

James Hardie Industries plc  
Form S-8  
August 15, 2014

As filed with the Securities and Exchange Commission on August 15, 2014

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**JAMES HARDIE INDUSTRIES plc**

**Formerly Known As James Hardie Industries SE**

**(Exact name of registrant as specified in its charter)**

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

**Not Applicable**

**incorporation or organization)**

**(IRS Employer  
Identification Number)**

**Europa House**

**Second Floor, Harcourt Centre**

**Harcourt Street, Dublin 2**

**Ireland**

**(Address of Principal Executive Offices)**

**Amended and Restated James Hardie Industries plc Long Term Incentive Plan 2006**

**(Full title of the Plan)**

**CT Corporation System**

**111 Eighth Avenue**

**New York, New York 10011**

**(Name and address of agent for service)**

**(212) 894-8940**

**Telephone number, including area code, of agent for service**

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

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

Smaller reporting company

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**CALCULATION OF REGISTRATION FEE**

<b>Title of shares to be registered</b>	<b>Amount to be registered <sup>(1)</sup></b>	<b>Proposed maximum offering price per share/obligation</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common Stock, par value EUR 0.59 per share, to be issued under the LTIP	2,000,000 shares	\$12.85 <sup>(2)</sup>	\$25,696,000 <sup>(2)</sup>	\$3,310

- (1) Represents an additional 2,000,000 shares of the Registrant's Common Stock, par value EUR 0.59 per share (the Common Stock) available for future issuance in accordance with the James Hardie Industries plc Long Term Incentive Plan 2006 (the LTIP); and, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), such indeterminate number of additional shares of Common Stock as may be issued to prevent dilution resulting from stock splits, stock dividends or similar transactions. CHES Units of Foreign Securities (CUFS) issuable upon deposit of one (1) share of Common Stock and American Depositary Shares evidenced by American Depositary Receipts (ADRs) issuable upon deposit of five (5) CUFS have been registered under a separate registration statement.
- (2) Estimated solely for the purpose of determining the amount of the registration fee pursuant to Rules 457(c) and (h) under the Securities Act based on one-fifth of the average of the high and low reported prices of the Registrant's ADRs on the New York Stock Exchange on August 12, 2014. Each ADR is equal to five (5) shares of Common Stock and one-fifth of the average of the high and low reported price for one ADR was \$12.85 on August 12, 2014.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 (the "Registration Statement") is filed pursuant to General Instruction E to Form S-8 for the purpose of registering an additional 2,000,000 shares of the Common Stock of the Registrant, which may be issued pursuant to awards under the LTIP. In accordance with General Instruction E to Form S-8, the Registrant hereby incorporates herein by reference the Forms S-8 filed by the Registrant with respect to the LTIP on September 11, 2008 (SEC File No. 333-153446), August 21, 2009 (SEC File No. 333-161482) and August 12, 2013 (SEC File No. 333-190551), and the Post-Effective Amendments to certain of the foregoing Forms S-8 filed by the Registrant on February 22, 2010 (SEC File No. 333-161482) and June 17, 2010 (SEC File No. 333-161482) and together with all exhibits filed therewith or incorporated therein by reference.

## PART II.

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits

##### Exhibit

##### Number

##### Description

- |      |  |
|------|--|
| 4.1  | Articles of Association of James Hardie Industries plc, dated October 15, 2012 (incorporated by reference to Exhibit 99.2 to our filing on Form 6-K filed on October 15, 2012) |
| 4.2  | Amended and Restated James Hardie Industries plc Long Term Incentive Plan 2006 (incorporated by reference to Exhibit 4.2 to our filing on Form S-8 filed on August 12, 2013)   |
| 5.1  | Opinion of Arthur Cox  |
| 23.1 | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm  |
| 23.2 | Consent of Arthur Cox (contained in its opinion filed as Exhibit 5.1 hereto)   |
| 24.1 | Power of Attorney (contained on the signature pages of this Registration Statement)  |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, James Hardie Industries plc certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Dublin, Ireland on this 14<sup>th</sup> day of August, 2014.

**JAMES HARDIE INDUSTRIES PLC**

By: /s/ Matthew Marsh  
Matthew Marsh

Chief Financial Officer

Each person whose signature appears below hereby appoints Matthew Marsh his true and lawful attorney-in-fact with Mr. Marsh having the authority to execute in the name of each such person, and to file with the Commission, together with any exhibits thereto and other documents therewith, any and all amendments (including without limitation post-effective amendments) to this Registration Statement necessary or advisable to enable the Registrant to comply with the Securities Act, and any rules, regulations and requirements of the Commission in respect thereof, which amendments may make such other changes in the Registration Statement as the aforesaid attorney-in-fact executing the same deems appropriate. Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Louis Gries Louis Gries	Chief Executive Officer and Director (Principal Executive Officer)	August 14, 2014
/s/ Matthew Marsh Matthew Marsh	Chief Financial Officer (Principal Financial and Accounting Officer)	August 14, 2014
/s/ Michael N. Hammes Michael N. Hammes	Chairman of the Board	August 14, 2014
/s/ Donald McGauchie AO Donald McGauchie AO	Deputy Chairman of the Board	August 14, 2014
/s/ Brian Anderson Brian Anderson	Director	August 14, 2014
/s/ David Harrison David Harrison	Director	August 14, 2014
/s/ Rudy van der Meer Rudy van der Meer	Director	August 14, 2014
/s/ James Osborne	Director	August 14, 2014

James Osborne

/s/ Alison Littley  
Alison Littley

Director

August 14, 2014

**EXHIBIT INDEX**

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