

Allegion plc
Form 10-12B
June 17, 2013

As filed with the Securities and Exchange Commission on June 17, 2013
File No.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10

GENERAL FORM FOR REGISTRATION OF SECURITIES
Pursuant to Section 12(b) or 12(g) of the Securities Exchange Act of 1934

ALLEGION PUBLIC LIMITED COMPANY
(Exact name of registrant as specified in its charter)

Ireland

98-1108930

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification Number)

Earlsfort Centre
Earlsfort Terrace
Dublin 2
Ireland

(Address of principal executive offices, including zip code)

(353)(0) 18707400

(Registrant's phone number, including area code)

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

Title of Each Class to be so Registered

Name of Each Exchange on
Which Each Class is to be Registered
New York Stock Exchange

Ordinary Shares, par value \$0.01 per share

Securities to be registered pursuant to Section 12(g) of the Act: None.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒ (Do not check if a smaller reporting company)

Smaller reporting company ☐

INFORMATION REQUIRED IN REGISTRATION STATEMENT

CROSS-REFERENCE SHEET BETWEEN INFORMATION STATEMENT AND ITEMS OF FORM 10

Item 1. Business

The information required by this item is contained under the sections “Summary,” “Risk Factors,” “Cautionary Statement Concerning Forward-Looking Statements,” “Business,” “Management's Discussion and Analysis of Financial Condition and Results of Operations,” “Certain Relationships and Related Party Transactions” and “Where You Can Find More Information” of the Information Statement filed as Exhibit 99.1 to this Form 10 (the “Information Statement”). Those sections are incorporated herein by reference.

Item 1A. Risk Factors

The information required by this item is contained under the section “Risk Factors” of the Information Statement. That section is incorporated herein by reference.

Item 2. Financial Information

The information required by this item is contained under the sections “Selected Historical Combined Financial Data,” “Unaudited Pro Forma Condensed Combined Financial Data,” “Capitalization,” and “Management's Discussion and Analysis of Financial Condition and Results of Operations” of the Information Statement. Those sections are incorporated herein by reference.

Item 3. Properties

The information required by this item is contained under the section “Business - Facilities” of the Information Statement. That section is incorporated herein by reference.

Item 4. Security Ownership of Certain Beneficial Owners and Management

The information required by this item is contained under the section “Security Ownership of Certain Beneficial Owners and Management” of the Information Statement. That section is incorporated herein by reference.

Item 5. Directors and Executive Officers

The information required by this item is contained under the section “Management” of the Information Statement. That section is incorporated herein by reference.

Item 6. Executive Compensation

The information required by this item is contained under the section “Compensation Discussion and Analysis” and “Executive Compensation” of the Information Statement. Those sections are incorporated herein by reference.

Item 7. Certain Relationships and Related Transactions, and Director Independence

The information required by this item is contained under the sections “Management” and “Certain Relationships and Related Party Transactions” of the Information Statement. Those sections are incorporated herein by reference.

Item 8. Legal Proceedings

The information required by this item is contained under the section “Business - Legal Proceedings” of the Information Statement. That section is incorporated herein by reference.

Item 9. Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters

The information required by this item is contained under the sections “Risk Factors,” “The Spin-Off,” “Dividends,” “Compensation of Executive Officers” and “Description of Our Share Capital” of the Information Statement. Those sections are incorporated herein by reference.

Item 10. Recent Sales of Unregistered Securities

The information required by this item is contained under the section “Description of Our Share Capital” of the Information Statement. That section is incorporated herein by reference.

Item 11. Description of Registrant's Securities to be Registered

The information required by this item is contained under the sections “Risk Factors,” “Dividends” and “Description of Our Capital Stock” of the Information Statement. Those sections are incorporated herein by reference.

Item 12. Indemnification of Directors and Officers

The information required by this item is contained under the sections "Certain Relationships and Related Party Transactions" and "Description of Our Share Capital" of the Information Statement. Those sections are incorporated herein by reference.

Item 13. Financial Statements and Supplementary Data

The information required by this item is contained under the sections "Unaudited Pro Forma Condensed Combined Financial Data," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Index to Financial Statements" and the statements referenced therein of the Information Statement. Those sections are incorporated herein by reference.

Item 14. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure
None.

Item 15. Financial Statements and Exhibits

(a) Financial Statements

The information required by this item is contained under the section "Index to Financial Statements" beginning on page F-1 of the Information Statement. That section is incorporated herein by reference.

(b) Exhibits

The following documents are filed as exhibits hereto:

Exhibit Number	Exhibit Description
2.1	Form of Separation and Distribution Agreement between Ingersoll-Rand plc and Allegion plc*
3.1	Form of Memorandum of Association of Allegion plc*
3.2	Form of Articles of Association of Allegion plc*
3.3	Certificate of Incorporation of Allegion plc*
10.1	Form of Employee Matters Agreement between Ingersoll-Rand plc and Allegion plc*
10.2	Form of Tax Matters Agreement between Ingersoll-Rand plc and Allegion plc*
10.3	Form of Intellectual Property License Agreement between Ingersoll-Rand plc and Allegion plc*
10.4	Form of Transition Services Agreement between Ingersoll-Rand plc and Allegion plc*
21.1	List of subsidiaries of Allegion plc*
99.1	Preliminary Information Statement of Allegion plc, subject to completion, dated June 17, 2013.

* To be filed by amendment.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this Registration Statement on Form 10 to be signed on its behalf by the undersigned, thereunto duly authorized.

ALLEGION PLC

By: /s/ Patrick S. Shannon
Name: Patrick S. Shannon
Title: Director

Dated: June 17, 2013

EXHIBIT INDEX

Exhibit Number	Exhibit Description
2.1	Form of Separation and Distribution Agreement between Ingersoll-Rand plc and Allegion plc*
3.1	Form of Memorandum of Association of Allegion plc*
3.2	Form of Articles of Association of Allegion plc*
3.3	Certificate of Incorporation of Allegion plc*
10.1	Form of Employee Matters Agreement between Ingersoll-Rand plc and Allegion plc*
10.2	Form of Tax Matters Agreement between Ingersoll-Rand plc and Allegion plc*
10.3	Form of Intellectual Property License Agreement between Ingersoll-Rand plc and Allegion plc*
10.4	Form of Transition Services Agreement between Ingersoll-Rand plc and Allegion plc*
21.1	List of subsidiaries of Allegion plc*
99.1	Preliminary Information Statement of Allegion plc, subject to completion, dated June 17, 2013.
*	To be filed by amendment.