

MINDSPEED TECHNOLOGIES, INC
Form 8-K
November 05, 2013

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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) **November 5, 2013**

Mindspeed Technologies, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

001-31650
(Commission File Number)

01-0616769
(IRS Employer Identification No.)

**4000 MacArthur Boulevard, East Tower
Newport Beach, California 92660-3095**
(Address of Principal Executive Offices) (Zip Code)
Registrant's telephone number, including area code: **(949) 579-3000**

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 2.02. Results of Operations and Financial Condition.

The Registrant's press release, dated November 5, 2013, announcing its results of operations for its fiscal fourth quarter ended September 27, 2013, is furnished herewith as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

- (d) Exhibits
 - 99.1 Press release of the Registrant, dated November 5, 2013.
-

SIGNATURE

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.

Mindspeed Technologies, Inc.

(Registrant)

/s/ STEPHEN N. ANANIAS

November 5, 2013

(Date)

Stephen N. Ananias

Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit

Number

Description

99.1 Press release of the Registrant, dated November 5, 2013.

d Telephone Number of Person

Authorized to Receive Notices and Communications)

February 18, 2015

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box “.”

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person’s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The Information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Nelson Peltz

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

	7	SOLE VOTING POWER
		0
	8	SHARED VOTING POWER
		12,279,858
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		12,279,858

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12,279,858

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.66%*

14 TYPE OF REPORTING PERSON
IN

*Calculated based on 263,321,574 ordinary shares outstanding as of February 2, 2015, as reported in the Issuer's Annual Report on Form 10-K for the fiscal year ended December 31, 2014 (the "Form 10-K").

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Peter W. May

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

	7	SOLE VOTING POWER
		0
	8	SHARED VOTING POWER
		12,279,858
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		12,279,858

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12,279,858

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.66%*

14 TYPE OF REPORTING PERSON
IN

* Calculated based on 263,321,574 ordinary shares outstanding as of February 2, 2015 as reported in the Form 10-K.

1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Edward P. Garden

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
 AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES	8	SHARED VOTING POWER
BENEFICIALLY OWNED BY		12,279,858
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER
WITH		0
	10	SHARED DISPOSITIVE POWER
		12,279,858

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 12,279,858

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 4.66%*

14 TYPE OF REPORTING PERSON
 IN

* Calculated based on 263,321,574 ordinary shares outstanding as of February 2, 2015 as reported in the Form 10-K.

1 NAME OF REPORTING PERSON
 Trian Fund Management, L.P.
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 20-3454182

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
 AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES	8	SHARED VOTING POWER
BENEFICIALLY OWNED BY		12,279,858
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER
WITH		0
	10	SHARED DISPOSITIVE POWER
		12,279,858

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 12,279,858

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 4.66%*

14 TYPE OF REPORTING PERSON
 PN

* Calculated based on 263,321,574 ordinary shares outstanding as of February 2, 2015 as reported in the Form 10-K.

1 NAME OF REPORTING PERSON
 Trian Fund Management GP, LLC
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 20-3454087

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
 AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES	8	SHARED VOTING POWER
BENEFICIALLY OWNED BY		12,279,858
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER
WITH		0
	10	SHARED DISPOSITIVE POWER
		12,279,858

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 12,279,858

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 4.66%*

14 TYPE OF REPORTING PERSON
 OO

* Calculated based on 263,321,574 ordinary shares outstanding as of February 2, 2015 as reported in the Form 10-K.

1 NAME OF REPORTING PERSON
 Trian Partners Master Fund (ERISA), L.P.
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 98-0682467

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Cayman Islands

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES	8	SHARED VOTING POWER
BENEFICIALLY OWNED BY		112,186#
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER
WITH		0
	10	SHARED DISPOSITIVE POWER
		112,186#

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 112,186#

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0.04%*

14 TYPE OF REPORTING PERSON
 PN

* Calculated based on 263,321,574 ordinary shares outstanding as of February 2, 2015 as reported in the Form 10-K.

All 112,186 shares have been contributed to Trian IR Holdco Ltd., pursuant to a Contribution Agreement dated June 15, 2012, as described in Item 5 herein.

1 NAME OF REPORTING PERSON
 Trian Partners, L.P.
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 20-3453988

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES	8	SHARED VOTING POWER
BENEFICIALLY OWNED BY		1,574,890#
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER
WITH		0
	10	SHARED DISPOSITIVE POWER
		1,574,890#

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 1,574,890#

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0.60%*

14 TYPE OF REPORTING PERSON
 PN

* Calculated based on 263,321,574 ordinary shares outstanding as of February 2, 2015 as reported in the Issuer's Form 10-K.

1,337,587 of these shares have been contributed to Trian IR Holdco Ltd., pursuant to a Contribution Agreement dated June 15, 2012, as described in Item 5 herein.

1 NAME OF REPORTING PERSON
 Trian Partners Master Fund, L.P.
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 98-0468601

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Cayman Islands

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES	8	SHARED VOTING POWER
BENEFICIALLY OWNED BY		3,534,038#
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER
WITH		0
	10	SHARED DISPOSITIVE POWER
		3,534,038#

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 3,534,038#

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 1.34%*

14 TYPE OF REPORTING PERSON
 PN

* Calculated based on 263,321,574 ordinary shares outstanding as of February 2, 2015 as reported in the Form 10-K.

299,903 of these shares have been contributed to Trian IR Holdco Ltd., pursuant to a Contribution Agreement dated June 15, 2012, as described in Item 5 herein.

1 NAME OF REPORTING PERSON
 Trian Partners Parallel Fund I, L.P.
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 20-3694154

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY
 4 SOURCE OF FUNDS
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

	7	SOLE VOTING POWER	
		0	
NUMBER OF SHARES	8	SHARED VOTING POWER	
BENEFICIALLY OWNED BY		158,252#	
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER	
WITH		0	
	10	SHARED DISPOSITIVE POWER	
		158,252#	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 158,252#

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0.06%*

14 TYPE OF REPORTING PERSON
 PN

* Calculated based on 263,321,574 ordinary shares outstanding as of February 2, 2015 as reported in the Form 10-K.

All 158,252 shares have been contributed to Trian IR Holdco Ltd., pursuant to a Contribution Agreement dated June 15, 2012, as described in Item 5 herein.

1 NAME OF REPORTING PERSON
 Trian Partners Strategic Investment Fund-A, L.P.
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 27-4180625

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES	8	SHARED VOTING POWER
BENEFICIALLY OWNED BY		1,118,393
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER
WITH		0
	10	SHARED DISPOSITIVE POWER
		1,118,393

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 1,118,393

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0.42%*

14 TYPE OF REPORTING PERSON
 PN

* Calculated based on 263,321,574 ordinary shares outstanding as of February 2, 2015 as reported in the Form 10-K.

1 NAME OF REPORTING PERSON
 Trian Partners Strategic Co-Investment Fund-A, L.P.
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 36-4728074

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

	7	SOLE VOTING POWER	
		0	
NUMBER OF SHARES	8	SHARED VOTING POWER	
BENEFICIALLY OWNED BY		708,140	
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER	
WITH		0	
	10	SHARED DISPOSITIVE POWER	
		708,140	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 708,140

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0.27%*

14 TYPE OF REPORTING PERSON
 PN

* Calculated based on 263,321,574 ordinary shares outstanding as of February 2, 2015 as reported in the Form 10-K.

1 NAME OF REPORTING PERSON
 Trian Partners Strategic Investment Fund, L.P.
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 37-1593120

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES	8	SHARED VOTING POWER
BENEFICIALLY OWNED BY		765,657#
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER
WITH		0
	10	SHARED DISPOSITIVE POWER
		765,657#

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 765,657#

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0.29%*

14 TYPE OF REPORTING PERSON
 PN

* Calculated based on 263,321,574 ordinary shares outstanding as of February 2, 2015 as reported in the Form 10-K.

527,530 of these shares have been contributed to Trian IR Holdco Ltd., pursuant to a Contribution Agreement dated June 15, 2012, as described in Item 5 herein.

1 NAME OF REPORTING PERSON
 Trian SPV (SUB) VI, L.P.
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 98-0644507

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Cayman Islands

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES	8	SHARED VOTING POWER
BENEFICIALLY OWNED BY		877,250#
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER
WITH		0
	10	SHARED DISPOSITIVE POWER
		877,250#

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 877,250#

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0.33%*

14 TYPE OF REPORTING PERSON
 PN

* Calculated based on 263,321,574 ordinary shares outstanding as of February 2, 2015 as reported in the Form 10-K.

All 877,250 shares have been contributed to Trian IR Holdco Ltd., pursuant to a Contribution Agreement dated June 15, 2012, as described in Item 5 herein.

1 NAME OF REPORTING PERSON
 Trian SPV (SUB) VI-A, L.P.
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 98-1047700

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Cayman Islands

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES	8	SHARED VOTING POWER
BENEFICIALLY OWNED BY		2,824,898#
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER
WITH		0
	10	SHARED DISPOSITIVE POWER
		2,824,898#

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,824,898#

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 1.07%*

14 TYPE OF REPORTING PERSON
 PN

* Calculated based on 263,321,574 ordinary shares outstanding as of February 2, 2015 as reported in the Form 10-K.

All 2,824,898 shares have been contributed to Trian IR Holdco Ltd., pursuant to a Contribution Agreement dated June 15, 2012, as described in Item 5 herein.

1 NAME OF REPORTING PERSON
 Trian Partners Strategic Investment Fund-D, L.P.
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 98-1108184

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY
 4 SOURCE OF FUNDS
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Cayman Islands

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES	8	SHARED VOTING POWER
BENEFICIALLY OWNED BY		281,966
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER
WITH		0
	10	SHARED DISPOSITIVE POWER
		281,966

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 281,966

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0.11%*

14 TYPE OF REPORTING PERSON
 PN

* Calculated based on 263,321,574 ordinary shares outstanding as of February 2, 2015 as reported in the Form 10-K.

1 NAME OF REPORTING PERSON
 Trian Partners Fund (Sub)-G, L.P.
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 90-1035117

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

	7	SOLE VOTING POWER	
		0	
NUMBER OF SHARES	8	SHARED VOTING POWER	
BENEFICIALLY OWNED BY		64,436#	
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER	
WITH		0	
	10	SHARED DISPOSITIVE POWER	
		64,436#	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 64,436#

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0.02%*

14 TYPE OF REPORTING PERSON
 PN

* Calculated based on 263,321,574 ordinary shares outstanding as of February 2, 2015 as reported in the Form 10-K.

All 64,436 shares have been contributed to Trian IR Holdco Ltd., pursuant to a Contribution Agreement dated June 15, 2012, as described in Item 5 herein.

1 NAME OF REPORTING PERSON
 Trian Partners Strategic Fund-G II, L.P.
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 46-5509975

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES	8	SHARED VOTING POWER
BENEFICIALLY OWNED BY		258,514#
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER
WITH		0
	10	SHARED DISPOSITIVE POWER
		258,514#

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 258,514#

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0.10%*

14 TYPE OF REPORTING PERSON
 PN

* Calculated based on 263,321,574 ordinary shares outstanding as of February 2, 2015 as reported in the Form 10-K.

All 258,514 shares have been contributed to Trian IR Holdco Ltd., pursuant to a Contribution Agreement dated June 15, 2012, as described in Item 5 herein.

1 NAME OF REPORTING PERSON
 Trian IR Holdco Ltd.
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 98-1057630

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
 OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Cayman Islands

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES	8	SHARED VOTING POWER
BENEFICIALLY OWNED BY		6,460,566#
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER
WITH		0
	10	SHARED DISPOSITIVE POWER
		6,460,566#

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 6,460,566#

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 2.45%*

14 TYPE OF REPORTING PERSON
 OO

* Calculated based on 263,321,574 ordinary shares outstanding as of February 2, 2015 as reported in the Issuer's Form 10-K.

All 6,460,566 shares were received from other Reporting Persons pursuant to a Contribution Agreement dated June 15, 2012, as described in Item 5 herein.

1 NAME OF REPORTING PERSON
 California State Teachers' Retirement System
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 94-6291617

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 California Government Pension Plan

	7	SOLE VOTING POWER
		695,804
NUMBER OF SHARES	8	SHARED VOTING POWER
BENEFICIALLY OWNED BY		0
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER
WITH		507,002
	10	SHARED DISPOSITIVE POWER
		188,802

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 695,804

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0.26%*

14 TYPE OF REPORTING PERSON
 EP

* Calculated based on 263,321,574 ordinary shares outstanding as of February 2, 2015 as reported in the Issuer's Form 10-K.

This Amendment No. 7 relates to the Schedule 13D filed with the Securities and Exchange Commission on May 9, 2012, as amended by Amendment No. 1 (“Amendment No. 1”) filed on June 20, 2012, Amendment No. 2 (“Amendment No. 2”) filed on August 6, 2012, Amendment No. 3 filed on August 13, 2012 (“Amendment No. 3”), Amendment No. 4 filed on November 18, 2013 (“Amendment No. 4”), Amendment No. 5 filed on March 31, 2014 (“Amendment No. 5”), Amendment No. 6 filed on February 12, 2015 (as so amended, collectively, the “Schedule 13D”) relating to the Ordinary Shares, \$1.00 par value per share (the “Shares”), of Ingersoll Rand PLC, an Irish public limited company (the “Issuer”). The address of the principal executive office of the Issuer is 170/175 Lakeview Dr., Airside Business Park, Swords, Co. Dublin, Ireland.

Items 4 and 5 of the Schedule 13D are hereby amended and supplemented as follows:

Item 4. Purpose of the Transaction

Item 4 of the Schedule 13D is hereby amended and supplemented with the following:

Between the filing of Amendment No. 6 and 4:00 p.m. New York City time on February 19, 2015, the Reporting Persons sold an aggregate of 2,406,808 Shares. Following such sales, the Reporting Persons, in the aggregate, beneficially own 12,975,662 Shares (or approximately 4.93% of the Issuer’s outstanding Shares based on 263,321,574 shares of the Issuer’s Common Stock outstanding as of February 2, 2015, as reported in the Issuer’s Annual Report on Form 10-K for the fiscal year ended December 31, 2014 (the “Form 10-K”), of which 12,279,858 Shares (or approximately 4.66% of the Issuer’s outstanding Shares based on the 263,321,754 shares outstanding pursuant to the Form 10-K) are beneficially owned by the Trian Group. In the future, CalSTRS will make independent investment decisions in respect of its holdings in the Issuer and, therefore, the Trian Group and CalSTRS no longer constitute a group in respect of their respective holdings in the Issuer. Because the Trian Group’s holdings in the Issuer are now under 5% and it no longer constitutes a group with CalSTRS, the Trian Group does not anticipate making future filings on Schedule 13D in respect of its investment in the Issuer.

With respect to CalSTRS, depending on various factors including, without limitation, the Issuer’s financial position, results and strategic direction, price levels of the Shares, other investment opportunities available to CalSTRS, the adjustment and management of positions in CalSTRS’ portfolio, conditions in the securities and capital markets, and general economic and industry conditions, CalSTRS may, from time to time and at any time, in the future take such actions with respect to its investment in the Issuer as it deems appropriate including, but not limited to: purchasing additional securities of the Issuer in the open market or otherwise; selling some or all of CalSTRS holdings in the Issuer in the open market or otherwise, at any time and from time to time; entering into financial instruments or other agreements that increase or decrease CalSTRS’ economic exposure with respect to its investment in the Issuer; and/or engaging in any hedging or similar transactions with respect to such holdings.

Item 5. Interest in Securities of the Issuer

Item 5 is amended by deleting Item 5 of the Schedule 13D and replacing it with the following:

(a) As of 4:00 p.m. New York City time, on February 19, 2015, the Reporting Persons beneficially owned, in the aggregate 12,975,662 Shares, representing approximately 4.93% of the Issuer’s outstanding Shares (calculated based on 263,321,574 shares of the Issuer’s Common Stock outstanding as of February 2, 2015, as reported in the Form 10-K). Such Shares include an aggregate of 9,266,097 Shares beneficially owned by the Reporting Persons through direct ownership of the Shares representing approximately 3.52 % of the Issuer’s outstanding Shares, and an additional 3,709,565 Shares underlying the Options that are held by Trian Onshore, Trian Offshore and TPSIF representing approximately 1.41% of the Issuer’s outstanding Shares.

(b) As of February 19, 2015, pursuant to a Contribution Agreement dated June 15, 2012 as amended from time to time (the "Contribution Agreement"), Holdco held 1,337,587, 299,903, 158,252, 112,186, 527,530, 877,250, 2,824,898, 64,436 and 258,514 Shares that were contributed to it by Trian Onshore, Trian Offshore, Parallel Fund I, Trian ERISA, TPSIF, SPV VI SPV VI-A, TPG and Strategic Fund G-II, respectively, in exchange for their proportionate share of equity securities in Holdco. As such, Holdco may be deemed to have shared voting power and dispositive power with regard to, and therefore may be deemed to beneficially own (as that term is defined in Rule 13d-3), the Shares that Trian Onshore, Trian Offshore, Parallel Fund I, Trian ERISA, TPSIF, SPV VI, SPV VI-A TPG and Strategic Fund G-II contributed to it pursuant to the Contribution Agreement. Strategic Fund-A, Coinvest Fund-A and Strategic Fund D continue to beneficially and directly own and have sole voting power and sole dispositive power of 1,118,393, 708,140 and 281,966 Shares, respectively, and each of Trian Onshore, Trian Offshore and TPSIF continue to directly and beneficially own 237,303, 3,234,135 and 238,127 Shares, respectively, underlying the Options held by each such entity. Trian Management continues to directly and beneficially own 1,238 Director Shares. To the extent that the other Reporting Persons may be deemed to have shared voting power and dispositive power with regard to any of the Shares, such information is set forth below.

Each of Trian Management, Trian Management GP, Nelson Peltz, Peter W. May and Edward P. Garden, by virtue of their relationships to Trian Onshore, Trian Offshore, Parallel Fund I, Trian ERISA, TPSIF, Strategic Fund-A, Coinvest Fund-A, SPV VI, SPV VI-A, Strategic Fund D, TPG, Strategic Fund G-II and Holdco (discussed in Item 2), may be deemed to have shared voting power and shared dispositive power with regard to, and therefore may be deemed to beneficially own (as that term is defined in Rule 13d-3), the Shares (including Shares underlying the Options) that Trian Onshore, Trian Offshore, Parallel Fund I, Trian ERISA, TPSIF, Strategic Fund-A, Coinvest Fund-A, SPV VI, SPV VI-A, Strategic Fund D, TPG, Strategic Fund G-II and Holdco directly and beneficially own. Each of Trian Management, Trian Management GP, Nelson Peltz, Peter W. May and Edward P. Garden disclaims beneficial ownership of such Shares for all other purposes.

Each of Trian Management GP, Nelson Peltz, Peter W. May and Edward P. Garden, by virtue of the Director Fee Agreement, may be deemed to have shared voting power and shared dispositive power with regard to, and therefore may be deemed to beneficially own (as that term is defined in Rule 13d-3), the 1,238 Director Shares currently held by Trian Management. Each of Trian Management GP, Nelson Peltz, Peter W. May and Edward P. Garden disclaims beneficial ownership of such Shares for all other purposes.

CalSTRS has the sole power to vote or direct the vote of 695,804 Shares (the "CalSTRS Shares") and the sole power to dispose of or direct the disposition of 507,002 of the CalSTRS Shares. With respect to the other 188,802 CalSTRS Shares, the power to dispose or to direct the disposition of such Shares is shared with certain of its external managers, as follows: (i) 133,680 CalSTRS Shares with BlackRock Institutional Trust Company, N.A., (ii) 6,538 CalSTRS Shares with State Street Bank and Trust Company, (iii) 1,026 CalSTRS Shares with Parametric Portfolio Associates LLC, (iv) 1,328 CalSTRS Shares with Gateway Investment Advisers, LLC, (v) 43,280 CalSTRS Shares with QS Batterymarch Financial Management, Inc. and (vi) 2,950 CalSTRS Shares with TWIN Capital Management, Inc.

CalSTRS has been informed by BlackRock Institutional Trust Company, N.A. ("BTC") that its principal business is to provide diversified investment management and securities lending services to institutional clients, intermediary and individual investors through various investment vehicles and that its business address is 400 Howard Street, San Francisco, CA 94105. In addition, BTC has further informed CalSTRS that on January 20, 2012, BTC entered into an Offer of Settlement with the CFTC and consented to the entry of an Order, which makes findings and imposes remedial sanctions against BTC. Without admitting or denying wrongdoing, BTC agreed to the imposition of a \$250,000 penalty and the entry of the Order to resolve allegations by the CFTC that two trades by BTC violated Section 4c(a)(1) of the Commodity Exchange Act and CFTC Regulation 1.38(a). BTC also agreed to refrain from any further violations of the above-mentioned statutory provisions. The CFTC did not allege, nor find, that any clients of BTC or any related affiliate were harmed in any way. On September 16, 2014, BTC entered into an agreement with the SEC to resolve allegations relating to three alleged violations of an SEC regulation prohibiting short sales of

an equity security during the restricted period preceding a public offering. The three trades at issue occurred in 2010 and 2011. As part of the approximately \$1.7 million settlement, BTC agreed to disgorge profits from each of the violations and to pay interest and a civil penalty. BTC also agreed to cease and desist from any future violations of the rule in question. Aside from the matters listed above, in the previous five years BTC has not been (i) convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) nor (ii) a party to any other civil proceeding of a judicial or administrative body of competent jurisdiction, and as a result of such proceeding, was or is the subject to a judgment, decree or final order (with the exception of the matters described above) enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

The principal business of BlackRock Financial Management, Inc. (“BFM”) is to provide diversified investment management services to institutional clients, intermediary and individual investors through various investment vehicles; its business address is 55 East 52nd Street, New York, NY 10055. In the previous five years BFM has not been (i) convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) nor (ii) a party to any other civil proceeding of a judicial or administrative body of competent jurisdiction, and as a result of such proceeding, was or is the subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

In addition, BFM and BTC’s parent, BlackRock, Inc., has entered into the following settlements with regulators in the previous five years:

On or around October 31, 2011, BlackRock, Inc. paid a fine imposed by Finanstilsynet, the Financial Supervisory Authority of Norway, of approximately 100,000 NOK on in connection with a late disclosure by BlackRock that the firm’s aggregated group holdings exceeded 5% of the share capital of the Norwegian Company CERMAQ.

On or around December 13, 2011, BlackRock, Inc. paid a fine imposed by Finansinspektionen, the Swedish Financial Supervisory Authority (“Swedish FSA”) of 1,000,000 SEK on BlackRock, Inc. in connection with a late disclosure by BlackRock that the firm’s aggregated group holdings in Swedish issuer Electrolux AB had fallen below 5%.

On or around February 20, 2012, the Swedish FSA imposed a fine of 50,000 SEK on BlackRock, Inc. in connection with a late disclosure by BlackRock that the firm’s aggregated group holdings in Wihlborgs Fastigheter AB had fallen below 5%.

On or around October 3, 2012, BlackRock, Inc. reached an agreement with the U.S. Department of Labor (“DOL”) to reimburse clients \$2,661,513 in connection with certain trades the DOL alleged violated Title I of the Employee Retirement Income Security Act. BlackRock also agreed to pay to the DOL a \$266,151 penalty.

On or around February 21, 2013, BlackRock, Inc. was subject to a fine imposed by the Swiss Federal Department, of 500,000 CHF in connection with a late disclosure by BlackRock that the firm’s collective ownership of securities in Swiss issuers crossed certain ownership thresholds.

On or around May 24, 2012, the Swedish FSA imposed a fine of 430,000 SEK on BlackRock Inc. in connection with a late disclosure by BlackRock that the firm’s aggregated group holdings in Boliden AB had fallen below 5%.

On or around June 18, 2012, German Federal Financial Supervisory Authority imposed a fine of €167,503.50 on BlackRock, Inc. in connection with late disclosures of the firm’s holdings in particular German issuers.

On or around December 29, 2012, Italian Financial Service Authority (“CONSOB”) imposed a fine of €10,000 on BlackRock, Inc. in connection with an incorrect filing by BlackRock that it had reduced the firm’s holdings by 2% in Unicredit S.p.A.

On or around August 12, 2013, BlackRock, Inc. paid a fine imposed by CONSOB of €10,000 in connection with late disclosures of the firm's collective ownership of securities in an Italian issuer crossed certain ownership thresholds.

On or around January 27, 2014, BlackRock paid a fine to the Swedish FSA of 300,000 SEK in connection with a late disclosure of the firm's collective ownership of securities in the Swedish issuer, Assa Abloy AB, crossed certain ownership thresholds.

On or around January 9, 2014, BlackRock, Inc. reached a settlement with the New York Attorney General's office ("AG") pursuant to which the AG found BlackRock's use of analyst surveys violated New York's Martin Act and Executive Law. The settlement did not involve the payment of any fine or other penalty although BlackRock paid \$400,000 to cover the AG's costs of investigation. BlackRock neither admitted nor denied the allegations, but agreed to stop using analyst surveys.

On or around October 15, 2014, BlackRock paid a fine imposed by the Swedish FSA of 1,000,000 SEK in connection with a late threshold report filed by BlackRock regarding its holdings in Lundin Mining Corp., a Canadian company whose shares trade on the Toronto Stock Exchange.

CalSTRS has been informed by State Street Bank and Trust Company (State Street) that its principal business is to provide a broad range of financial products and services to institutional investors worldwide, including its transition management services. Its principal business address is 1 Lincoln Street, Boston, MA 02111. CalSTRS has been further informed by State Street that on February 4, 2010, the U.S. Securities and Exchange Commission issued an administrative order in which it ordered State Street to cease and desist from committing or causing any violations, and any future violations of Section 17(a)(2) and Section 17(a)(3) of the Securities Act of 1933. In connection with the same matter, the Massachusetts Secretary of State issued a consent order in which it ordered State Street to cease and desist from violations of the Massachusetts Uniform Securities Act. The orders were entered in connection with the resolution of an investigation into losses incurred by and disclosures made around certain active fixed-income strategies managed by State Street Global Advisors (SSgA), a division of State Street, during 2007 and earlier periods. In addition, in conjunction with a February 2012 settlement of an investigation of SSgA's role as collateral manager for Carina CDO, Ltd., the Massachusetts Secretary of State issued a consent order finding that SSgA had failed to disclose certain material information to investors in the CDO in violation of MGL c. 110A, Sec. 101(2) and 101(3). SSgA neither admitted nor denied the findings. In connection with the settlement SSgA paid a civil fine. SSgA was ordered to cease and desist from violations of the Massachusetts Uniform Securities Act. In January 2014, in conjunction with a settlement of the U.K. Financial Conduct Authority's investigation into our having charged six clients of our U.K. transition management business during 2010 and 2011 amounts in excess of the contractual terms, State Street Bank Europe Ltd. and State Street Global Markets International Ltd. paid a fine of £22.9 million, or approximately \$37.8 million. Other than the foregoing, during the last five years, State Street has not been (i) convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or (ii) a party to any other civil proceeding of a judicial or administrative body of competent jurisdiction, and as a result of such proceeding, was or is the subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

CalSTRS has been informed by TWIN Capital Management Inc. ("TWIN") that its principal business is investment management and that its business address is 3244 Washington Rd. Ste. 202, McMurray, PA 15317. During the last five years, TWIN has not been (i) convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or (ii) a party to any other civil proceeding of a judicial or administrative body of competent jurisdiction, and as a result of such proceeding, was or is the subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

CalSTRS has been informed by Parametric Portfolio Associates LLC ("Parametric") that its principal business is investment management and that its business address is 1918 8th Ave, Suite 3100, Seattle, WA 98101. During the last

five years, Parametric has not been (i) convicted in a criminal proceeding or (ii) a party to any other civil proceeding of a judicial or administrative body of competent jurisdiction, and as a result of such proceeding, was or is the subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

CalSTRS has been informed by QS Batterymarch Financial Management, Inc. ("QS Batterymarch") that its principal business is investment management and that its business address is 880 Third Avenue, New York, New York 10022.

During the last five years, QS Batterymarch has not been (i) convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or (ii) a party to any other civil proceeding of a judicial or administrative body of competent jurisdiction, and as a result of such proceeding, was or is the subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

CalSTRS has been informed by Gateway Investment Advisers, LLC ("Gateway") that its principal business is investment management and that its business address is 312 Walnut Street, 35th Floor, Cincinnati, Ohio 45202.

During the last five years, Gateway has not been (i) convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or (ii) a party to any other civil proceeding of a judicial or administrative body of competent jurisdiction, and as a result of such proceeding, was or is the subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

The Trian Group does not have the right to vote or dispose of any of the CalSTRS Shares, nor is any member of the Trian Group a party to any contracts, arrangements or understandings with respect to such Shares. As a result, each member of the Trian Group disclaims beneficial ownership of the CalSTRS Shares for all purposes.

(c) Schedule A hereto (which is incorporated by reference in this Item 5 as if restated in full herein) sets forth all transactions with respect to the Shares since the filing of Amendment No. 6 by the Trian Group and CalSTRS, respectively, inclusive of all transactions effected through 4:00 p.m. New York City time on February 19, 2015.

(d) No person other than the Trian Group is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares beneficially owned by the Trian Group. Except with respect to the 188,802 CalSTRS Shares it beneficially owns in accounts managed by external managers as disclosed in (b) above, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares covered by this statement beneficially owned by CalSTRS.

(e) As a result of the transactions referred to in Item 5(c) above, on February 18, 2015 the Reporting Persons ceased to be the beneficial owners of more than 5% of the Issuer's outstanding Shares.

SIGNATURES

After reasonable inquiry and to the best of each of the undersigned knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 19, 2015

TRIAN FUND MANAGEMENT, L.P.
By: Trian Fund Management GP, LLC, its
general partner

By: /s/ EDWARD P. GARDEN
Name: Edward P. Garden
Title: Member

TRIAN FUND MANAGEMENT GP, LLC

By: /s/ EDWARD P. GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS, L.P.
By: Trian Partners GP, L.P., its general partner
By: Trian Partners General Partner, LLC,
its general partner

By: /s/ EDWARD P. GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS MASTER FUND, L.P.
By: Trian Partners GP, L.P., its general partner
By: Trian Partners General Partner, LLC,
its general partner

By: /s/ EDWARD P. GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS MASTER FUND (ERISA) L.P.
By: Trian Partners (ERISA) GP, L.P., its
general partner
By: Trian Partners (ERISA) General Partner,
LLC, its general partner

By: /s/ EDWARD P. GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS PARALLEL FUND I, L.P.

By: Trian Partners Parallel Fund I
General Partner, LLC, its general partner

By: /s/ EDWARD P. GARDEN

Name: Edward P. Garden

Title: Member

TRIAN SPV (SUB) VI, L.P.

By: Trian Partners SPV VI GP, L.P., its general
partner

By: Trian Partners SPV VI General Partner,
LLC, its general partner

By: /s/ EDWARD P. GARDEN

Name: Edward P. Garden

Title: Member

TRIAN SPV (SUB) VI-A, L.P.

By: Trian Partners SPV VI-A GP, L.P., its
general partner

By: Trian Partners SPV VI-A General Partner,
LLC, its general partner

By: /s/ EDWARD P. GARDEN

Name: Edward P. Garden

Title: Member

TRIAN PARTNERS STRATEGIC INVESTMENT
FUND-A, L.P.

By: Trian Partners Strategic Investment Fund-A
GP, L.P., its general partner

By: Trian Partners Strategic Investment Fund-A
General Partner LLC., its general partner

By: /s/ EDWARD P. GARDEN

Name: Edward P. Garden

Title: Member

TRIAN PARTNERS STRATEGIC CO-
INVESTMENT FUND-A, L.P.

By: Trian Partners Strategic Co-Investment
Fund-A GP, L.P. its general partner

By: Trian Partners Strategic Co-Investment
Fund-A General Partner, LLC., its general
partner

By: /s/ EDWARD P. GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS STRATEGIC INVESTMENT
FUND, L.P.

By: Trian Partners Strategic Investment
Fund GP, L.P., its general partner

By: Trian Partners Strategic Investment
Fund General Partner, LLC,
its general partner

By: /s/ EDWARD P. GARDEN

Name: Edward P. Garden

Title: Member

TRIAN PARTNERS STRATEGIC INVESTMENT
FUND-D, L.P.

By: Trian Partners Strategic Investment
Fund-D GP, L.P., its general partner

By: Trian Partners Strategic Investment Fund-D General
Partner, LLC,
its general partner

By: /s/ EDWARD P. GARDEN

Name: Edward P. Garden

Title: Member

TRIAN PARTNERS FUND (SUB)-G, L.P.

By: Trian Partners Investment
Fund-G GP, L.P., its general partner

By: Trian Partners Investment Fund-G
General Partner, LLC,
its general partner

By: /s/ EDWARD P. GARDEN

Name: Edward P. Garden

Title: Member

TRIAN PARTNERS STRATEGIC FUND-G II, L.P.

By: Trian Partners Strategic
Fund-G II GP, L.P., its general partner

By: Trian Partners Strategic Fund-G II
General Partner, LLC,
its general partner

By: /s/ EDWARD P. GARDEN

Name: Edward P. Garden

Title: Member

TRIAN IR HOLDCO LTD.

By: /s/ EDWARD P. GARDEN
Name: Edward P. Garden
Title: Member

/s/ NELSON PELTZ
NELSON PELTZ

/s/PETER W. MAY
PETER W. MAY

/s/ EDWARD P. GARDEN
EDWARD P. GARDEN

CALIFORNIA STATE TEACHERS'
RETIREMENT SYSTEM

By: -----
/s/MICHELLE CUNNINGHAM--
Name: Michelle Cunningham, CFA
Title: Deputy Chief Investment
Officer

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the Ordinary Shares of Ingersoll-Rand PLC and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned, being duly authorized, have executed this Joint Filing Agreement this 19th day of February, 2015.

TRIAN FUND MANAGEMENT, L.P.
By: Trian Fund Management GP, LLC, its
general partner

By: /s/ EDWARD P. GARDEN
Name: Edward P. Garden
Title: Member

TRIAN FUND MANAGEMENT GP, LLC

By: /s/ EDWARD P. GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS, L.P.
By: Trian Partners GP, L.P., its general partner
By: Trian Partners General Partner, LLC,
its general partner

By: /s/ EDWARD P. GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS MASTER FUND, L.P.
By: Trian Partners GP, L.P., its general partner
By: Trian Partners General Partner, LLC,
its general partner

By: /s/ EDWARD P. GARDEN
Name: Edward P. Garden
Title: Member

TRIAN PARTNERS MASTER FUND (ERISA) L.P.
By: Trian Partners (ERISA) GP, L.P., its
general partner
By: Trian Partners (ERISA) General Partner,

LLC, its general partner

By: /s/ EDWARD P. GARDEN

Name: Edward P. Garden

Title: Member

TRIAN PARTNERS PARALLEL FUND I, L.P.

By: Trian Partners Parallel Fund I
General Partner, LLC, its general partner

By: /s/ EDWARD P. GARDEN

Name: Edward P. Garden

Title: Member

TRIAN SPV (SUB) VI, L.P.

By: Trian Partners SPV VI GP, L.P., its general
partner

By: Trian Partners SPV VI General Partner,
LLC, its general partner

By: /s/ EDWARD P. GARDEN

Name: Edward P. Garden

Title: Member

TRIAN SPV (SUB) VI-A, L.P.

By: Trian Partners SPV VI-A GP, L.P., its
general partner

By: Trian Partners SPV VI-A General Partner,
LLC, its general partner

By: /s/ EDWARD P. GARDEN

Name: Edward P. Garden

Title: Member

TRIAN PARTNERS STRATEGIC INVESTMENT
FUND-A, L.P.

By: Trian Partners Strategic Investment Fund-A
GP, L.P., its general partner

By: Trian Partners Strategic Investment Fund-A
General Partner LLC., its general partner

By: /s/ EDWARD P. GARDEN

Name: Edward P. Garden

Title: Member

TRIAN PARTNERS STRATEGIC CO-
INVESTMENT FUND-A, L.P.

By: Trian Partners Strategic Co-Investment
Fund-A GP, L.P. its general partner

By: Trian Partners Strategic Co-Investment
Fund-A General Partner, LLC., its general
partner

By: /s/ EDWARD P. GARDEN

Name: Edward P. Garden

Title: Member

TRIAN PARTNERS STRATEGIC INVESTMENT
FUND, L.P.

By: Trian Partners Strategic Investment
Fund GP, L.P., its general partner

By: Trian Partners Strategic Investment
Fund General Partner, LLC,
its general partner

By: /s/ EDWARD P. GARDEN

Name: Edward P. Garden

Title: Member

TRIAN PARTNERS STRATEGIC INVESTMENT
FUND-D, L.P.

By: Trian Partners Strategic Investment
Fund-D GP, L.P., its general partner

By: Trian Partners Strategic Investment Fund-D General
Partner, LLC, its general partner

By: /s/ EDWARD P. GARDEN

Name: Edward P. Garden

Title: Member

TRIAN PARTNERS FUND (SUB)-G, L.P.

By: Trian Partners Investment
Fund-G GP, L.P., its general partner

By: Trian Partners Investment Fund-G
General Partner, LLC,
its general partner

By: /s/ EDWARD P. GARDEN

Name: Edward P. Garden

Title: Member

TRIAN PARTNERS STRATEGIC FUND-G II, L.P.

By: Trian Partners Strategic
Fund-G II GP, L.P., its general partner

By: Trian Partners Strategic Fund-G II
General Partner, LLC,
its general partner

By: /s/ EDWARD P. GARDEN

Name: Edward P. Garden

Title: Member

TRIAN IR HOLDCO LTD.

By: /s/ EDWARD P. GARDEN
Name: Edward P. Garden
Title: Member

/s/ NELSON PELTZ
NELSON PELTZ

/s/PETER W. MAY
PETER W. MAY

/s/ EDWARD P. GARDEN
EDWARD P. GARDEN

CALIFORNIA STATE TEACHERS'
RETIREMENT SYSTEM

By: _____
/s/MICHELLE CUNNINGHAM
Name: Michelle Cunningham, CFA
Title: Deputy Chief Investment
Officer

The following table sets forth all transactions with respect to the Shares affected since the filing of Amendment No. 6 by the Trian Group and CalSTRS, respectively, inclusive of all transactions effected through 4:00 pm New York City time, on February 19, 2015. Except as otherwise noted below, all such transactions were effected in the open market. The prices set forth in the table do not include commissions.

Name	Date	Shares	Price	Type
Trian Partners Master Fund, L.P.	2/12/2015	173,156	67.64	Sale *
Trian Partners Master Fund, L.P.	2/13/2015	74,533	67.73	Sale *
Trian Partners Master Fund, L.P.	2/17/2015	33,336	67.58	Sale *
Trian Partners Master Fund, L.P.	2/18/2015	27,146	68.00	Sale *
Trian Partners, L.P.	2/12/2015	70,713	67.63	Sale
Trian Partners, L.P.	2/12/2015	20,638	67.64	Sale *
Trian Partners, L.P.	2/13/2015	26,004	67.83	Sale
Trian Partners, L.P.	2/13/2015	15,638	67.73	Sale *
Trian Partners, L.P.	2/17/2015	3,777	67.69	Sale
Trian Partners, L.P.	2/17/2015	14,848	67.58	Sale *
Trian Partners, L.P.	2/18/2015	40	68.04	Sale
Trian Partners, L.P.	2/18/2015	15,126	68.00	Sale *
Trian Partners Parallel Fund I, L.P.	2/12/2015	14,405	67.63	Sale
Trian Partners Parallel Fund I, L.P.	2/13/2015	7,474	67.83	Sale
Trian Partners Parallel Fund I, L.P.	2/17/2015	3,343	67.69	Sale
Trian Partners Parallel Fund I, L.P.	2/18/2015	2,722	68.04	Sale
Trian Partners Master Fund (ERISA), L.P.	2/12/2015	9,047	67.63	Sale
Trian Partners Master Fund (ERISA), L.P.	2/13/2015	4,887	67.83	Sale
Trian Partners Master Fund (ERISA), L.P.	2/17/2015	2,186	67.69	Sale
Trian Partners Master Fund (ERISA), L.P.	2/18/2015	1,780	68.04	Sale
Trian SPV (SUB) VI, L.P.	2/12/2015	81,751	67.63	Sale
Trian SPV (SUB) VI, L.P.	2/13/2015	52,036	67.83	Sale
Trian SPV (SUB) VI, L.P.	2/17/2015	23,274	67.69	Sale
Trian SPV (SUB) VI, L.P.	2/18/2015	18,952	68.04	Sale
Trian SPV (SUB) VI-A, L.P.	2/12/2015	263,252	67.63	Sale
Trian SPV (SUB) VI-A, L.P.	2/13/2015	167,562	67.83	Sale
Trian SPV (SUB) VI-A, L.P.	2/17/2015	74,945	67.69	Sale
Trian SPV (SUB) VI-A, L.P.	2/18/2015	61,028	68.04	Sale
Trian Partners Strategic Investment Fund, L.P.	2/12/2015	254,265	67.63	Sale

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Trian Partners Strategic Investment Fund, L.P.	2/12/2015	74,206	67.64	Sale *
Trian Partners Strategic Investment Fund, L.P.	2/13/2015	178,317	67.83	Sale
Trian Partners Strategic Investment Fund, L.P.	2/13/2015	107,229	67.73	Sale *
Trian Partners Strategic Investment Fund, L.P.	2/17/2015	25,898	67.69	Sale
Trian Partners Strategic Investment Fund, L.P.	2/17/2015	101,816	67.58	Sale *
Trian Partners Strategic Investment Fund, L.P.	2/18/2015	272	68.04	Sale
Trian Partners Strategic Investment Fund, L.P.	2/18/2015	103,728	68.00	Sale *
Trian Partners Strategic Investment Fund-A, L.P.	2/12/2015	5,957	67.63	Sale
Trian Partners Strategic Co-Investment Fund-A, L.P.	2/12/2015	65,991	67.63	Sale
Trian Partners Strategic Co-Investment Fund-A, L.P.	2/13/2015	42,005	67.83	Sale
Trian Partners Strategic Co-Investment Fund-A, L.P.	2/17/2015	18,787	67.69	Sale
Trian Partners Strategic Co-Investment Fund-A, L.P.	2/18/2015	15,298	68.04	Sale
Trian Partners Strategic Investment Fund-D, L.P.	2/12/2015	19,826	67.63	Sale
Trian Partners Strategic Investment Fund-D, L.P.	2/13/2015	10,357	67.83	Sale
Trian Partners Strategic Investment Fund-D, L.P.	2/17/2015	4,632	67.69	Sale
Trian Partners Strategic Investment Fund-D, L.P.	2/18/2015	3,772	68.04	Sale
Trian Partners Fund (Sub)-G, L.P.	2/12/2015	4,256	67.63	Sale
Trian Partners Fund (Sub)-G, L.P.	2/13/2015	2,283	67.83	Sale
Trian Partners Fund (Sub)-G, L.P.	2/17/2015	1,021	67.69	Sale
Trian Partners Fund (Sub)-G, L.P.	2/18/2015	831	68.04	Sale
Trian Partners Strategic Fund-G II, L.P.	2/12/2015	16,123	67.63	Sale
Trian Partners Strategic Fund-G II, L.P.	2/13/2015	9,075	67.83	Sale
Trian Partners Strategic Fund-G II, L.P.	2/17/2015	4,059	67.69	Sale
Trian Partners Strategic Fund-G II, L.P.	2/18/2015	3,305	68.04	Sale
CALSTRS	2/11/15	7,300	66.77	Sale
CALSTRS	2/11/15	11,700	66.75	Sale
CALSTRS	2/12/15	5,850	67.69	Sale
CALSTRS	2/13/15	100	67.77	Sale
CALSTRS	2/13/15	10,346	67.75	Sale

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CALSTRS	2/17/15	26,700	67.61	Sale
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* Cash settlement of privately negotiated call options in privately negotiated transactions. The related back-to back put options terminated automatically upon settlement of the call options. For information related to the back-to-back call and put transactions see Schedule A to the Schedule 13D filed by the parties hereto with the Securities and Exchange Commission on May 9, 2012.