

Ingersoll-Rand plc  
Form 8-A12B  
April 24, 2014

**As filed with the Securities and Exchange Commission on April 24, 2014**

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**Ingersoll-Rand Public Limited Company**  
**(Exact name of registrant as specified in its charter)**

**Ireland**  
**(State or other jurisdiction**  
**of incorporation)**

**98-0626632**  
**(I.R.S. Employer**  
**Identification No.)**

**170/175 Lakeview Dr.**

**Airside Business Park**

**Swords, Co. Dublin**

**Ireland**

**(Address of principal executive offices, including zip code)**

**(For co-registrants, please see Table of Co-Registrants on the following page)**

**Securities to be registered pursuant to Section 12(b) of the Act:**

| <b>Title of each class<br/>to be so registered</b> | <b>Name of each exchange on which<br/>each class is to be registered</b> |
|--|--|
| <b>4.75% Senior Notes due 2015</b>                 | <b>New York Stock Exchange</b>   |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. ☒

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. ☐

**Securities Act registration statement file number to which this form relates: 333-88580 (if applicable)**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**

**(Title of Class)**

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**TABLE OF CO-REGISTRANTS**

| <b>Exact name of<br/>registrant as specified<br/>in its charter</b> | <b>State or other<br/>jurisdiction of<br/>incorporation or<br/>organization</b> | <b>I.R.S. Employer<br/>Identification No.</b> | <b>Address of principal<br/>executive offices,<br/>including zip code</b>  |
|---|---|---|--|
| Ingersoll-Rand International<br>Holding Limited*                    | Bermuda   | 98-0613467                                    | c/o Ingersoll-Rand plc<br><br>170/175 Lakeview Dr.<br><br>Airside Business Park<br><br>Swords, Co.   |
| Ingersoll-Rand Company*   | New Jersey  | 13-5156640                                    | Dublin Ireland<br>c/o Ingersoll-Rand plc<br><br>170/175 Lakeview Dr.<br><br>Airside Business Park<br><br>Swords, Co.<br><br>Dublin Ireland |

\* Ingersoll-Rand International Holding Limited is the issuer of the securities registered hereby. Ingersoll-Rand Company is a co-obligor and a guarantor of the securities registered hereby. Ingersoll-Rand Public Limited Company is a guarantor of the securities registered hereby.

**Item 1: Description of Registrant's Securities to be Registered.**

The description of the 4.75% Senior Notes due 2015 of Ingersoll-Rand International Holding Limited, as successor to Ingersoll-Rand Company Limited (the "Company") and the description of the senior debt securities contained in the supplement to the Prospectus filed on May 24, 2005 (the "Prospectus") by the Company and certain of its affiliates pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the "Securities Act"), to the Company's Registration Statement on Form S-3 (No. 333-88580) are each incorporated herein by reference.

**Item 2: Exhibits.**

| Exhibit<br>No. | Description   | Method of Filing  |
|----------------|---|---|
| 4.1            | Indenture, dated as of May 24, 2005, among Ingersoll-Rand Company Limited, Ingersoll-Rand Company and Wells Fargo Bank, N.A., as Trustee  | Incorporated by reference to Exhibit 10.2 to Ingersoll-Rand Company Limited's Form 8-K filed with the SEC on May 27, 2005.                |
| 4.2            | First Supplemental Indenture, dated as of June 29, 2009, among Ingersoll-Rand Company Limited, Ingersoll-Rand Company, Ingersoll-Rand International Holding Limited, Ingersoll-Rand Public Limited Company and Wells Fargo Bank, N.A., as trustee, to that certain Indenture, dated as of May 24, 2005, among Ingersoll-Rand Company Limited, Ingersoll-Rand Company and Wells Fargo Bank, N.A., as Trustee | Incorporated by reference to Exhibit 4.2 to Ingersoll-Rand Public Limited Company's Form 8-K filed with the SEC on July 1, 2009.          |
| 4.3            | Second Supplemental Indenture, dated as of November 20, 2013, among Ingersoll-Rand International Holding Limited, Ingersoll-Rand Company and Wells Fargo Bank, N.A., as trustee, to that certain Indenture, dated as of May 24, 2005, among Ingersoll-Rand Company Limited, Ingersoll-Rand Company and Wells Fargo Bank, N.A., as Trustee   | Incorporated by reference to Exhibit 4.3 to the Ingersoll-Rand Public Limited Company's Form 8-K filed with the SEC on November 26, 2013. |

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrants have duly caused this Registration Statement to be signed on their behalf by the undersigned, thereunto duly authorized.

Date: April 24, 2014

**INGERSOLL-RAND PUBLIC LIMITED COMPANY**

By: /s/ Evan M. Turtz  
Name: Evan M. Turtz  
Title: Secretary

**INGERSOLL-RAND INTERNATIONAL HOLDINGS  
LIMITED**

By: /s/ Evan M. Turtz  
Name: Evan M. Turtz  
Title: Secretary

**INGERSOLL-RAND COMPANY  
LIMITED**

By: /s/ Evan M. Turtz  
Name: Evan M. Turtz  
Title: Secretary

INDEX TO EXHIBITS

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