

Ingersoll-Rand Global Holding CO LTD

Form 424B5

February 15, 2018

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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	Amount of
	Price(1)	Registration Fee(1)
2.900% Notes due 2021	\$300,000,000	\$37,350
3.750% Notes due 2028	\$550,000,000	\$68,475
4.300% Notes due 2048	\$300,000,000	\$37,350
 Total	 \$1,150,000,000	 \$143,175

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

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PROSPECTUS SUPPLEMENT

(To prospectus dated November 1, 2017)

Ingersoll-Rand Global Holding Company Limited

\$300,000,000 2.900% Senior Notes due 2021

\$550,000,000 3.750% Senior Notes due 2028

\$300,000,000 4.300% Senior Notes due 2048

Fully and unconditionally guaranteed by

Ingersoll-Rand plc

Ingersoll-Rand Luxembourg Finance S.A.

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

Ingersoll-Rand Irish Holdings Unlimited Company

Ingersoll-Rand Company

Ingersoll-Rand Global Holding Company Limited, a Delaware corporation (**IR Global** or the **Issuer**), an indirect, wholly-owned subsidiary of Ingersoll-Rand Public Limited Company (**IR plc**), is offering \$300,000,000 aggregate principal amount of 2.900% Senior Notes due 2021 (the **2021 notes**), \$550,000,000 aggregate principal amount of 3.750% Senior Notes due 2028 (the **2028 notes**) and \$300,000,000 aggregate principal amount of 4.300% Senior Notes due 2048 (the **2048 notes** and, together with the 2021 notes and the 2028 notes, the **notes**).

Interest on the 2021 notes will be payable semi-annually in arrears on February 21 and August 21 each year, beginning on August 21, 2018. Interest on the 2028 notes will be payable semi-annually in arrears on February 21 and August 21 of each year, beginning on August 21, 2018. Interest on the 2048 notes will be paid semi-annually in arrears on February 21, 2018 and August 21 each year, beginning on August 21, 2018.

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 Luxembourg Finance S.A. (**IR Lux**), 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 Lux, 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.

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-10 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
2.900% Senior Notes due 2021	99.838%	\$ 299,514,000	0.450%	\$ 1,350,000	99.388%	\$ 298,164,000
3.750% Senior Notes due 2028	99.751%	\$ 548,630,500	0.650%	\$ 3,575,000	99.101%	\$ 545,055,500
4.300% Senior Notes due 2048	99.649%	\$ 298,947,000	0.875%	\$ 2,625,000	98.774%	\$ 296,322,000

(1) Plus accrued interest, if any, from February 21, 2018, 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 February 21, 2018.

Joint Book-Running Managers

BofA Merrill Lynch

Goldman Sachs & Co. LLC

J.P. Morgan

BNP PARIBAS

Citigroup

Credit Suisse

Deutsche Bank Securities

Mizuho Securities

MUFG

February 13, 2018

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

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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 Global Holding Company Limited and not to its subsidiaries or affiliates; and the Guarantors refers, collectively, to IR plc, IR Lux, 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.

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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 notes 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. You may inspect without charge any documents filed by us at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain copies of all or any part of these materials from the SEC upon the payment of certain fees prescribed by the SEC. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the Public Reference Room.

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

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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 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, 2017 (the 2017 Form 10-K), and

Definitive Proxy Statement on Schedule 14A filed on April 24, 2017 (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, 2016).

All future filings that we make under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (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 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

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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.

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);

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 and the impact of higher energy prices;

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 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 2017 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.

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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, together with 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, service, 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 2017 net revenues of \$11.2 billion.

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 2017 net revenues of \$3.0 billion.

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 Global Holding Company Limited

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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.

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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 Luxembourg Finance S.A.

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.

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

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.

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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 Global Holding Company Limited.
Guarantors	Ingersoll-Rand Public Limited Company, Ingersoll-Rand Luxembourg Finance S.A., 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>\$300,000,000 aggregate principal amount of 2.900% Senior Notes due 2021.</p> <p>\$550,000,000 aggregate principal amount of 3.750% Senior Notes due 2028.</p> <p>\$300,000,000 aggregate principal amount of 4.300% Senior Notes due 2048.</p>
Maturity Date	<p>The 2021 notes will mature on February 21, 2021.</p> <p>The 2028 notes will mature on August 21, 2028.</p> <p>The 2048 notes will mature on February 21, 2048.</p>
Interest Payment Dates	The notes will bear interest from and including February 21, 2018. The 2021 notes will bear interest at 2.900% per year, the 2028 notes will bear interest at 3.750% per year and the 2048 notes will bear interest at 4.300% per year, in each case calculated based on twelve 30-day months and a 360-day year.

Interest on the 2021 notes will be payable semi-annually in arrears on February 21 and August 21 of each year, beginning August 21, 2018, to the holders of record of such notes at the close of business on the preceding February 6 or August 6, whether or not such day is a business day.

Interest on the 2028 notes will be payable semi-annually in arrears on February 21 and August 21 of each year, beginning August 21, 2018, to the holders of record of such notes at the close of business on the preceding February 6 or August 6, whether or not such day is a business day.

Interest on the 2048 notes will be payable semi-annually in arrears on February 21 and August 21 of each year, beginning August 21, 2018, to the holders of record of such notes at the close of business on the preceding February 6 or August 6, whether or not such day is a business day.

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Additional Amounts

All payments made by any Guarantor (except IR Company) or any successor to such Guarantor (except 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 2021 notes, 2028 notes and 2048 notes, respectively, in whole or in part at any time prior to February 21, 2021 (the maturity date of the 2021 notes), May 21, 2028 (three months prior to the maturity date of the 2028 notes) and August 21, 2047 (six months prior to the maturity date of the 2048 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 2028 notes and 2048 notes, respectively, in whole or in part at any time on or after May 21, 2028 (three months prior to the maturity date of the 2028 notes) and August 21, 2047 (six months prior to the maturity date of the 2048 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.

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Tax Redemption

If, as a result of certain tax law changes, any Guarantor (except 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 such Guarantor, 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.

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.

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 \$1,137 million after deducting the underwriters' discount

and estimated offering expenses payable by us.

We intend to use the net proceeds from this offering for general corporate purposes, including to fund the redemption in full of our 6.875% Senior Notes due 2018 (the 6.875% Notes) and our 2.875% Senior Notes due 2019 (the 2.875% Notes). 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

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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-10 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.

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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 2017 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 effectively 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, 2017, 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 effectively 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,

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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, 2017 was \$4,064 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, 2017.

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.

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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;

our prospects and the prospects for companies in our industry generally;

the interest of securities dealers in making a market in the notes; and

prevailing interest rates.

If an active public trading market for the notes does not develop, the market price and liquidity of the notes may be adversely affected.

Federal and state laws and Luxembourg and Irish law allow courts, under specific circumstances, to void guarantees and require noteholders to return payments received from guarantors.

The issuance by a Guarantor of its guarantee may be subject to review under federal and state laws if a bankruptcy, liquidation or reorganization case or a lawsuit, including in circumstances in which bankruptcy is not involved, were commenced at some future date by, or on behalf of, the unpaid creditors of the Guarantor. Under the U.S. bankruptcy law and comparable provisions of state fraudulent transfer and conveyance laws, any guarantee of the notes could be voided, or claims in respect of a guarantee could be subordinated to all other existing and future debts of that guarantor if, among other things, and depending upon the jurisdiction whose laws are applied, the Guarantor, at the time it incurred the indebtedness evidenced by its guarantee or, in some jurisdictions, when payments came due under such guarantee:

issued the guarantee with the intent of hindering, delaying or defrauding any present or future creditor; or

received less than reasonably equivalent value or fair consideration for the incurrence of such guarantee and (1) was insolvent or rendered insolvent by reason of such incurrence, (2) was engaged in a business or transaction for which the Guarantor's remaining assets constituted unreasonably small capital or (3) intended to incur, or believed or reasonably should have believed that it would incur, debts beyond its ability to pay such debts as they matured.

The measures of insolvency for the purposes of these fraudulent transfer laws will vary depending upon the law applied in any proceeding to determine whether a fraudulent transfer has occurred. Generally, however, a Guarantor would be considered insolvent if:

the sum of its existing debts, including contingent liabilities, was greater than the fair saleable value of all of its assets;

the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become due; or

it could not pay its debts as they become due.

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We cannot be certain as to the standard that a court would use to determine whether or not the Guarantors were solvent upon issuance of their guarantees, or regardless of the actual standard applied by the court, that the issuance of a guarantee would not be voided or subordinated to the Issuer's or the Guarantors' other debt.

If a guarantee were legally challenged, it could also be subject to the claim that, since the guarantee was incurred for the benefit of the Issuer, and only indirectly for the benefit of the Guarantor, the obligations of the Guarantor were incurred for less than fair consideration. A court could therefore void the obligations under the guarantee or subordinate the guarantee to the Guarantor's other debt or take other action detrimental to you. If a court voided the guarantee, you would no longer have a claim against the Guarantor for amounts owed in respect of the guarantee. In addition, a court might direct you to repay any amounts already received from Guarantor under the guarantee. If a court were to void the guarantee, funds may not be available from other sources to pay our obligations under the notes.

The guarantee of the notes by IR plc may be subject to review under Irish law in the following circumstances:

IR plc having become insolvent, or deemed likely to become insolvent, is made the subject of court protection under the examinership procedure (reserved for companies deemed to have a reasonable prospect of survival), and the court approves a scheme for the compromise of debts of IR plc setting aside part or all of the obligations of IR plc under the guarantee;

IR plc, having become the subject of liquidation proceedings within six months (or two years if the guarantee is given in favor of anyone who is, in relation to IR plc, a connected person as defined in Section 559 (1) of the Companies Act 2014 of Ireland)) of issuing the guarantee, is made the subject of an application by the liquidator, on behalf of IR plc, to the Irish courts to void the guarantee on the grounds that the issuance of the guarantee constituted a preference over other creditors at a time when IR plc was insolvent;

if IR plc were wound up, the Irish courts, on the application of a liquidator or creditor, may, if it can be shown that the guarantee or any payments made thereunder constituted a fraud on IR plc, order a return of payments made by IR plc under the guarantee; or

if the guarantee is challenged on the grounds that there was no corporate benefit to IR plc in entering into the guarantee.

IR Lux and Lux International are organized in Luxembourg, IR plc and Irish Holdings are organized in Ireland, and a substantial portion of our assets are located outside the United States. As a result, you may have difficulty enforcing, or may be unable to enforce, judgments obtained in the United States.

IR Lux and Lux International are organized under the laws of Luxembourg, IR plc and Irish Holdings are organized under the laws of Ireland, and a substantial portion of our respective assets are located outside the United States. As a result, it may not be possible to enforce court judgments obtained in the United States against us or our directors or officers (whether based on the civil liability provisions of U.S. federal or state securities laws, New York law as the governing law of the notes, indenture and guarantees or otherwise) in Luxembourg, Ireland or in countries other than the United States where we have assets. We have been advised by our legal advisors in each of Luxembourg and

Ireland, respectively, that the United States does not currently have a treaty providing for the reciprocal recognition and enforcement of judgments in civil and commercial matters with either Luxembourg or Ireland. Therefore, a final judgment for the payment of money rendered by any federal or state court in the United States, whether based on U.S. federal or state securities laws or otherwise, would not automatically be enforceable (and may not be enforceable at all) in Luxembourg or Ireland. Furthermore, you will not be able to bring a lawsuit or otherwise seek any remedies under the laws of the United States or any states therein (U.S. Law), including remedies available under the U.S. federal securities laws, in courts of Luxembourg or Ireland (otherwise than in relation to agreements governed by U.S. Law where Luxembourg or Irish courts have accepted jurisdiction to hear the matter). See Service of Process and Enforcement of Liabilities for further information.

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