meeting of Shareholders held on June 2, 2016 (the "Annual General Meeting"), shareholders of Ingersoll-Rand plc (the "Company") approved proposals to:

- (1) amend the Company's Articles of Association to implement proxy access;
- (2) amend the Company's Articles of Association to make certain administrative amendments in connection with the Companies Act 2014;
- (3) amend the Company's Memorandum of Association to make certain administrative amendments in connection with the Companies Act 2014;
- (4) amend the Company's Articles of Association to provide for a plurality voting standard in the event of a contested election; and
- (5) amend the Company's Articles of Association to grant the board sole authority to determine its size.

A more complete description of these amendments are found in Proposals No. 7, 8A, 8B, 9A and 9B in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 21, 2016 (the "Proxy Statement"). The amended and restated Articles of Association and Memorandum of Association which are referred to collectively as the Company's "Constitution" are filed as Exhibit 3.1.

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

At the Annual General Meeting, 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, 2016 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;
- (6) approved the determination of the price range at which the Company can re-allot shares that it holds as treasury shares;
- (7) approved the amendment of the Company's Articles of Association to implement proxy access;
- (8) approved the amendment to the Company's Articles of Association to make certain administrative amendments in connection with the Companies Act 2014;
- (9) approved the amendment to the Company's Memorandum of Association to make certain administrative amendments in connection with the Companies Act 2014;
- (10) approved the amendment to the Company's Articles of Association to provide for a plurality standard in the event of a contested election; and
- (11) approved the amendment to the Company's Articles of Association to grant the board sole authority to determine its size.

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 | 204,987,233 | 3,251,768 | 779,627 | 16,798,613 |
| (b) John Bruton | 204,425,914 | 3,753,565 | 839,149 | 16,798,613 |
| (c) Elaine L. Chao | 203,889,396 | 4,208,452 | 920,780 | 16,798,613 |
| (d) Jared L. Cohon | 204,572,911 | 3,616,684 | 829,033 | 16,798,613 |
| (e) Gary D. Forsee | 201,183,517 | 4,674,389 | 3,160,722 | 16,798,613 |
| (f) Constance J. Horner | 203,103,170 | 5,125,680 | 789,778 | 16,798,613 |
| (g) Linda P. Hudson | 204,092,059 | 4,056,873 | 869,696 | 16,798,613 |
| (h) Michael W. Lamach | 201,511,704 | 5,894,576 | 1,612,348 | 16,798,613 |
| (i) Myles P. Lee | 206,876,747 | 1,266,508 | 875,373 | 16,798,613 |
| (j) John P. Surma | 206,680,311 | 1,442,172 | 896,145 | 16,798,613 |
| (k) Richard J. Swift | 181,183,038 | 24,718,787 | 3,116,803 | 16,798,613 |
| (l) Tony L. White | 203,124,965 | 5,087,414 | 806,249 | 16,798,613 |

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

| For | Against | Abstain | Broker Non Vote |
|-------------|------------|-----------|-----------------|
| 195,959,924 | 11,829,306 | 1,229,398 | 16,798,613 |

Proposal 3. Appointment of PricewaterhouseCoopers as the independent auditors of the Company for the fiscal year ending December 31, 2016 and authorization of the Audit Committee to set the auditors' remuneration:

| For | Against | Abstain | Broker Non Vote |
|-------------|-----------|---------|-----------------|
| 222,678,775 | 2,458,317 | 680,149 | — |

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

| For | Against | Abstain | Broker Non Vote |
|-------------|------------|---------|-----------------|
| 213,387,089 | 11,445,847 | 984,305 | — |

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 |
|-------------|-----------|-----------|-----------------|
| 217,467,368 | 6,648,073 | 1,701,800 | — |

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

| For | Against | Abstain | Broker Non Vote |
|-------------|-----------|-----------|-----------------|
| 218,395,033 | 6,063,352 | 1,358,856 | — |

Proposal 7. Approval of an amendment to the Company's Articles of Association to implement proxy access:

| For | Against | Abstain | Broker Non Vote |
|-------------|-----------|-----------|-----------------|
| 199,144,360 | 8,804,008 | 1,070,260 | 16,798,613 |

Proposal 8A. Approval of an amendment to the Company's Articles of Association to make certain administrative amendments in connection with the Companies Act 2014:

| For | Against | Abstain | Broker Non Vote |
|-------------|-----------|-----------|-----------------|
| 205,545,147 | 2,280,181 | 1,193,300 | 16,798,613 |

Proposal 8B. Approval of an amendment to the Company's Memorandum of Association to make certain administrative amendments in connection with the Companies Act 2014:

| For | Against | Abstain | Broker Non Vote |
|-------------|-----------|-----------|-----------------|
| 205,665,834 | 2,155,198 | 1,197,596 | 16,798,613 |

Proposal 9A. Approval of an amendment to the Company's Articles of Association to provide for a plurality voting standard in the event of a contested election:

| For | Against | Abstain | Broker Non Vote |
|-------------|-----------|---------|-----------------|
| 204,707,491 | 3,378,267 | 932,870 | 16,798,613 |

Proposal 9B. Approval of an amendment to the Company's Articles of Association to grant the board sole authority to determine its size:

| For | Against | Abstain | Broker Non Vote |
|-------------|-----------|---------|-----------------|
| 200,215,572 | 7,918,453 | 884,603 | 16,798,613 |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|-------------|--|
| 3.1 | Constitution of the Company, as amended and restated on June 2, 2016 |

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 PLC
(Registrant)

Date: June 7, 2016 /s/ Evan M. Turtz
Secretary

Exhibit Index

| Exhibit No. | Description |
|----------------|-------------|
|----------------|-------------|

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|-----|--|
| 3.1 | Constitution of the Company, as amended and restated on June 2, 2016 |
|-----|--|