

Eaton Corp plc
Form DEFA14A
March 17, 2017

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Eaton Corporation plc

(Name of Registrant as Specified in its Charter)

XXXXXXXXXXXXXXXXXXXX

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

*** Exercise Your Right to Vote ***

Important Notice Regarding Internet Availability of Proxy Materials for the Shareholder Meeting to Be Held on April 26, 2017.

Meeting Information

Meeting Type: Annual General Meeting
EATON holders as of: February 27, 2017
CORPORATION April 26, 2017
PLC
Time: 8:00 a.m. Local Time
Eaton Corporation plc
Location: Eaton House
30 Pembroke Road
Dublin 4, Ireland

EATON CORPORATION PLC
C/O EATON CENTER - 4446 NORTH
1000 EATON BOULEVARD
BEACHWOOD, OH 44122

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com/etn, scan the QR Barcode on the reverse side or request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.
See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT IRISH STATUTORY ACCOUNTS

How to View Online:

Have the information that is printed in the box marked by the arrow à XXXX XXXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com/etn, or scan the QR Barcode below.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com/etn
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow à XXXX XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 12, 2017 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: Go to www.proxyvote.com/etn or use a smart phone to scan the QR Barcode above. Have the information that is printed in the box marked by the arrow à XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote FOR the following:

Directors

recommends 2. Approving a proposal to amend the Company's Articles of Association to implement proxy access.

you vote

FOR 3. Approving a proposal to amend the Company's Articles of Association regarding bringing shareholder the business and making director nominations at an annual general meeting.

following:

1. Election of Directors 4. Approving the appointment of Ernst & Young LLP as independent auditor for 2017 and authorizing the Audit Committee of the Board of Directors to set its remuneration.

of Directors

5. Advisory approval of the Company's executive compensation.

Nominees:

The Board of Directors recommends you vote one year on the following proposal:

1a. Craig

Arnold

6. Advisory approval for frequency of executive compensation votes.

1b. Todd M. The Board of Directors recommends you vote FOR the following:

Bluedorn

7. Approving a proposal to grant the Board authority to issue shares.

1c. Christopher

M. Connor

8. Approving a proposal to grant the Board authority to opt out of pre-emption rights.

1d. Michael J. Critelli 9. Authorizing the Company and any subsidiary of the Company to make overseas market purchases of Company shares.

1e. Richard H. Fearon THIS IS NOT A BALLOT OR A PROXY.

YOU CANNOT USE THIS NOTICE TO VOTE THESE SHARES.

1f. Charles

E. Golden

1g. Arthur

E. Johnson

1h. Deborah

L. McCoy

1i. Gregory

R. Page

1j. Sandra

Pianalto

1k. Gerald

B. Smith

11. Dorothy
C.
Thompson