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

SCHEDULE 14A

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

ROPER TECHNOLOGIES, INC.

(Formerly Roper Industries, Inc.)
(Name of Registrant as Specified in its Charter)

(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)(4) 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:

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6901 Professional Parkway East
Suite 200
Sarasota, Florida 34240

Telephone (941) 556-2601
Fax (941) 556-2670

Roper Technologies, Inc.

April 30, 2018

Dear Fellow Shareholders,

As the members of your Board of Directors, we oversee Roper's efforts to continually create long-term value for you by efficiently executing our strategy through sound risk management, disciplined capital deployment, performance-driven compensation programs, effective talent and succession planning, adherence to the highest ethical standards and levels of integrity, and continual review and refinement of the Board's governance practices.

Our Strategy for Outstanding Value Creation for Shareholders

Over the past decade, our shareholders have enjoyed a compound annual return of 16.0%, nearly tripling the total return of the S&P 500. Over the past five years, Roper has delivered an even better 19.0% compound annual return to shareholders.

Our long history of superior shareholder returns is the result of Roper's simple yet powerful strategy:

- **Cash Generation Through Operating Excellence:** We focus on niche, asset-light businesses with leading solutions and technologies that create significant free cash flow, enabling future investments for sustainable growth. Operating excellence, underpinned by our strategic focus on intellectual capital, channel expansion and a high degree of customer intimacy, drives cash generation.
- **Disciplined Capital Deployment:** We have a unique and disciplined capital deployment model that has guided the successful investment of billions of dollars in new businesses. Unlike many companies that use cash to pay large dividends and buy back shares, Roper uses most of its available cash to buy new businesses to fuel continued growth and value creation for shareholders.

The Board's Role in Roper's Success

The Board contributes significantly to our Company's strong performance. As directors, each of us commits to the rigor and extensive time commitment and workload required to serve on Roper's Board, including participation in at least 15 days of Board meetings each year. We monitor the existing portfolio of Roper businesses and carefully examine with management the different ways Roper can create value for shareholders. Between Board meetings, we continue our discussions with management and each other, enabling the Company to draw from our broad experiences and expertise.

Our direct involvement in and deep understanding of the Company allows us to address issues such as acquisition selection, capital deployment and succession planning while sustaining Roper's successful culture and business model.

New Director

Consistent with our principles on board refreshment, Shellye L. Archambeau recently joined our Board and is a nominee for re-election at our 2018 Annual Meeting of Shareholders. Ms. Archambeau brings extensive expertise in technology, ecommerce, risk management and corporate governance. Ms. Archambeau has committed to the time requirements (15 or more days each year) associated with service on our Board. We look forward to working with Ms. Archambeau as she brings her experience to the Board.

Our Governance Practices and Other Best Practices

Roper is committed to strong corporate governance as demonstrated by these practices:

- **Declassified Board**. Our directors are elected annually.
- **Majority Voting for Directors**. Our By-laws require resignation for incumbent directors who fail to receive a majority vote in uncontested elections.

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- **Proxy Access.** Our By-laws permit a shareholder, or a group of up to 20 shareholders, that has owned at least 3% of our outstanding common stock continuously for at least three years to nominate and include in our proxy materials up to the greater of two directors or 20% of the number of our directors then in office.
- **Lead Independent Director.** Our independent directors select a Lead Independent Director who, among other responsibilities, chairs meetings of independent directors at each Board meeting.
- **Executive Compensation Alignment with Shareholders.** Because much of our shareholder value creation is derived from the Roper executive team's capital deployment strategy, our executives must have a unique set of skills. We continue to refine our executive compensation practices to maintain close alignment with shareholder interests.
- **Pay for Performance**. Similar to prior years, in 2017, 96% of our CEO's compensation was subject to performance risk and tied to long-term results and our stock price, and for our other executive officers, on average, 89% of their compensation was performance-based.
- **Clear Proxy Statement Disclosure**. We strive to present the information in our Proxy Statement in a clear and easy-to-read manner.
- **Shareholder Outreach Program**. Roper's senior management team regularly engages shareholders for feedback.

Open Communications With Our Shareholders

We value your continued support and input. Please continue to share your comments with us on any topic. Communications can be addressed to the directors in care of the Corporate Secretary, Roper Technologies, Inc., 6901 Professional Parkway East, Suite 200, Sarasota, Florida 34240.

Sincerely,

The Board of Directors

Shellye L. Archambeau | **Amy Woods Brinkley** | **John F. Fort III**

Brian D. Jellison | **Robert D. Johnson** | **Robert E. Knowling, Jr.** | **Wilbur J. Prezzano**

Laura G. Thatcher | **Richard F. Wallman** | **Christopher Wright**

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NOTICE OF 2018 ANNUAL MEETING OF SHAREHOLDERS

Date and Time	**Monday, June 4, 2018, at 11:30 a.m. local time**
Place	6901 Professional Parkway East, Suite 200, Sarasota, Florida 34240
Agenda	• ***Proposal 1:*** To elect ten directors for a one-year term. • ***Proposal 2:*** To consider, on a non-binding advisory basis, a resolution approving the compensation of our named executive officers. • ***Proposal 3:*** To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2018. We will also transact any other business properly brought before the Annual Meeting.
Record Date	Only shareholders of record at the close of business on April 13, 2018 will be entitled to vote at the Annual Meeting or any postponed or adjourned meeting, and these shareholders will be entitled to vote whether or not they have transferred any of their shares of our common stock since that date.
Voting Recommendations	The Company recommends that you vote: • ***"FOR"*** each director nominee • ***"FOR"*** the approval of the compensation of our named executive officers • ***"FOR"*** the ratification of the appointment of PricewaterhouseCoopers LLP
Proxy Voting	**Your vote is important regardless of the number of shares of our common stock you own. Whether or not you plan to attend the Annual Meeting in person, please promptly vote by Internet, telephone, or mail. Instructions for each of these methods and the control number that you will need are provided on the proxy card.**

April 30, 2018

By Order of the Board of Directors

John K. Stipancich
Vice President, General Counsel and Corporate Secretary

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting To Be Held On Monday, June 4, 2018.

This Proxy Statement and the Roper Technologies, Inc. 2017 Annual Report to Shareholders are available at: ***www.proxyvote.com***

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PROXY STATEMENT SUMMARY

This summary highlights information about Roper Technologies, Inc. (the "Company", "we", "us" or "our") and the upcoming 2018 Annual Meeting of Shareholders (the "2018 Annual Meeting"). It does not contain all of the information you should consider. We recommend reading the complete proxy statement (the "Proxy Statement") and our 2017 Annual Report to Shareholders (the "2017 Annual Report"), which includes our Annual Report on Form 10-K, before voting. The Proxy Statement and the enclosed proxy card are being mailed or otherwise made available to shareholders on or about April 30, 2018.

2018 ANNUAL MEETING OF SHAREHOLDERS

Date and Time:
Monday, June 4, 2018
11:30 a.m. local time

Record Date:
April 13, 2018

Place:
Roper Technologies, Inc.
6901 Professional Parkway East
Suite 200
Sarasota, Florida 34240

VOTING MATTERS AND BOARD RECOMMENDATIONS

Proposals		Board Recommendation	Vote Required
1:	Election of ten directors for a one-year term	**FOR EACH NOMINEE**	Majority of votes cast
2:	Advisory vote to approve the compensation of our named executive officers	**FOR**	Majority of shares present or represented by proxy
3:	Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2018	**FOR**	Majority of shares present or represented by proxy

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2018 DIRECTOR NOMINEES

Shareholders are electing all ten director nominees who will serve for a one-year term expiring at the 2019 Annual Meeting of Shareholders (the "2019 Annual Meeting").

				Committees			
Name	Position	Director Since	Independent	Audit	Compensation	Nominating and Governance	Executive
Shellye L. Archambeau	Former Chief Executive Officer, MetricStream, Inc.	2018	X				
Amy Woods Brinkley	Founder, AWB Consulting, LLC	2015	X	X			
John F. Fort III	Former CEO of Tyco International Ltd.	1995	X	X		X	
Brian D. Jellison	President and CEO of our Company	2001					Chair
Robert D. Johnson	Former CEO, Dubai Aerospace Enterprise Ltd.	2005	X		X		
Robert E. Knowling, Jr.	Chairman, Eagles Landing Partners	2008	X		Chair		X
Wilbur J. Prezzano	Former Vice-Chairman, Eastman Kodak Company	1997	X		X	X	
Laura G. Thatcher	Former Head of Executive Compensation Practice, Alston & Bird LLP	2015	X	X		X	
Richard F. Wallman	Former CFO and SVP, Honeywell International Inc.	2007	X			Chair	X
Christopher Wright	Chairman, EMAlternatives LLC	1991	X	Chair			X

CORPORATE GOVERNANCE

We strive to maintain effective corporate governance practices and policies. Our practices and policies include the following:

Proxy Access: In March 2016, we amended our By-laws to implement proxy access for eligible shareholders. Our proxy access provision permits a shareholder, or a group of up to 20 shareholders, that has owned at least 3% of our outstanding common stock continuously for at least three years to nominate and include in our proxy materials up to the greater of two directors or 20% of the number of our directors then in office, provided that the shareholders and the nominees satisfy the requirements set forth in the By-laws.

Shareholder Outreach: We regularly engage our shareholders for feedback. In connection with our adoption of proxy access, we reached out to shareholders representing over 50% of our outstanding common stock to understand their views.

One-Year Terms for Directors: All of our directors serve one-year terms.

Independent Directors: Nine of our ten current directors are independent, as is each member of the Audit, Compensation, and Nominating and Governance Committees.

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Lead Independent Director: We have a Lead Independent Director.

Majority Voting Standards for Uncontested Director Elections: We require the resignation of incumbent directors who fail to obtain a majority vote in uncontested elections.

Anti-Hedging and Anti-Pledging Policy: We have both anti-hedging and anti-pledging policies.

BUSINESS HIGHLIGHTS

We achieved another year of record results in 2017:

- Annual shareholder return of 42%, doubling the return of the S&P 500
- GAAP revenue increased 22% to $4.61 billion
- GAAP gross margin rose 70 basis points to 62.2%
- Adjusted EBITDA increased 22% to $1.60 billion(1)
- Operating cash flow increased to $1.23 billion, a 28% increase on a GAAP basis and a 23% increase on an adjusted basis(1)
- We reduced debt by $1.06 billion during 2017
- Our annual dividend increased by 18%, increasing for the 25th consecutive year

(1) This financial information is presented on an adjusted (non-GAAP) basis. A reconciliation from non-GAAP financial measures to the most comparable GAAP measure and other related information is available in “Appendix A—Reconciliations.”

COMPENSATION HIGHLIGHTS

The creation of shareholder value is the foundation and driver of our executive compensation program. Aspects of our program that closely align the compensation of our executive officers with the long-term interests of our shareholders include the following:

Pay for Performance: Compensation of our executive officers is almost completely tied to pre-set, objective performance criteria and long-term shareholder value creation; in 2017, 96% of our CEO’s compensation was subject to performance risk and tied to long-term results and our stock price, and for our other executive officers, on average, approximately 89% of their compensation was performance-based.

Performance-Based Equity: All restricted stock awards are subject to satisfaction of performance criteria (no awards are solely time-based).

Double Trigger Vesting: “Double trigger” vesting of equity awards if a change in control occurs; no excise tax gross-ups for change-in-control payments.

Stock Ownership Guidelines: Substantial share ownership and retention guidelines for our executive officers and non-employee directors.

Low Overhang and Dilution: Overhang and dilution from equity incentives at Roper are low relative to our peers.

Clawback Policy: We have a clawback policy to recoup erroneously paid compensation.

Dividends Only on Shares Earned: Dividends on restricted shares are paid only if the shares are earned.

Annual Bonus Caps: We have caps on annual bonuses to avoid an excessive short-term focus and potentially adverse risk-taking.

No Repricing: Repricing of stock options is prohibited.

Limited Benefits: No defined pension benefit plan, few perquisites, and limited severance agreements.

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PROPOSAL 1: ELECTION OF DIRECTORS

Our Certificate of Incorporation provides that the Board of Directors of the Company (the “Board or Directors” or the “Board”) will consist of a number of members to be fixed, from time to time, by the Board of Directors, but not less than the minimum number required under Delaware law. The Board of Directors is currently comprised of ten directors who are elected on an annual basis.

Our Board unanimously recommended each incumbent director for election at the 2018 Annual Meeting. If re-elected, the director nominees will serve until the 2019 Annual Meeting and until their successors have been duly elected and qualified. Certain information about our director nominees is set forth under “Board of Directors.” This information includes the business experience, qualifications, attributes and skills that each individual brings to our Board.

If prior to the meeting a director nominee is unable to serve, which the Board of Directors does not anticipate, the proxy will be voted for a substitute nominee selected by the Board of Directors, or the Board may choose to reduce its size.

The Board of Directors recommends a vote “FOR” the election to the Board of Directors of each of the following director nominees:

Name	Age	Director Since	Independent	Occupation
Shellye L. Archambeau	55	2018	Yes	Former Chief Executive Officer, MetricStream, Inc.
Amy Woods Brinkley	62	2015	Yes	Founder, AWB Consulting, LLC
John F. Fort III	76	1995	Yes	Former CEO of Tyco International Ltd.
Brian D. Jellison	72	2001	No	President and CEO, Roper Technologies, Inc.
Robert D. Johnson	70	2005	Yes	Former CEO, Dubai Aerospace Enterprise Ltd.
Robert E. Knowling, Jr.	62	2008	Yes	Chairman, Eagles Landing Partners
Wilbur J. Prezzano	77	1997	Yes	Former Vice-Chairman, Eastman Kodak Company
Laura G. Thatcher	62	2015	Yes	Former Head of Executive Compensation Practice, Alston & Bird LLP
Richard F. Wallman	67	2007	Yes	Former CFO and SVP, Honeywell International Inc.
Christopher Wright	60	1991	Yes	Chairman, EMAlternatives LLC

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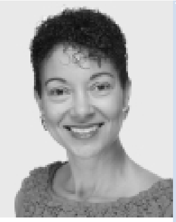
BOARD OF DIRECTORS

Nominee Information
for terms expiring at the 2019 Annual Meeting



Shellye L. Archambeau
Director since 2018
Independent
Age: 55

Professional Experience

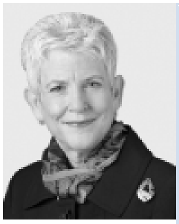
Ms. Archambeau was the Chief Executive Officer of MetricStream, Inc., a global provider of governance, risk, compliance and quality management solutions to corporations across diverse industries, from 2002 to 2017. Prior to joining MetricStream, Ms. Archambeau was Chief Marketing Officer and Executive Vice President of Sales for Loudcloud, Inc., a provider of Internet infrastructure services; Chief Marketing Officer of NorthPoint Communications; and President of Blockbuster Inc.'s ecommerce division. Prior to joining Blockbuster, Ms. Archambeau held domestic and international executive positions during a 15-year career at IBM.

Other Boards and Appointments

Ms. Archambeau has been a director of Nordstrom, Inc. since 2015 and Verizon, Inc. since December 2013. She previously served as a director of Arbitron, Inc. from 2005 to 2013.

Director Qualifications

Ms. Archambeau brings to the Board, among other skills and qualifications, leadership experience in technology, ecommerce, digital media and communications. Her technology and international experience uniquely positions her to advise the Board and senior management on developing and marketing software, emerging technology applications and solutions.



Amy Woods Brinkley
Director since 2015
Independent
Age: 62

Committees:
Audit

Professional Experience

Ms. Brinkley is the founder, owner and manager of AWB Consulting, LLC, which provides executive advising and risk management consulting services. Ms. Brinkley retired from Bank of America Corporation in 2009 after more than 30 years with the company. Ms. Brinkley served as its Chief Risk Officer from 2002 to 2009. Prior to 2002, she served as President of the company's Consumer Products division and was responsible for the credit card, mortgage, consumer finance, telephone, and eCommerce businesses. During her employment at Bank of America Corporation, Ms. Brinkley also held the positions of Executive Vice President and Chief Marketing Officer overseeing the company's Olympic sponsorship and its national rebranding and name change.

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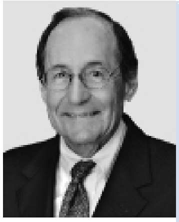
Other Boards and Appointments

Ms. Brinkley is currently a director of TD Bank Group, Carter's, Inc. and TD Group US Holdings, LLC. She also serves as a trustee for the Princeton Theological Seminary and on the board of commissioners for Atrium Health.

Director Qualifications

Ms. Brinkley's background offers the Board vast experience in risk management and a broad-based knowledge of banking, financial services, and brand marketing.



John F. Fort III
Director since 1995
Independent
Age: 76

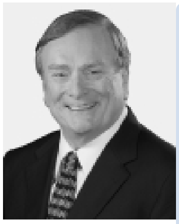
Committees:
Audit
Nominating and Governance

Professional Experience

Mr. Fort has been self-employed since 1993. Mr. Fort served as Chairman and Chief Executive Officer of Tyco International Ltd., a provider of diversified industrial products and services, from 1982 until his retirement from the company in January 1993, and served as Interim CEO of Tyco from June to September 2002 and as an advisor to Tyco's Board of Directors from March 2003 to March 2004.

Director Qualifications

Mr. Fort's leadership experience as the CEO of a diversified industrial company and his in-depth knowledge of our Company gives our Board perspective on important issues, including business strategy and acquisitions.



Brian D. Jellison
Chairman since 2003
Director, President and Chief Executive Officer since 2001
Age: 72

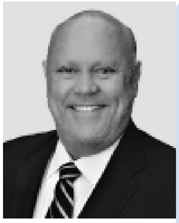
Committees:
Executive (Chair)

Professional Experience

Mr. Jellison is our President and CEO. He previously served as Corporate Executive Vice President of Ingersoll-Rand, a global diversified industrial company from January 1998 to July 2001. During his 26-year career with Ingersoll-Rand, Mr. Jellison served in a variety of senior level positions and assumed the principal responsibility for completing and integrating a variety of public and private new business acquisitions.

Director Qualifications

Mr. Jellison's active involvement in Roper's operations provides our Board with specific knowledge of the business and its challenges and prospects. As the Chairman of the Board, his deep understanding of the organization and its strategic focus has provided key leadership and guidance for our Company's growth.



Robert D. Johnson
Director since 2005
Independent
Age: 70

Committees:
Compensation

Professional Experience

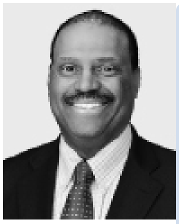
Mr. Johnson was Chief Executive Officer of Dubai Aerospace Enterprise Ltd., a global aviation corporation, from August 2006 to December 2008. Mr. Johnson served as Chairman of Honeywell Aerospace, the aviation segment of Honeywell International Inc., from January 2005 to January 2006, and as its President and Chief Executive Officer from 1999 to 2005. Mr. Johnson worked at Honeywell's predecessor, AlliedSignal, rising to the position of President and Chief Executive Officer of AlliedSignal Aerospace. Mr. Johnson has held management positions with AAR Corporation and GE Aircraft Engines.

Other Boards and Appointments

Mr. Johnson currently serves as the Chairman of the Board of Spirit AeroSystems Holdings, Inc., and as a director of Spirit Airlines, Inc. Mr. Johnson previously served as a director of SAP Ariba, Inc. from 2005 to 2012 and Beechcraft Corp during 2013.

Director Qualifications

Mr. Johnson brings valuable knowledge in marketing, sales and production from his diverse career experiences. His management leadership skills and his general business knowledge provide our Board with guidance in compensation and management issues.



Robert E. Knowling, Jr.
Director since 2008
Independent
Age: 62

Committees:
Compensation (Chair)
Executive

Professional Experience

Mr. Knowling is the Chairman of Eagles Landing Partners, a strategic management consulting company. From June 2005 to May 2009, Mr. Knowling served as Chief Executive Officer and director of Telwares, a leading provider of telecommunication spend management solutions. Mr. Knowling has served as the CEO of the NYC Leadership Academy, SimDesk Technologies, Inc. and Covad Communications Company.

Other Boards and Appointments

Mr. Knowling is currently a director of Convergys Corporation and K12 Inc. and previously served as a director of Heidrick & Struggles International from 2000 to 2015, The Bartech Group from 2006 to 2015, Aprimo, Inc. from 2008 to 2011, and as Lead Director of SAP Ariba, Inc. from 2000 to 2012.

Director Qualifications

Mr. Knowling brings a unique perspective to our Board based on his involvement in telecommunications and high-growth technology companies. He also has significant operational and management skills and insight with respect to technology matters. His experience as a director of several other public companies enables him to provide guidance on corporate governance and executive compensation issues.

Wilbur J. Prezzano
Director since 1997
Lead Independent Director
Age: 77

Committees:
Compensation
Nominating and Governance

Professional Experience

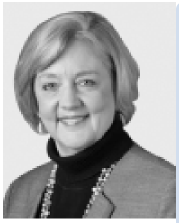
Mr. Prezzano retired in January 1997 from Eastman Kodak Company, a supplier of imaging material and services, as its board Vice-Chairman and as Chairman and President of its greater China region businesses. During his 32-year career with Eastman Kodak Company, Mr. Prezzano served in various executive capacities and also served as a director from 1992 to 1997.

Other Boards and Appointments

Mr. Prezzano currently serves as a director of TD Bank, NA and as a director of TD Ameritrade Holding Corporation. Mr. Prezzano formerly served as a director of TD Bank Financial Group from 2003 to 2016, EnPro Industries, Inc. from 2006 to 2014 and Snyder's-Lance, Inc., where he served as board Chair from 2000 to 2016.

Director Qualifications

Mr. Prezzano has a strong background in management and experience in other international operations. Through his service on the boards of directors of several other companies in diverse industries, Mr. Prezzano provides our Board with a broad-based understanding important to our Company's growth and operations.



Laura G. Thatcher
Director since 2015
Independent
Age: 62

Committees:
Audit
Nominating and Governance

Professional Experience

Ms. Thatcher retired in December 2013 from 33 years of legal practice at Alston & Bird LLP, where she developed and headed the firm's executive compensation practice for 18 years.

Other Boards and Appointments

Ms. Thatcher served on the Board of Directors of Batson-Cook Company, a regional commercial construction and development company, from 1994 to 2007. She also served on the Board of Directors of The Atlanta Legal Aid

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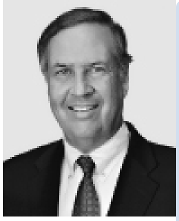
Society, Inc., a non-profit organization addressing the civil legal needs of Atlanta's lower income, elderly and disabled residents from 2008 to 2014, and was a Past Chair of the Advisory Board of the Certified Equity Professional Institute (CEPI) of Santa Clara University.

Director Qualifications

Ms. Thatcher's strong legal background in corporate, securities, compensation, mergers and acquisitions, and tax law, and her experience in advising a diverse array of public companies in these areas, offer the Board a broad-based as well as technical perspective in matters of corporate governance, executive compensation, and business acquisitions.



Richard F. Wallman
Director since 2007
Independent
Age: 67

Committees:
Nominating and Governance (Chair)
Executive

Professional Experience

Mr. Wallman served as the Chief Financial Officer and Senior Vice President of Honeywell International Inc., a diversified industrial technology and manufacturing company, and its predecessor AlliedSignal, from March 1995 to July 2003. Mr. Wallman has also served in senior financial positions with IBM and Chrysler Corporation.

Other Boards and Appointments

Mr. Wallman currently serves as a director of Boart Longyear Ltd., Extended Stay America, Inc., Wright Medical Group (formerly Tornier N.V.), and Charles River Laboratories International, Inc. Mr. Wallman formerly served as a director of SAP Ariba, Inc., from 2002 to 2012, Dana Incorporated from 2010 to 2013, Convergys Corporation from 2007 to 2017, and ESH Hospitality, Inc. from 2013 to 2017.

Director Qualifications

Mr. Wallman's extensive leadership and financial background brings to our Board a significant understanding of the financial issues and risks that affect our Company. Mr. Wallman also serves on the boards of other diverse publicly held companies, which gives him a multi-industry perspective and exposure to developments and issues that impact the management and operations of a global business.

BOARD OF DIRECTORS *(CONTINUED)*

Christopher Wright
Director since 1991
Independent
Age: 60

Committees:
Audit (Chair)
Executive

Professional Experience

Mr. Wright is the Chairman of EMAlternatives LLC, a Washington, DC based private equity asset management firm focused on emerging markets, and a director of Merifin Capital Group, a private European investment firm. Until mid-2003 he served as Head of Global Private Equity for Dresdner Kleinwort Capital and was a Group Board Member of Dresdner Kleinwort Benson overseeing alternative assets in developed and emerging markets. He acted as Chairman of various investment funds prior to and following the latter's integration with Allianz A.G., and as Global Head of Private Equity at Standard Bank Group from 2006 to 2007.

Other Boards and Appointments

Mr. Wright currently serves as a director of Yatra Capital Ltd (EuroNext), Spice Private Equity A.G., and sits on the advisory boards of various investment funds. Mr. Wright is a Foundation Fellow of Corpus Christi College, Oxford.

Director Qualifications

Mr. Wright offers a global perspective to our Board gained from his extensive international, private equity and banking experience. He is able to provide a valuable historical perspective on the development of our Company. He also provides our Board with knowledge of current financial issues and risks affecting international business operations and has experience with investing in the software and healthcare sectors.

CORPORATE GOVERNANCE

Corporate Governance Guidelines

Our Board is committed to maintaining high standards of ethical business conduct and sound corporate governance practices and policies. Our Corporate Governance Guidelines reflect our Board of Directors' commitment to monitoring the effectiveness of the Board and its committees in exercising their responsibilities.

Business Code of Ethics and Standard of Conduct

Our Business Code of Ethics and Standards of Conduct (the "Code of Ethics") addresses the professional, honest and candid conduct of each director, officer and employee; conflicts of interest, disclosure process, compliance with laws, rules and regulations (including insider trading laws); and corporate opportunities, confidentiality, fair dealing, protection and proper use of Company assets. The Code of Ethics also encourages the reporting of any illegal or unethical behavior. Any amendments to, or waivers of, the Code of Ethics will be disclosed on our website promptly following the date of such amendment or waiver as required by law.

Director Independence

Our Corporate Governance Guidelines require that a majority of our directors qualify as "independent," as defined by the listing standards of the New York Stock Exchange (the "NYSE"). As required by these director independence standards, our Board reviewed and analyzed the independence of each director earlier this year to determine whether any particular relationship or transaction involving any director, or any of that director's affiliates or immediate family members, was inconsistent with a determination that the director is independent for purposes of serving on our Board of Directors and its committees. During this review, our Board examined transactions and relationships between directors or their affiliates and immediate family members and Roper or Roper's management. As a result of this review our Board affirmatively determined that all directors are independent, except for Mr. Jellison, and that each member of the Audit, Compensation, and Nominating and Governance Committees is independent under applicable NYSE and Securities and Exchange Commission ("SEC") rules for purposes of serving on such committees.

Nominating Process

The Nominating and Governance Committee, acting under its charter, determines the desired skills, ability, judgment, diversity (including gender and ethnicity as well as background and experience) and other criteria deemed appropriate for service as a director and is responsible for recommending new director candidates and re-nomination of incumbent directors based on those criteria, which includes, but is not limited to:

- high personal and professional ethics;
- integrity and values;
- knowledge of our business environment;
- sound judgment and analytical ability;
- skills and experience in the context of the needs of our Board;
- breadth of business experience; and
- whether the candidate meets the applicable independence requirements under the NYSE and SEC rules.

Our Board's process for identifying and evaluating potential director nominees includes soliciting recommendations from our directors and engaging a third party to assist in identifying potential director nominees when a Board position becomes available. Our Board has no formal policy with respect to diversity, but considers racial and gender diversity when creating the pool of candidates from which it considers possible new director candidates.

Neither the Board of Directors nor the Nominating and Governance Committee has a specific policy regarding consideration of shareholder director nominees. Shareholder nominees submitted pursuant to the requirements set forth in the By-laws will be considered under the same criteria that are applied to other candidates. A shareholder of record who nominates a director candidate must provide a notice along with the additional information and materials required by our By-laws. See "Information Regarding the 2019 Annual Meeting of Shareholders" for additional information regarding nominating director candidates.

Proxy Access

In March 2016, our Board adopted "proxy access" amendments to our By-laws, enabling a shareholder, or a group of up to 20 shareholders, owning 3% or more of the Company's outstanding common stock continuously for at least three years to nominate and include in our proxy materials up to the greater of two directors or 20% of the number of our directors then in office, provided that the shareholders and the nominees satisfy the requirements set forth in the By-laws.

Our Board adopted these amendments following discussions with our shareholders in the second half of 2015 and early 2016. These discussions covered the evolving role of proxy access and the specific requirements of our By-laws, including (among others) our nominating framework referenced above, as well as those relating to the resubmission of nominees in subsequent years, which nominees will count toward the maximum number of proxy access nominees, and the impact of a proxy contest on the use of proxy access.

Our Board reached out to shareholders representing over 50% of our outstanding common stock for these discussions to understand their views. During this outreach, our shareholders (including the proponents of the 2015 shareholder proxy access proposal) expressed support and general flexibility for the proxy access provisions that our Board ultimately adopted.

Review and Approval of Related Person Transactions

The Audit Committee is responsible for reviewing and approving, as appropriate, all transactions with related persons. Although we have not adopted written procedures for reviewing related person transactions, we will review any relationship or transaction in which the Company and our directors, executive officers or their immediate family members are participants to determine whether such persons have a direct or indirect material interest. There were no related person transactions during 2017.

Shareholder Communications

Shareholders or other interested parties may send written communications to our Board of Directors or non-management Board members in care of the Secretary to the address set forth below. This process is also set forth on our website at *www.ropertech.com*. All communications will be kept confidential and promptly forwarded to the appropriate director. Items unrelated to a director's duties and responsibilities as a Board member may be excluded by the Corporate Secretary, including, without limitation; solicitations and advertisements; junk mail; product-related communications; job referral materials such as resumes; surveys; and material that is determined to be illegal or otherwise inappropriate. The director to whom such information is addressed is informed that the information has been removed, and that it will be made available to such director upon request.

Our Corporate Governance Guidelines, Code of Ethics, Director Independence Standards, and By-laws are available on our website at *www.ropertech.com/governance-documents*. Requests for copies of these documents or of the full text of the By-law provision regarding director candidate nominations and communications to our Board of Directors or non-management Board members should be addressed to:

Roper Technologies, Inc.
6901 Professional Parkway East
Suite 200
Sarasota, Florida 34240
Attention: Corporate Secretary

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BOARD COMMITTEES AND MEETINGS

Our Board of Directors held five meetings in 2017. Each director participated in every one of our five Board meetings in 2017. In addition, each director participated in every one of our committee meetings held while such director was a committee member, except for one director who missed a day of committee meetings due to a medical emergency. Our Board has not implemented a formal policy regarding director attendance at the Annual Meeting of Shareholders, but encourages all directors to attend. All of our directors attended the 2017 Annual Meeting of Shareholders either in person or telephonically.

Board Leadership Structure

Mr. Jellison has served as our Company's Chairman of the Board since 2003 and as its President and CEO since 2001. Mr. Jellison's in-depth knowledge of our Company allows him to effectively identify strategic priorities, lead Board discussions, and execute our Company's strategy and business plans. Our Board believes Mr. Jellison's combined role is in the best interest of our Company and promotes decisive leadership, clear accountability, and enhanced communication internally and externally.

In light of the combined roles, the independent directors select a Lead Independent Director, whose primary responsibilities include initiating and chairing meetings of the independent directors at each Board meeting, soliciting input from independent directors on issues and areas of focus, and providing feedback to the CEO. Pursuant to our Corporate Governance Guidelines, the Lead Independent Director serves for a term not less than one year. The non-management directors appointed Wilbur J. Prezzano, effective January 1, 2015, to serve as the Lead Independent Director.

Effective Board Processes

As a result of our Board structure and processes, our directors are actively involved in overseeing the strategy, business and affairs of our Company, including its transformation to a diversified technology company. Our Board meetings typically extend over several days, with directors monitoring the existing portfolio of businesses and analyzing and carefully examining with management the different ways Roper can invest for future growth, both internally and through acquisitions. Between scheduled Board meetings, our directors continue their discussions with management and each other, enabling our Company to draw from their experiences and expertise. Our directors are involved in our corporate strategy and must keep abreast of the issues encountered by our diverse global business operations.

The Board, including its Nominating and Governance Committee, has an effective Board recruitment and evaluation process that contributes to bringing together a group of directors who complement each other and collectively provide oversight of management in ways that include challenging and discussing different perspectives.

Executive Succession Planning

Our Board recognizes the importance of effective leadership to our Company's success and is actively engaged and involved, on an annual basis, in succession planning on both a long- and short-term basis. Our Company's operating unit executives, who have responsibility for their respective businesses, but no "enterprise-wide" responsibilities, provide a broad and deep talent resource that is key to our executive succession planning.

Risk Oversight

Our Board has overall responsibility for the oversight of risk management at our Company, which it generally carries out through Board committees. However, several categories of risk management, such as information technology security, are managed directly by our Board. Our General Counsel informs each committee and the Board of relevant legal and compliance issues, and each committee also has access to our Company's outside counsel or any other outside advisor when they deem it advisable. Each of these committees along with our management, which is responsible for the implementation of the process to identify, manage and monitor risks, keeps the entire Board regularly apprised of the different risks associated with our Company.

- The Audit Committee oversees financial risk, including such factors as liquidity, credit, currency exchange and market conditions, through review and discussion with management, and monitors our Company's risk management practices. It meets regularly with our independent auditors and our Vice President and Chief Compliance Officer and our Director of Internal Audit, both of whom report directly to the Audit Committee. In addition to financial risk, the Audit Committee also reviews and discusses other risks that relate to our business activities and operations.
- The Compensation Committee, in overseeing risk associated with compensation programs and

practices, has directly retained its own independent compensation consultant and meets periodically with management to discuss current issues.

- The Nominating and Governance Committee monitors the compliance of our corporate governance practices and policies with applicable requirements and evolving developments.

Board Committees

Our Board has four standing committees: Audit, Compensation, Nominating and Governance, and Executive. All four committees operate under written charters, copies of which can be viewed on Roper's website (*www.ropertech.com/governance-documents*) or obtained upon request from the Secretary. Each committee reviews its charter annually and reports its activities to the full Board on a regular basis.

Set forth below are the current committee memberships.

Director	Audit Committee	Compensation Committee	Nominating and Governance Committee	Executive Committee
Amy Woods Brinkley	X			
John F. Fort III	X		X	
Brian D. Jellison				Chair
Robert D. Johnson		X		
Robert E. Knowling, Jr.		Chair		X
Wilbur J. Prezzano		X	X	
Laura G. Thatcher	X		X	
Richard F. Wallman			Chair	X
Christopher Wright	Chair			X

Audit Committee: 10 Meetings Held in 2017

The Audit Committee assists our Board in its oversight of the quality and integrity of our financial statements, our structure for compliance with legal and regulatory requirements, and the performance of our internal audit functions. The Board has determined that based upon their extensive background and expertise, Messrs. Fort and Wright and Ms. Brinkley meet the criteria of an "audit committee financial expert" under SEC rules. The Board determined that Ms. Brinkley meets the criteria based upon her extensive career in banking spanning over thirty years, including her service on the disclosure committee and her participation in the financial statement diligence review process while at Bank of America, in addition to her current and prior service on the audit committees (or finance committee where audit functions are handled by such committee) of four other entities that issue publicly-traded securities. The Board has determined that all Audit Committee members meet the heightened independence standards under NYSE and SEC rules applicable to audit committees and satisfy the NYSE standard of financial literacy, having accounting and related financial management expertise.

Pursuant to its charter, the Audit Committee has the authority and responsibility to:

- appoint, compensate, retain and oversee the independent registered public accounting firm engaged by us; approve all audit engagement fees and terms, as well as pre-approve all non-audit engagements; and ensure that the independent auditors remain independent and objective;

- review the appointment and replacement of the head of our internal audit department, who provides the Audit Committee with significant reports to management and management's responses thereto;
- consider any reports or communications submitted by the independent auditors relating to our financial statements, policies, processes or determinations;
- meet with management, the independent auditors and others to discuss matters relating to the scope and results of any audit, the financial statements, and changes to any auditing or accounting principles, policies, controls procedures or practices;
- review any major issues regarding accounting principles and financial statement presentations, including significant changes in the selection or application of accounting principles, and major issues as to the adequacy of our internal controls, analyses regarding significant financial reporting issues and judgments made in connection with the preparation of the financial statements, and the effects of regulatory and accounting initiatives;
- review significant risks and exposures and the steps taken to monitor and minimize such risks;
- establish procedures for the receipt, investigation and resolution of complaints received by us regarding accounting, internal accounting controls or auditing matters, and for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters; and
- prepare reports and disclosures required to be included in this Proxy Statement, including the "Audit Committee Report" below.

Compensation Committee: 6 Meetings Held in 2017

The Compensation Committee administers our executive incentive compensation programs and determines, either as a committee or together with the other independent members of the Board (as directed by the Board), annual salary levels and incentive compensation awards for our executive officers. The Board has determined that all Compensation Committee members meet the heightened independence standards under NYSE and SEC rules applicable to compensation committees. The Compensation Committee also, at the direction of the Board, periodically reviews and determines the form and amounts of director compensation and reviews and makes recommendations to the Board with respect to director compensation. The Compensation Committee may delegate its duties and responsibilities to a subcommittee of the Compensation Committee and has the authority to retain its own compensation consultants. Additional information regarding the Compensation Committee's processes and procedures for the consideration and determination of executive compensation is set forth below in this Proxy Statement under "Compensation Discussion and Analysis."

Pursuant to its charter, the Compensation Committee has the authority and responsibility to:

- annually review and approve corporate goals and objectives relevant to our CEO's compensation and based on that evaluation, determine and approve our CEO's compensation, including salary, bonus, incentive and equity compensation;
- annually review performance and approve compensation, including salary, bonus, and incentive and equity compensation for our executive officers;
- grant awards and otherwise make determinations under our equity, incentive, retirement, and deferred compensation plans, to the extent provided in such plans;
- determine performance goals and certify whether performance goals have been satisfied for incentive plans complying or intended to comply with Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code");
- periodically review and make recommendations to the Board concerning our equity, incentive, retirement, and deferred compensation plans;
- review risks associated with compensation and assess those reasonably likely to have a material adverse effect on the Company;
- periodically review and determine the form and amounts of director compensation; and
- review and discuss with management the Compensation Discussion and Analysis disclosure regarding named executive officer compensation included in our annual Proxy Statement.

Nominating and Governance Committee: 5 Meetings Held in 2017

The Nominating and Governance Committee assists our Board in identifying individuals qualified to become directors, determining the size and composition of our

Board and its committees, developing and implementing corporate governance guidelines, evaluating the qualifications and independence of directors on a periodic basis and evaluating the overall effectiveness of our Board and its committees.

Pursuant to its charter, the Nominating and Governance Committee has the authority and responsibility to:

- evaluate a candidate's qualification based on a variety of factors, including such candidate's integrity, reputation, judgment, knowledge, and diversity (including gender and ethnicity as well as background and experience) as well as our Board's needs;
- recommend qualified individuals for Board membership, including individuals suggested by directors and/or shareholders;
- periodically review the size and responsibilities of our Board and its committees and recommend changes to our Board;
- annually review and recommend committee slates and additional committee members to our Board as needed;
- develop and recommend to our Board a set of corporate governance guidelines and periodically review such guidelines and propose changes to our Board; and
- develop and recommend to our Board an annual self-evaluation process for our Board and its committees, and administer and oversee the evaluation process.

Executive Committee: No Meeting Held in 2017

The Executive Committee has the authority to exercise all powers of the Board between regularly scheduled Board meetings.

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DIRECTOR COMPENSATION

Compensation for our non-employee directors is governed by our Director Compensation Plan, which is a sub-plan of our 2016 Incentive Plan. The Director Compensation Plan ties the vast majority of director compensation directly to the Company's stock performance, closely aligning the financial interests of our directors to those of our shareholders. An annual grant of 4,000 restricted stock units ("RSUs") has been made under the Director Compensation Plan since 2004 and has remained unchanged since then to recognize the significant time commitment and workload associated with serving on our Board as well as the Board's instrumental contribution to Roper's long-term success and creation of superior shareholder value. Our rapid growth, business transformation into software, and various external developments have made it increasingly challenging to find and assimilate the caliber of independent director capable of adding value to our high-growth, asset-light, diversified enterprise. Because of the significant appreciation in Roper's stock price over the past 12 months and resulting value of equity awards, the Director Compensation Plan was amended to reduce the number of RSUs awarded annually by 25% to 3,000 RSUs.

Under our Director Compensation Plan, each non-employee director also receives an annual cash retainer and fees for Board and committee meetings as shown in the table below. The cash retainer and the number of RSUs granted will be prorated for any new director based on the number of full months such director serves as a non-employee director during the year.

Annual Cash Retainer	
Cash Retainer	$42,500
Supplemental Annual Cash Retainers	
Chair of Audit Committee	$ 5,000
Chair of Compensation Committee	$ 5,000
Chair of Nominating and Governance Committee	$ 5,000
Board Meeting Compensation(1)	
In-Person Attendance	$ 2,000
Telephonic Attendance	$ 1,000
Committee Meeting Compensation(2)	
In-Person Attendance	$ 1,000
Telephonic Attendance	$ 500

(1) An extended Board meeting over multiple days is treated as a single Board meeting for payment purposes.

(2) Directors attending a Board and a committee meeting on the same day will only receive a fee for the Board meeting.

We also reimburse our directors for reasonable travel expenses incurred in connection with attendance at Board, committee and shareholder meetings and other Company business.

Mr. Jellison is an employee of our Company and did not receive any compensation for his service as a director. His compensation is set forth in the "Executive Compensation" section below.

DIRECTOR COMPENSATION *(CONTINUED)*

The table below shows the compensation of our non-employee directors for 2017.

2017 Director Compensation

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)(1)(2)(3)	All Other Compensation ($)	Total ($)
Amy Woods Brinkley	57,000	915,360	-	972,360
John F. Fort III	58,500	915,360	-	973,860
Robert D. Johnson	55,500	915,360	-	970,860
Robert E. Knowling, Jr	60,500	915,360	-	975,860
Wilbur J. Prezzano	56,500	915,360	-	971,860
Laura G. Thatcher	59,000	915,360	-	974,360
Richard F. Wallman	59,500	915,360	-	974,860
Christopher Wright	62,000	915,360	-	977,360

(1) The dollar values shown represent the grant date fair values for RSUs granted to these directors during 2017, calculated in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718 (“ASC Topic 718”).

(2) As of December 31, 2017, each non-employee director had 2,000 unvested RSUs outstanding with the exception of Messrs. Knowling and Prezzano who each had 8,000 unvested RSUs outstanding.

(3) There were no stock option awards outstanding at December 31, 2017 for our non-employee directors.

Our share ownership and retention guidelines for non-employee directors require them to own 4,000 shares of our common stock. Until the ownership requirements are met, non-employee directors are required to retain 100% of any shares they receive (on a net after tax basis) under our Director Compensation Plan. All of our current directors are in compliance with the ownership and retention guidelines. The ownership requirement equated to 24 times the annual cash retainer for directors, based on the closing market price of our common stock on December 29, 2017 of $259.00 per share.

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EXECUTIVE OFFICERS

The following table sets forth certain information concerning our executive officers as of December 31, 2017. The executive officers are elected by the Board of Directors and serve at its discretion.

Brian D. Jellison	Professional Experience
President and CEO since 2001 Director since 2001 Chairman since 2003 Age: 72	Mr. Jellison's professional experience is discussed under "Board of Directors" above.
L. Neil Hunn	Professional Experience
Executive Vice President, Chief Operating Officer since February 2018 Group Vice President from 2011 to 2017 Age: 46	Prior to being named Executive Vice President in 2017, Mr. Hunn was a Group Vice President with Roper since 2011. Prior to joining Roper, Mr. Hunn held several positions in the software sector and was involved in businesses at varied stages of development. Most recently he was with MedAssets, an Atlanta-based SaaS company, where he served as Executive Vice President and CFO, as well as President of its revenue cycle technology businesses. He was previously with CMGI, an incubator of Internet businesses, and Parthenon Group, a strategy consulting firm.
Robert C. Crisci	Professional Experience
Vice President and Chief Financial Officer since 2017 Vice President, Finance and Investor Relations from 2013 to 2017 Age: 42	Prior to being named Vice President and Chief Financial Officer, Mr. Crisci joined Roper in 2013 as Vice President, Finance and Investor Relations and led the Company's financial planning and analysis and investor relations activities. Prior to joining Roper, he served in various roles across investment banking, consulting and finance with positions at Morgan Keegan, VRA Partners, Devon Value Advisers and Deloitte & Touche.
John K. Stipancich	Professional Experience
Vice President since 2016 General Counsel since 2016 Corporate Secretary since 2016 Age: 49	Prior to joining Roper, Mr. Stipancich served as Executive Vice President and Chief Financial Officer of Newell Brands Inc., a consumer products company, where he has also served as General Counsel and Corporate Secretary, and Executive Leader of its operations in Europe. Prior to his twelve years at Newell Brands, Mr. Stipancich served as Executive Vice President, General Counsel and Corporate Secretary for Evenflo Company and Assistant General Counsel for Borden, both KKR portfolio companies at the time. He started his legal career in the Cleveland office of the international law firm Squire Patton Boggs.
Paul J. Soni	Professional Experience
Executive Vice President since 2017 Vice President from 2006 to 2017 Controller from 2002 to 2017 Age: 59	Prior to being named Executive Vice President, Mr. Soni served as Roper's Controller and Principal Accounting Officer since 2011 and Vice President since 2006. Prior to joining Roper, Mr. Soni served as the Controller of both Oxford Industries, Inc., and the International Division of Savannah Foods & Industries, Inc. Mr. Soni's earlier career included eight years with PricewaterhouseCoopers LLP, a professional services firm, in the U.S. and Europe, performing audit and transaction support services.

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BENEFICIAL OWNERSHIP

Beneficial ownership is determined in accordance with SEC rules. Under the rules, the number of shares beneficially owned by a person and the percentage of ownership held by that person includes shares of common stock that could be acquired upon exercise of an option within sixty days, although such shares are not deemed exercised and outstanding for computing the percentage of ownership held by any other person. Unless otherwise indicated in the footnotes below, the persons and entities named in the table have sole voting and investment power with respect to all shares beneficially owned, subject to community property laws where applicable.

The following table shows the beneficial ownership of Roper common stock as of March 31, 2018 by (i) each of our director nominees, (ii) each named executive officer in the "2017 Summary Compensation Table," (iii) all of our current directors and executive officers as a group, and (iv) all persons who we know are the beneficial owners of five percent or more of Roper common stock. Except as noted below, the address of each person in the table is c/o Roper Technologies, Inc., 6901 Professional Parkway East, Suite 200, Sarasota, Florida 34240**.**

Name of Beneficial Owner	Beneficial Ownership of Common Stock(1)(2)	Percent of Class
T. Rowe Price Associates, Inc. 100 E. Pratt Street, Baltimore, MD 21202	15,099,696(3)	14.7%
The Vanguard Group 100 Vanguard Blvd., Malvern, PA 19355	11,116,567(4)	10.9%
BlackRock, Inc. 55 East 52nd Street, New York, NY 10055	7,008,681(5)	6.8%
Shellye L. Archambeau	0	
Amy Woods Brinkley	12,000	**
John F. Fort III	16,253(6)	**
Brian D. Jellison	1,535,172	1.5%
Robert D. Johnson	8,700	**
Robert E. Knowling, Jr.	14,038	**
Wilbur J. Prezzano	22,000	**
Laura G. Thatcher	11,000	**
Richard F. Wallman	48,465	**
Christopher Wright	61,550	**
L. Neil Hunn	321,560	**
Robert C. Crisci	50,926	**
John K. Stipancich	23,822	**
Paul J. Soni	143,389(7)	**
John Humphrey	62,477	**
All current directors and executive officers as a group (14 individuals)	2,331,552	2.3%

** Less than 1%.

(1) Includes the following shares that could be acquired on or before May 31, 2018 upon exercise of stock options issued under Company plans as follows: Mr. Hunn (132,000), Mr. Crisci (22,000), Mr. Soni (78,000), and all current directors and executive officers as a group (232,000). Holders do not have voting or investment power over unexercised option shares.

(2) Includes the following shares of unvested restricted stock held by named executives officers over which they have sole voting power but no investment power: Mr. Jellison (337,500), Mr. Hunn (150,000), Mr. Crisci (27,500), Mr. Stipancich (21,500), and Mr. Soni (16,000). Also includes 2,000 shares that will be acquired on June 9, 2018 upon the vesting of unvested restricted stock units for the following non-employee directors: Messrs. Fort, Johnson, Knowling, Prezzano, Wallman, and Wright and Mses. Brinkley and Thatcher. The total for all current directors and executive officers as a group is (591,950).

BENEFICIAL OWNERSHIP *(CONTINUED)*

(3) Based on information reported on Schedule 13G/A filed with the SEC on February 14, 2018, as of December 31, 2017, T. Rowe Price Associates, Inc. beneficially owned 15,099,696 shares of Roper common stock with sole voting power over 4,818,953 shares and sole dispositive power over all of the shares.

(4) Based on information reported on Schedule 13G/A filed with the SEC on February 12, 2018, as of December 31, 2017, The Vanguard Group ("Vanguard") beneficially owned 11,116,567 shares of Roper common stock with sole voting power over 147,322 shares, shared voting power over 23,150 shares, sole dispositive power over 10,949,850 shares, and shared dispositive power over 166,717 shares. Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of Vanguard, is the beneficial owner of 114,337 shares. Vanguard Investments Australia, Ltd., a wholly-owned subsidiary of Vanguard, is the beneficial owner of 84,703 shares.

(5) Based on information reported on Schedule 13G/A filed with the SEC on February 8, 2018, as of December 31, 2017, BlackRock, Inc. (and certain of its subsidiaries) beneficially owned 7,008,681 shares of Roper common stock with sole voting power over 6,050,450 shares and sole dispositive power over 7,008,681 shares.

(6) Includes 250 shares held by a trust of which Mr. Fort is a trustee and 300 shares held by Mr. Fort's spouse.

(7) Mr. Soni and his spouse each participate in a 401(k) plan with a unitized stock fund that consists of cash and common stock in amounts that vary from time to time. Based on a conversion factor representing the units in the fund as of March 31, 2018, the shares in the table include 2,835 shares in Mr. Soni's account and 958 shares in his spouse's account.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") requires Roper's directors, officers and persons who own more than 10% of Roper common stock to file with the SEC initial reports of ownership and reports of changes in ownership. Officers, directors and greater than 10% shareholders are required by SEC rules to furnish Roper with copies of all Section 16(a) forms they file.

We believe that during 2017 all of our directors and executive officers complied with all Section 16(a) filing requirements. In making this statement, we have relied upon examination of the copies of Forms 3, 4 and 5, and amendments to these forms, provided to us and the written representations of our directors and executive officers.

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COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis (“CD&A”) provides information about our compensation objectives and policies for our CEO and other executive officers included in the Summary Compensation Table and referred to in this CD&A as “named executive officers”. The CD&A puts in perspective the information set forth in the “Executive Compensation” section that follows in this Proxy Statement.

CREATING SHAREHOLDER VALUE

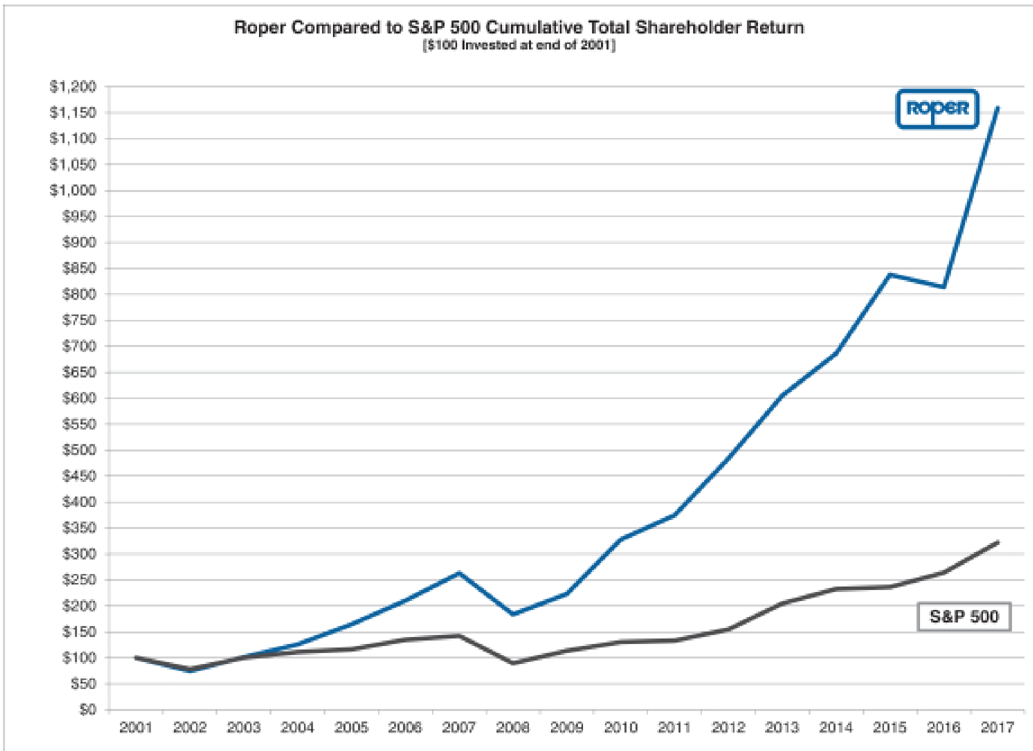
The creation of shareholder value is the foundation and driver of our executive compensation program. The compensation of our named executive officers is closely aligned with the long-term interests of our shareholders.

Superior Returns for Roper Shareholders

Roper is proud of its long track record of superior returns for its shareholders. Roper has significantly outperformed the S&P 500 over the past 1, 3, 5, 10 and 15 years.

	Compound Annual Shareholder Return		Total Shareholder Return (TSR)	
Period	Roper	S&P 500	Roper	S&P 500
1-Year	**42.4%**	21.8%	**42.4%**	21.8%
3-Years	**19.1%**	11.4%	**68.9%**	38.3%
5-Years	**19.0%**	15.8%	**139.1%**	108.1%
10-Years	**16.0%**	8.5%	**340.2%**	126.0%
15-Years	**20.1%**	9.9%	**1,454.1%**	313.3%

As outlined in the graph below, $100 invested in Roper at the end of 2001 would have yielded an investor $1,159 as of December 31, 2017, compared to only $322 for the same investment in the S&P 500.



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Record 2017 Performance for Roper

2017 was a remarkable year for Roper in which we grew revenue, net earnings, EBITDA and cash flow by greater than 20%. Our large 2016 acquisitions, Deltek and ConstructConnect, exceeded our revenue and cash flow expectations, and augmented our strong organic revenue growth in 2017. Following a year of record capital deployment in 2016, we reduced our debt by $1.06 billion in 2017. Our strategic focus on asset-light diversified technology businesses and our ability to generate and compound cash flow delivered another year of outstanding shareholder return.

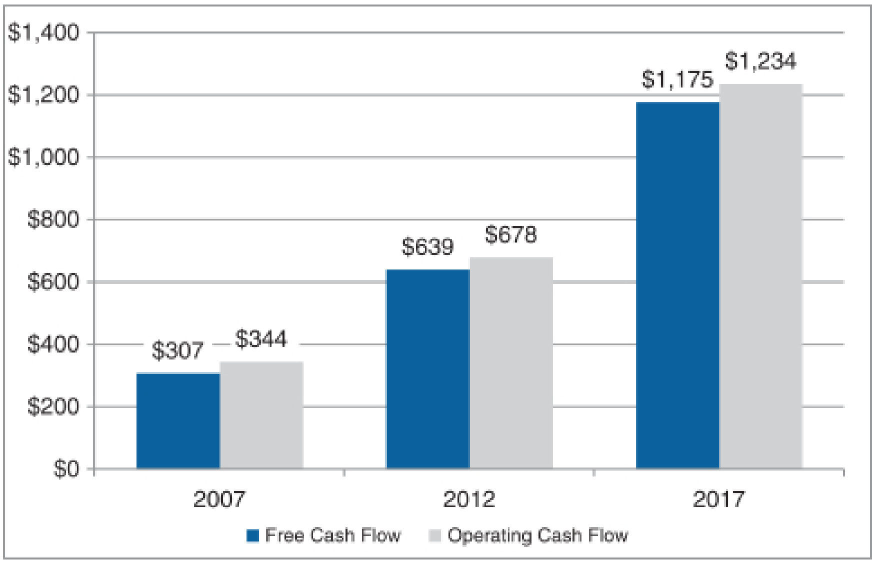
- Annual shareholder return of 42%, doubling the return of the S&P 500
- GAAP revenue increased 22% to $4.61 billion
- GAAP gross margin rose 70 basis points to 62.2%
- Adjusted EBITDA increased 22% to $1.60 billion and adjusted EBITDA margin was 34.4%(1)
- Operating cash flow increased to $1.23 billion, a 28% increase on a GAAP basis and a 23% increase on an adjusted basis**(1)**
- Reduced debt by $1.06 billion in 2017
- Annual dividend increased by 18%, increasing for the 25th consecutive year

(1) This financial information is presented on an adjusted (non-GAAP) basis. A reconciliation from non-GAAP financial measures to the most comparable GAAP measure and other related information is available in "Appendix A—Reconciliations.

Simple Strategy Drives Powerful Value Creation

Roper has a simple and successful business model we believe is unique among application software and multi-industry diversified companies. We operate high-margin, high cash-generating, asset-light businesses across a wide range of diverse end-markets. Our high-performing businesses generate excess free cash flow that our executive team deploys to acquire more high-performing businesses. This creates a "compounding effect" on cash flow that drives long-term value creation. Our free cash flow has increased from $307 million in 2007 to $1.17 billion in 2017, a compound annual growth rate of 14%, driven by this combination of outstanding business performance and value-creating capital deployment.

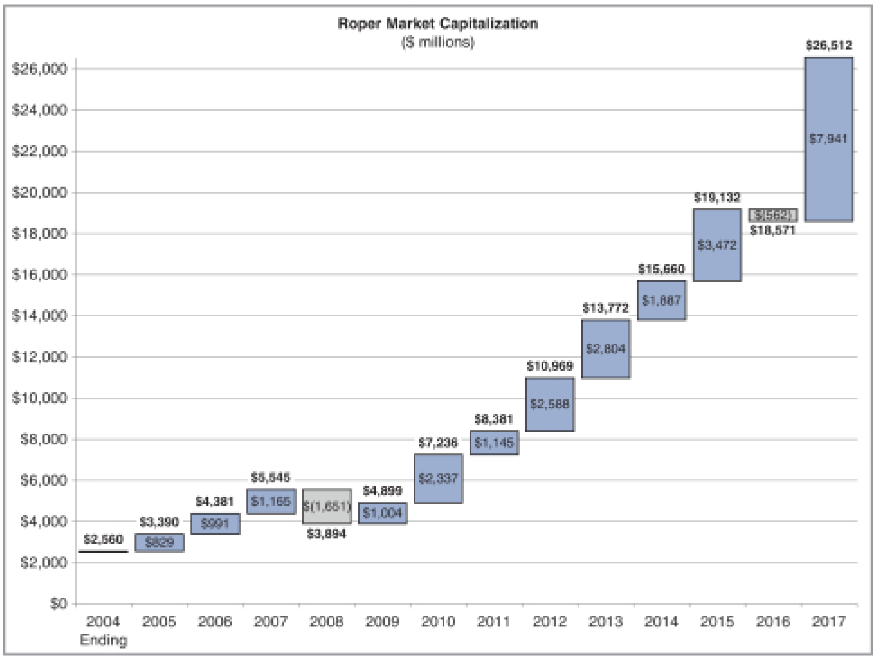
Roper Annual Free Cash Flow and Operating Cash Flow (millions)



Note: Free Cash Flow = Cash from Operations less Capital Expenditures less Capitalized Software Expenditures

Market Capitalization Growth

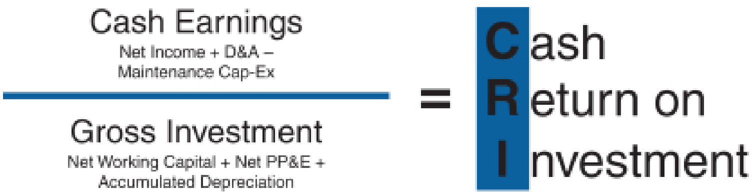
Roper’s market capitalization has increased more than $21 billion since January 2010, and increased almost $8 billion during 2017.



Key Metric: Cash Return on Investment

Cash return on investment (“CRI”) is the key operating metric Roper uses to measure the performance and value of its operating businesses and potential acquisitions. Our business leaders and corporate executive leadership focus on cash flow growth and disciplined investments.

- CRI is highly correlated to value creation and we believe our strategy of improving CRI has been a key driver of our long-term performance.
- Our CRI discipline, as applied throughout the organization, allows us to focus our investment on areas that will increase shareholder value, drive cash flow growth, and minimize physical assets.
- Through a combination of internal improvements and disciplined capital deployment, Roper has increased CRI dramatically over the past 15 years, a key driver of our strong shareholder returns over the period.



Acquisition-Focused Capital Deployment

We deploy most of our free cash flow in acquisitions to generate long-term growth and create long-term shareholder value. Unlike most other large corporations, we do not have a separate corporate development or merger-and-acquisition team; our CEO and other top executives are responsible for the disciplined deployment of capital through acquisitions.

OVERVIEW OF OUR COMPENSATION PROGRAM

Consideration of Say-on-Pay Vote

Since Say-on-Pay started in 2011, Roper has received 92% support, on average, for its executive compensation program. At the 2017 Annual Meeting of Shareholders, 95% of the votes cast were in favor of the advisory Say-on-Pay vote to approve executive compensation, high relative to peers, and consistent with 96% and 97% support in 2016 and 2015, respectively. The Compensation Committee believes the Say-on-Pay vote reflects the strong support of shareholders for our long-standing pay-for-performance philosophy and approach of integrating executive compensation with our value creation model as well as for recent changes to our executive compensation program.

Taking into consideration input from shareholders, the Say-on-Pay vote, external developments, and internal considerations, Roper has made many changes over the past several years to its executive compensation program to ensure it is closely aligned with the long-term interests of our shareholders:

- CEO's annual cash bonus was replaced with a multi-year long-term cash incentive award.
- Dividends on restricted shares are not paid until the shares are earned, and are forfeited if not earned.
- 100% of restricted shares are performance-based, with all vesting contingent upon meeting multi-year EBITDA and operating cash flow margin performance requirements.
- Only stock options, which are inherently performance-based, vest by continued service alone.
- A three-year cumulative performance goal must be met for full vesting of restricted shares (versus a one-year goal for each year previously).
- Annual vesting of equity awards (one-third per year over three years) was eliminated.
- CEO equity awards may vest only at the end of a three-year performance period.
- Equity awards for other named executive officers may vest 50% after year 2 and 50% after year 3.
- EBITDA performance for full vesting of restricted shares was increased in 2017 by 16% to $4.0 billion and for 2018 by another 15% to $4.6 billion.
- For 2017, the operating cash flow measure as a percentage of revenue was changed from an internal goal to results relative to an external benchmark with 50th percentile performance required for any portion of the restricted shares to vest and 75th percentile performance required for full vesting.
- 96% of our CEO's compensation is subject to performance risk and tied to long-term financial results and stock price, with all incentive compensation tied to achievement of pre-set performance objectives over three to five years, and none tied solely to a single annual measurement period.
- In light of the transformation of our business portfolio, Standard & Poor's changed out our Global Industry Classification System (GICS) in 2014 and we may request another change to a more appropriate GICS to reflect our significant growth in software.

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Checklist of Compensation Practices

Consistent with shareholder interests and market best practices, positive features of our executive compensation program include the following:

WHAT WE DO

- Virtually all compensation for named executive officers is tied to performance.
- Performance vesting requirements apply to 100% of restricted stock awards (no time vesting alone).
- CEO's cash bonus based on five-year results to reinforce a long-term planning horizon.
- Cash bonuses are capped and performance-based restricted stock awards limited to 100% of target (risk mitigation features).
- Robust share ownership and retention guidelines, much higher than typical practice.
- "Clawback" policy to recoup erroneously paid compensation.
- Risk assessment review as part of risk mitigation process.
- Independent compensation consultant retained by the Compensation Committee.
- Limited perquisites and other benefits.

WHAT WE DON'T DO

- No re-pricing of underwater stock options or cash buy-outs.
- No granting of stock options with an exercise price less than fair market value at grant.
- No payment of dividends on performance-based restricted stock awards until earned.
- No defined-benefit pension plan or SERPs for named executive officers (only 401(k) plan on the same terms as other eligible employees and voluntary deferral of cash compensation).
- No "single trigger" equity vesting upon change-in-control.
- Severance pay is very limited, as is the use of employment agreements.
- No hedging or pledging of Company stock is permitted.
- No excise tax gross-ups on change-in-control payments.

Objectives of our Compensation Program

Our compensation program for named executive officers reflects our business needs and challenges in creating shareholder value and is designed to:

- Drive performance for the benefit of shareholders.
- Emphasize equity compensation to align named executive officers' interests with those of shareholders.
- Provide compensation levels competitive with publicly traded companies and private equity firms enabling us to recruit and retain seasoned leadership capable of effectively deploying capital, while driving and managing a diversified technology company.
- Maintain flexibility to adjust to changing business needs in a fast-paced business environment.
- Simplify compensation design to promote transparency and facilitate ease of administration and communication.
- Solicit and consider the views of our shareholders.
- Adhere to the highest legal, governance, and ethical standards.

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ELEMENTS OF COMPENSATION

Our executive compensation program consists of several elements, each with an objective that fits into our overall program to provide an integrated and competitive total pay package.

Long-Term Stock Incentives

Equity compensation is the biggest and most important form of pay for our named executive officers as it achieves many of our key compensation objectives:

- Tie pay to performance by linking compensation to shareholder value creation and achievement of pre-determined and objective performance criteria.
- Align named executive officers' interests with those of shareholders while reinforcing a long-term planning horizon.
- Attract named executive officers, particularly those interested in building long-term value for shareholders, as equity compensation is the key element of competitive pay packages for named executive officers.
- Retain named executive officers and reward continued service by ensuring the forfeiture of awards prior to satisfaction of multi-year service requirements.

We use two types of equity awards:

Stock Options

- The exercise price of stock options is set at the market closing price of our stock on the date of grant which provides an incentive to grow shareholder value and requires continued service over multiple years to realize any gains.

Performance-Based Restricted Stock

- In addition to continued service, the vesting of restricted shares is 100% contingent on the Company attaining specific, pre-determined and objective performance goals, as specified by the Compensation Committee. Dividends are withheld and paid only to the extent the shares are actually earned by performance. Performance-based restricted stock is intended to encourage the retention of named executive officers, provide a continuing incentive to increase shareholder value, and further align named executive officers' interests with shareholder interests.

We use two types of cash payments:

Cash Incentives

Cash incentives support the achievement of our business strategies by tying a portion of compensation to the achievement of established financial objectives and assist in attracting named executive officers due to their market prevalence. Cash incentives are capped to avoid an excessive short-term focus and potentially adverse risk-taking. Cash incentives for named executive officers are tied to annual performance, except for our CEO whose annual incentive was changed to a long-term incentive covering five years to reinforce the importance of sustained performance.

Base Salary

Base salary is fixed cash compensation that reflects level and scope of responsibility, experience and skills, and market practices. The Compensation Committee reviews each named executive officer's base salary annually as well as in connection with a promotion or other change in responsibility. Salary adjustments are usually effective as of January 1.

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Other Pay Elements

As Roper has largely avoided perquisites, supplemental pensions, and other compensation not tied to performance, the other items summarized below represent only a small portion of named executive officers' total compensation.

Retirement Benefits

- Named executive officers may participate under the same terms as other eligible employees in a 401(k) plan that provides matching contributions capped at 7.5% of base salary, subject to limitations imposed by the Code.

- To provide financial planning flexibility, we maintain a Non-Qualified Retirement Plan, under which named executive officers may elect to defer cash compensation. This plan is intended to provide deferred compensation benefits that would have been earned under the tax-qualified 401(k) plan but for certain limitations imposed by the Code. For more information on this plan, see the "Executive Compensation—2017 Non-Qualified Deferred Compensation" section below.

Perquisites and Other Benefits

Perquisites and other non-cash benefits offered to named executive officers are limited to an automobile allowance and club membership when they have a business purpose.

Severance and Change in Control Provisions

We have an employment agreement only with Mr. Jellison and letter agreements only with Messrs. Stipancich, Hunn, and Humphrey. These arrangements provide severance benefits in the event of termination of employment under certain circumstances, including a change in control. For a description of these agreements and payments under various termination scenarios, see the "Executive Compensation—Potential Payments upon Termination or Change in Control" section below.

Double Trigger Equity Vesting

In regard to equity awards, we use a "double trigger" approach to vesting upon a change in control, rather than providing for vesting solely upon a change in control ("single trigger"), because we believe it provides adequate protection and reduces potential costs for a possible acquirer of the Company. See the "Executive Compensation—Potential Payments upon Termination or Change in Control" section below for additional detail.

No Tax Gross-Ups

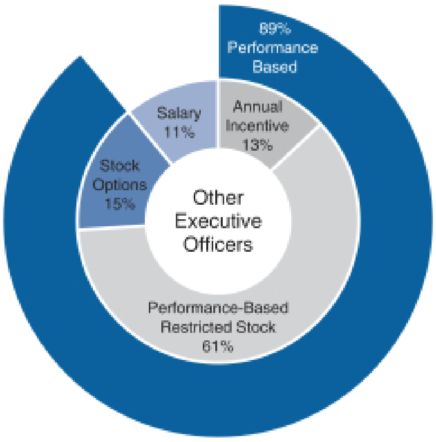
A named executive officer may be subject to excise taxes on benefits received in relation to a change in control of the Company. We do not provide excise-tax gross-ups to named executive officers to place the named executive officer in the same tax position as if the excise tax did not apply.

Mix of Total Compensation

Compensation for our named executive officers encourages a long-term focus and closely aligns with shareholder interests.

- For 2017, 96% of CEO, and 89% of other executive officers, total direct compensation at target was at risk and tied to stock price and multi-year performance objectives.

2017 Total Direct Compensation Mix



COMPENSATION PROCESS

Compensation Committee Oversight

The Compensation Committee oversees our executive compensation programs to appropriately compensate named executive officers, motivate named executive officers to achieve our business objectives, and align our named executive officers' interests with the long-term interests of our shareholders. The committee reviews each element of compensation for each named executive officer and determines any adjustments to compensation structure and levels in light of various considerations, including:

- The scope of the named executive officer's responsibilities, performance and experience as well as competitive compensation levels.
- Our financial results against prior periods.
- The structure of our compensation programs relative to sound risk management, as discussed with management.
- The results of the advisory shareholder vote on the compensation of our named executive officers and input from shareholders.
- Competitive pressures from private equity and capital deployment companies, as well as market practices and external developments generally.

The Compensation Committee has maintained a simple program that drives long-term performance and superior value creation for shareholders and believes it has enabled Roper to attract, retain, and motivate an outstanding leadership team.

Consulting Assistance

For 2017, the Compensation Committee has continued the retained services of FW Cook (the "Consultant") to provide the committee with independent, objective analysis and professional opinions on executive compensation.

- The Consultant is independent, reports directly to the Chair of the Compensation Committee and has never performed other work for the Company. The committee determined that its engagement of the Consultant did not raise any conflicts of interest.
- The Consultant generally attends all meetings of the Compensation Committee where evaluations of the effectiveness of overall executive compensation programs are conducted or where compensation for named executive officers is analyzed or approved.
- The Chair of the Compensation Committee meets with the Consultant in advance of committee meetings and confers via telephone with the Consultant between meetings.
- The Consultant assists in gathering and analyzing market data on compensation levels and provides expert knowledge of marketplace trends and best practices relating to competitive pay levels as well as developments in regulatory and technical matters.

Role of Our Named Executive Officers

While the Compensation Committee is ultimately responsible for making all compensation decisions affecting our named executive officers, our CEO participates in the process because of his close day-to-day association with the other named executive officers and his knowledge of the Company's diverse business operations.

- Our CEO discusses with the Compensation Committee the performance of the Company and of each named executive officer, including himself. The CEO also discusses with the committee the performance of key executives reporting to his direct reports.
- The CEO makes recommendations on the components of compensation for the named executive officers, other than himself, and does not participate in the portion of the committee meeting regarding the review of his own performance or the determination of the actual amounts of his compensation.

Our Chief Financial Officer also assists the Compensation Committee as an information resource in regard to metrics related to incentive compensation. The other named executive officers provide support to the committee, as needed, in regard to their respective technical areas.

Market Benchmarking

Market pay levels and practices, including those of a self-selected peer group, are one of many factors the Compensation Committee considers in making compensation decisions.

Purpose

- We benchmark to provide an external frame of reference on range and reasonableness of compensation levels and practices. Market information is used as a data point in decision-making, and not as a primary factor.

Challenges

- Our high-margin, high-cash generating, asset-light business model and diversified end-markets make it challenging to select peers using traditional criteria, such as revenue, industry codes or competitors. Roper's operating businesses have peers that can be assigned by industry, but at the enterprise level Roper has no peers that match our diverse set of businesses and unique operating model. Given our valuation relative to revenue, using only revenue in measuring Roper's size understates the relative market value of Roper and is therefore a poor indicator.

Private Equity

- Given the capital deployment responsibilities of our named executive officers and the private equity-like nature of our business, we consider the compensation levels and practices used by private equity companies that offer comprehensive programs, which often include co-investment and leveraged carried-interest opportunities more akin to what we attempt to do at Roper. However, we do not allow our named executive officers to co-invest in Company investments, nor do they benefit from carried-interest tax treatment. Our compensation practices often compete with private equity opportunities when recruiting and retaining talented professionals who possess expertise in both operations and capital deployment.

2017 Peer Group

- Changes were made to our self-selected peer group for 2017 to reflect our continued strong growth and sustained value creation, our continuing expansion into software, medical, and technology-driven businesses, our market valuation relative to revenues and gross investment, and our intense competition with private equity for talent and investment opportunities. In light of the transformation of our business portfolio, Standard & Poor's changed our GICS assignment in 2014 and we may request another change to a more appropriate GICS to reflect our significant growth in software. The peer companies are listed below along with various size indicators.

Company	Ticker	Market Capitalization(1) ($ millions)	Enterprise Value(1) ($ millions)	Revenue(2) ($ millions)	Net Income(2) ($ millions)	Global Industry Classification Standard (GICS) Sub-Industry
TransDigm Group Incorporated	TDG	$ 14,269	$ 25,381	$ 3,504	$ 469	Aerospace & Defense
Adobe Systems Incorporated	ADBE	$ 86,383	$ 82,150	$ 7,269	$ 1,694	Application Software
salesforce.com, inc.	CRM	$ 73,841	$ 72,390	$ 9,923	$ 8	Application Software
Intuit Inc.	INTU	$ 40,336	$ 40,434	$ 5,285	$ 984	Application Software
Citrix Systems, Inc.	CTXS	$ 13,259	$ 13,648	$ 2,825	$ 22	Application Software
KKR & Co. L.P.	KKR	$ 10,058	$ 40,833	$ 3,153	$ 1,023	Asset Management and Custody Banks
Blackstone Group L.P.	BX	$ 20,196	$ 37,963	$ 7,269	$ 1,471	Asset Management and Custody Banks
Motorola Solutions, Inc.	MSI	$ 14,635	$ 17,934	$ 6,380	($ 155)	Communications Equipment
Zimmer Biomet Holdings, Inc.	ZBH	$ 24,432	$ 33,981	$ 7,824	$ 1,840	Health Care Equipment
Waters Corporation	WAT	$ 15,365	$ 14,019	$ 2,309	$ 20	Life Sciences Tools & Services
VMware, Inc. Class A	VMW	$ 12,925	$ 43,141	$ 7,644	$ 1,450	Systems Software
CA, Inc.	CA	$ 13,929	$ 13,673	$ 4,164	$ 419	Systems Software
Median		***$ 15,000***	***$ 35,972***	***$ 5,833***	***$ 727***	
Roper	**ROP**	**$ 26,512**	**$ 30,946**	**$ 4,607**	**$ 972**	**Industrial Conglomerates**

Source: FactSet
(1) As of 12/31/17
(2) Last four quarters available as of 12/31/17

Relative Performance Comparisons Caveat

Long-Term Measurement Period Needed

Comparing other companies' performance to Roper's can generate misleading or distorted results due to our consistently strong performance, our business transformation and GICS change, and short-term stock price movements. As a result, we believe a long-term performance period most accurately portrays relative performance for Roper.

- Over shorter periods, performance comparisons can be skewed by the easier performance baselines of peer companies that, unlike Roper, have experienced periods of historical underperformance and benefit from a "bounce back" from a lower starting point.

CEO Compensation

The Compensation Committee considers many factors in determining the compensation of Roper's CEO, Brian Jellison, and believes his compensation is reasonable, appropriate, and aligned with shareholders' best interests.

Broad Responsibilities and Effective Leadership

- Not only is Mr. Jellison the Chairman, CEO, and President of a unique, complex, global organization, but he is also the key architect of our highly successful business strategy and has been instrumental in building the sustainable high-performance and entrepreneurial culture at Roper. Mr. Jellison also leads the capital deployment process under which Roper has invested billions of dollars in acquisitions during his tenure that has successfully created sustained superior returns for shareholders.

Outstanding Performance and Value Creation

- Over the past 15 years, under Mr. Jellison's leadership, Roper's shareholders have earned a 20.1% compound annual return and a total shareholder return of 1,454%, almost five times the S&P 500's total shareholder return of 313% over the same period. As designed and driven by Mr. Jellison, Roper has undergone a business transformation with increasing returns on cash investment and margins, providing a platform for continued growth and future value creation for shareholders. Among other honors, Mr. Jellison was recognized by *The Harvard Business Review* as one of "The 100 Best-Performing CEOs in the World" and by *Institutional Investor* as "Best CEO" in Roper's industry category.

Alignment with Shareholder Value Creation

- By design, the CEO's compensation is closely tied to the value of Roper stock. The percentage increase in the value of Mr. Jellison's equity awards over the last seven years has exactly equaled the percentage increase in Roper's stock price at time of grant, as the number of shares awarded has remained the same. This tight alignment between compensation and share price creates a strong incentive to profitably grow the enterprise.

External Comparisons

- Compensation for Roper's CEO is within the range for Roper's self-selected peers and high-performing, long-tenured chief executive officers of publicly traded corporations. Among private equity firms, compensation for Roper's CEO is below levels that would be expected for commensurate levels of performance. Further, compensation for our CEO has been reasonable relative to the incremental value created for shareholders ("sharing ratio") as measured against Roper's self-selected peers.

Internal Pay Equity

- The Compensation Committee considers the scope of responsibilities, experience, and performance of our named executive officers and believes all are fairly compensated from an internal pay equity perspective. Specific considerations in regard to the CEO's compensation include the breadth of his responsibilities and his leadership role in developing and executing Roper's business strategy. Consistent with Roper's lean organization, we made a conscious decision to not have many traditional corporate staff positions and levels. In addition to low corporate overhead, Roper's decentralized model results in operating business leaders who are highly compensated but are not named executive officers. In addition to rigorous executive development programs for key employees who may become executive officers, the committee monitors compensation of other key Company leaders against external and internal standards. This supports our succession planning process and ensures its continuing effectiveness, as evidenced by the promotion of four officers from within the Company in the past 12 months.

Equity Grants

The Compensation Committee grants awards of performance-based restricted stock and stock options to named executive officers under the Company's 2016 Incentive Plan at the first regularly scheduled meeting each year. The exercise price for stock options is the closing price of Roper common stock on the date of grant. From time to time the Compensation Committee may grant additional awards in connection with promotions or increased responsibilities as well as to new hires.

Equity Award Determination

Historically, the size of individual equity awards has been expressed as a constant number of shares, which fluctuates in value from year to year with changes in the stock price. We believe this approach strengthens the alignment with shareholder interests, provides additional incentive for increasing the value of our shares, exposes executives to the risks of share ownership, and assists in attracting and retaining talented leaders. Consistent with this "constant share" approach to equity award denomination, changes in total compensation for our named executive officers align with our TSR.

In 2017 and January 2018, the Compensation Committee again reviewed the application of the constant share approach in light of various considerations including the $7.9 billion increase in Roper's market capitalization in 2017, the largest single-year increase in our history. In 2018, the CEO's award was reduced by 25% and the committee continues to closely monitor the grant size methodology to ensure it is consistent with our overall executive compensation philosophy and program and remains aligned with the best interests of shareholders.

ANALYSIS OF 2017 COMPENSATION

This section discusses compensation actions taken in 2017 for our named executive officers, as reported in the "Executive Compensation" section below.

Base Salary

In 2017, the Compensation Committee increased the salaries of three of our named executive officers to reflect their additional responsibilities: Mr. Hunn to $800,000, Mr. Crisci to $550,000, and Mr. Soni to $550,000. The salary for Mr. Stipancich, who joined the Company in June 2016, was increased to $650,000.

Annual Cash Incentive

Incentive Opportunities

Annual cash incentive opportunities for 2017 for participating named executive officers, expressed as a percentage of base salary at year-end reflective of market practice, were established as follows: Mr. Hunn (150%), Mr. Crisci (100%), Mr. Soni (100%) and Mr. Stipancich (100%). Our annual incentive bonuses are capped at the percentages above in the interest of risk mitigation and avoidance of a short-term focus to decision-making. Mr. Jellison did not receive a one-year cash bonus award.

Funding Schedule

Similar to prior years, the annual cash incentive was determined based on the growth in adjusted net earnings. 2017 adjusted net earnings were required to reach at least $807 million (2016 adjusted net earnings) for any bonus to be earned. At $807 million of adjusted net earnings, 35% of the full bonus opportunity would be earned. If adjusted net earnings increased 12% to $904 million, then 100% of the full bonus amount would be earned. If between $807 million and $904 million, the percentage of the bonus opportunity earned would be determined through straight-line interpolation, as shown in the chart below. For 2017, the adjusted net earnings for the Company exceeded 112% of the prior year; accordingly, the Compensation Committee approved payment of 100% of the bonus opportunity. The performance bonuses to our named executive officers for 2017 are shown in the 2017 Summary Compensation Table below under the "Non-Equity Incentive Plan Compensation" column.

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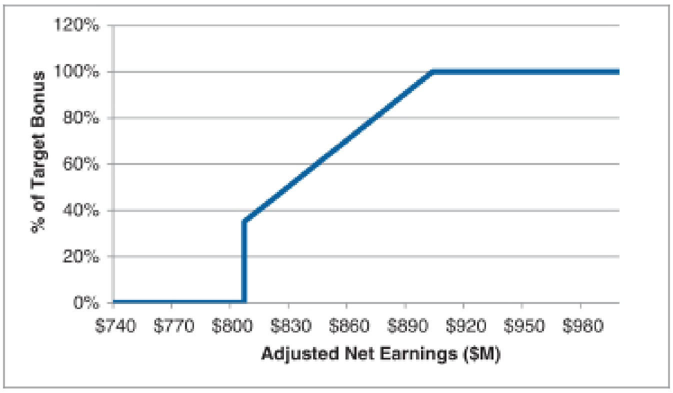
2017 Annual Cash Incentive Schedule



Adjusted net earnings is net earnings increased or reduced to eliminate the effects of extraordinary items, accounting and tax law changes, discontinued operations, restructuring of debt obligations, asset dispositions, asset write-downs or impairment charges, acquisition-related expenses, acquisition-related intangible amortization, litigation expenses and settlements, reorganization and restructuring programs, and non-recurring or special items (as discussed in Management's Discussion and Analysis of Financial Conditions and Results of Operations in the Company's Annual Report on Form 10-K for that year).

CEO Long-Term Cash Incentive

For 2017, the annual cash incentive for the CEO was again converted to a long-term cash incentive. As for the 2014, 2015 and 2016 awards, the performance period covered five years to emphasize the importance of long-term sustained earnings.

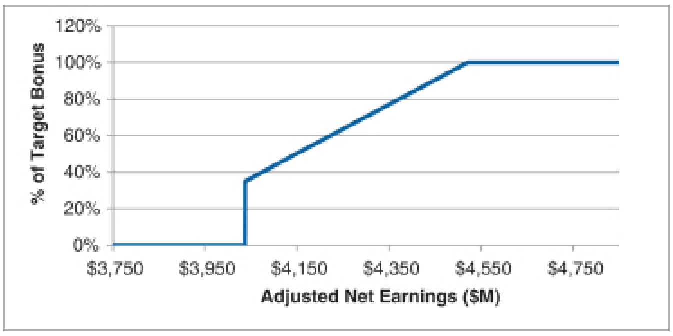
Incentive Opportunity

The CEO's 2017 incentive opportunity was set at 225% of base salary, the same as prior years.

Funding Schedule

Adjusted net earnings for the period from 2017 to 2021 will be required to reach at least $4.037 billion for any cash incentive to be earned. At $4.037 billion of adjusted net earnings, 35% of the full bonus opportunity would be earned. If adjusted net earnings increase by 12% to $4.521 billion, then 100% of the full bonus amount would be earned. If between $4.037 billion and $4.521 billion, the percentage of the bonus opportunity earned will be determined through straight-line interpolation, as shown in the chart below.

CEO Long-Term Cash Incentive Schedule



Adjusted net earnings is net earnings increased or reduced to eliminate the effects of extraordinary items, accounting and tax law changes, discontinued operations, restructuring of debt obligations, asset dispositions, asset write-downs or impairment charges, acquisition-related expenses, acquisition-related intangible amortization, litigation expenses and settlements, reorganization and restructuring programs, and non-recurring or special items (as discussed in Management's Discussion and Analysis of Financial Conditions and Results of Operations in the Company's Annual Report on Form 10-K for that year).

Long-Term Stock Incentives

In 2017, we awarded performance-based restricted stock to our CEO and we awarded stock options and performance-based restricted shares to our other named executive officers, other than Mr. Humphrey. The 2017 awards to Messrs. Jellison and Soni were the same as 2016, while the 2017 awards to Messrs. Hunn and Crisci were increased to reflect their additional responsibilities. 2017 was the first year Mr. Stipancich received an annual equity award. These awards are shown in the 2017 Grants of Plan-Based Awards table below.

Performance Vesting for 2017 Awards

- The CEO's 2017 equity award may vest only at the end of a three-year performance period.
- 2017 equity awards to other named executive officers generally vest 50% after year 2 and 50% after year 3, though some vest 100% after year 3 (prior to 2015, equity awards vested annually over three years).
- Vesting of restricted shares is 100% performance-based (none vest by time alone).
- For 50% of the 2017 restricted stock awards to vest, $4.0 billion in adjusted EBITDA (as defined above for adjusted net earnings with the exclusion of interest, taxes, depreciation, and amortization) must be achieved over the three-year measurement period. Up to 50% of the EBITDA portion can be earned at the end of year 2.
- For the other 50% of the 2017 restricted stock awards to vest, operating cash flow as a percentage of revenue was changed to a relative performance measure. Full payout requires that Roper be at the 75th percentile of the S&P 500 (excluding finance, real estate, and utilities) and no portion of the award will vest if Roper does not reach at least the 50th percentile of that selection of companies.

Changes Effective for 2018 Awards

- For 2018, the EBITDA goal was increased by 15% to $4.6 billion.
- The CEO's award, as a number of shares, was reduced by 25%.

ADDITIONAL INFORMATION ABOUT OUR PROGRAM

Other arrangements and considerations important to a shareholder's understanding of our overall executive compensation program are described below.

Share Ownership and Retention Guidelines

We believe named executive officers should have a significant equity interest in the Company. To promote equity ownership and further align the interests of named executive officers with shareholders, we adopted share ownership and retention guidelines for our named executive officers. The guidelines vary based upon the named executive officer's position and are expressed as a number of shares which, as shown below, result in guidelines far higher than market norms. All named executive officers are in compliance with our ownership and retention policy, and the majority of named executive officers own shares well in excess of the applicable guidelines.

Position	Guideline Number of Shares	Guideline Market Value at Year-End Close*	Salary	Guideline Multiple of Salary
CEO	100,000	$25,900,000	$1,225,000	21.1x
Average Other Named Executive Officers	20,000	$ 5,180,000	$ 637,500	8.1x

* Based on closing market price of our common stock on December 29, 2017 of $259.00 per share.

Until the ownership requirements are met, a named executive officer must retain 100% of any applicable shares received (on a net after tax basis) under our equity compensation program.

Anti-Hedging and Anti-Pledging Policy

We prohibit our named executive officers and directors from engaging in transactions involving derivative instruments with respect to Company securities, and other securities immediately convertible or exchangeable into Company securities, and from pledging shares of Company common stock.

"Clawback" Policy

In the event of a material restatement of the Company's financial results, other than a restatement due to changes in accounting principles or applicable law or interpretations thereof, the Board will review the facts and circumstances that led to the requirement for the restatement and will take such actions, including clawback, as it deems necessary or appropriate. The Board will consider whether any named executive officer received cash or equity compensation based on the original financial statements because it appeared financial performance targets had been met, when in fact such targets were not achieved based on the restatement. The Board will also consider the accountability of any named executive officer whose acts or omissions were responsible in whole or in part for the events that led constituted misconduct.

Regulatory Considerations

Effective for taxable years beginning after December 31, 2017, the Tax Cuts and Jobs Act changed certain aspects of executive compensation, including elimination of a Company's ability to deduct "performance-based" compensation in excess of $1 million to named executive officers. We will continue to consider tax implications in making compensation decisions and, when believed to be in the best long-term interests of our shareholders, we may provide compensation that is not fully deductible.

In making decisions about executive compensation, we also consider the impact of other regulatory provisions, including Section 409A of the Code regarding non-qualified deferred compensation and Section 280G of the Code regarding compensation pursuant to a change in control. We also consider how various elements of compensation will impact our financial results. For example, ASC Topic 718, the accounting standard that determines the cost to be recognized for equity awards, is considered in making stock option and restricted stock awards.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

During 2017, Messrs. Knowling, Johnson and Prezzano served on the Compensation Committee. No member of the Compensation Committee was, during 2017, an officer or employee of the Company, was formerly an officer of the Company, or had any relationship requiring disclosure by the Company as a related party transaction under Item 404 of Regulation S-K under the Securities Act of 1933 (the "Securities Act"). During 2017, none of the Company's executive officers served on the board of directors or the compensation committee of any other entity, any officers of which served either on the Board of Directors or the Compensation Committee.

COMPENSATION COMMITTEE REPORT

We have reviewed and discussed the foregoing Compensation Discussion and Analysis with management. Based on our review and discussion with management, we have recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

Submitted by:

Robert E. Knowling, Jr., Chairman
Robert D. Johnson
Wilbur J. Prezzano

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EXECUTIVE COMPENSATION

The following table sets forth certain information with respect to compensation paid to our principal executive officer, our principal financial officer, and our other executive officers for the fiscal year ended December 31, 2017. In this section, we refer to the individuals in the 2017 Summary Compensation Table as our "named executive officers."

2017 Summary Compensation Table

Name and Principal Position	Year	Salary[1] ($)	Bonus[2] ($)	Stock Awards[3] ($)	Option Awards[3] ($)	Non-Equity Incentive Plan Compensation[1][4] ($)	Change in Pension Value & Nonqualified Deferred Compensation Earnings[5] ($)	All Other Compensation[6] ($)	Total Compensation ($)
Brian D. Jellison Chairman of the Board, President and Chief Executive Officer	2017	1,225,000		27,813,000	-	-	-	120,675	29,158,675
	2016	1,225,000	-	24,960,000	-	-	-	131,166	26,316,166
	2015	1,225,000	-	21,862,500	-	-	-	127,080	23,214,580
L. Neil Hunn Executive Vice President, Chief Operating Officer	2017	800,000		8,343,900	1,412,348	1,200,000	-	119,625	11,875,873
Robert C. Crisci Vice President and Chief Financial Officer	2017	498,030		2,528,980	850,766	550,000	-	66,792	4,494,568
John K. Stipancich Vice President, General Counsel and Corporate Secretary	2017	650,000		1,373,040	512,474	650,000	-	82,243	3,267,757
	2016	331,136	375,000	2,039,160	606,312	143,902	-	118,263	3,613,773
Paul J. Soni Executive Vice President	2017	531,439	-	1,112,520	423,704	550,000	-	87,719	2,705,382
	2016	475,000	-	998,400	396,229	209,000	-	79,792	2,158,421
	2015	410,000	-	874,500	355,492	170,560	-	86,470	1,897,022
John Humphrey Former Executive Vice President and Chief Financial Officer	2017	767,000	-	-	-	575,250	-	128,877	1,471,127
	2016	767,000	-	4,992,000[7]	990,573[7]	506,220	-	139,844	7,395,637
	2015	767,000	-	4,372,500[7]	888,729[7]	598,260	-	179,802	6,806,291

(1) Amounts shown include, as applicable, deferrals to the 401(k) plan and the Non-Qualified Retirement Plan.

(2) The amount in this column represents a lump sum bonus paid to Mr. Stipancich upon commencement of his employment.

(3) The dollar values shown represent the grant date fair values for restricted stock and option awards calculated in accordance with ASC Topic 718. The assumptions used in determining the grant date fair values of these option awards are set forth in Note 11 to our consolidated financial statements for 2017, which are included in our Annual Report on Form 10-K for the fiscal year ended 2017 filed with the SEC. There is no assurance that these amounts will be realized. The restricted stock awards are all subject to performance-based vesting criteria. The performance-based criteria for awards granted in 2017 are described in the CD&A under "Analysis of 2017 Compensation—Long-Term Stock Incentives," and the vesting schedule for awards granted in 2017 is set forth in the notes to the 2017 Outstanding Equity Awards at Fiscal Year End table below.

(4) The amounts in this column reflect payments made pursuant to our annual cash incentive program, which is described above in the CD&A under "Analysis of 2017 Compensation—Annual Cash Incentive" and "Analysis of 2017 Compensation—CEO Long-Term Cash Incentive." Mr. Humphrey's participation in the annual cash incentive program was discontinued when he ceased serving as the Company's Chief Financial Officer in May 2017.

(5) The Non-Qualified Retirement Plan does not provide for "above-market" or preferential earnings as defined in applicable SEC rules.

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(6) Amounts reported in the "All Other Compensation" column for 2017 include the following items. In respect of any of these items that constitute perquisites, the value shown is the Company's incremental cost.

Name	Club Memberships ($)	Company Car ($)	Additional Medical Services ($)	Contributions to Defined Contribution Plans[1] ($)
Brian D. Jellison		24,000	4,800	91,875
L. Neil Hunn		19,000	3,500	97,125
Robert C. Crisci		20,000	3,500	43,292
John K. Stipancich		19,200	3,500	59,543
Paul J. Soni	9,386	19,000	3,800	55,533
John Humphrey	9,386	24,000	-	95,491

[1] Reflects contributions to the Non-Qualified Retirement Plan and the 401(k) plan.

(7) Any outstanding equity from these grants was forfeited in connection with Mr. Humphrey's separation from the Company, effective December 31, 2017.

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2017 Grants of Plan-Based Awards

The following table sets forth certain information with respect to grants of plan-based awards for the fiscal year ended December 31, 2017 to the named executive officers.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1) Threshold ($)	Target ($)	Maximum ($)	Estimated Future Payouts Under Equity Incentive Plan Awards Target (#)	All Other Option Awards:# of Securities Underlying Options	Exercise / Base Price of Option Awards ($/Sh)	Grant Date Fair Value(6) ($)
Brian D. Jellison	1/19/2017	964,688	2,756,250	2,756,250	150,000(2))			27,813,000
L. Neil Hunn	1/19/2017				45,000(2))			8,343,900
	1/19/2017					40,000(4)	185.42	1,412,348
	3/9/2017	420,000	1,200,000	1,200,000				
Robert C. Crisci	1/19/2017				5,000(2))			927,100
	1/19/2017					12,000(4)	185.42	423,704
	6/9/2017				7,000(3))			1,601,880
	6/9/2017					10,000(5)	228.84	427,062
	3/9/2017	192,500	550,000	550,000				
John K. Stipancich	6/9/2017				6,000(3))			1,373,040
	6/9/2017					12,000(5)	228.84	512,474
	3/9/2017	227,500	650,000	650,000				
Paul J. Soni	1/19/2017				6,000(2))			1,112,520
	1/19/2017					12,000(4)	185.42	423,704
	3/9/2017	192,500	550,000	550,000				
John Humphrey	3/9/2017	201,388	575,250	575,250	-	-	-	-

(1) For an explanation of the material terms, refer to the CD&A section above captioned "Analysis of 2017 Compensation—Annual Cash Incentive and "Analysis of 2017 Compensation—CEO Log-Term Cash Incentive." Amounts paid under these programs for 2017 are set forth in the 2017 Summary Compensation Table.

(2) The performance restricted shares vest in two equal installments in November 2018 and November 2019 (except for the grant to Mr. Jellison - which shall vest in one installment in November 2019), subject to the performance criteria described in the CD&A under "Analysis of 2017 Compensation—Long-Term Stock Incentives." Dividends on restricted shares will be paid only if the shares are earned by performance.

(3) The performance restricted shares vest in June 2020, subject to the performance criteria described in the CD&A under "Analysis of 2017 Compensation—Long-Term Stock Incentives." Dividends on restricted shares will be paid only if the shares are earned by performance.

(4) The stock options vest in two equal installments in January 2019 and 2020, and expire on the tenth anniversary of the grant. The exercise price of the stock options is 100% of the fair market value of our common stock on the date of grant.

(5) The stock options vest in two equal installments in June 2019 and 2020, and expire on the tenth anniversary of the grant. The exercise price of the stock options is 100% of the fair market value of our common stock on the date of grant.

(6) The dollar values reflect the grant date fair value of the awards as calculated in accordance with ASC Topic 718.

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2017 Outstanding Equity Awards at Fiscal Year End

The following table sets forth certain information with respect to outstanding equity awards at December 31, 2017 for the named executive officers.

	Option Awards				Stock Awards			
Name	# of Securities Underlying Unexercised Options Exercisable	# of Securities Underlying Unexercised Options Unexercisable	Option Exercise Price ($)	Option Expiration Date	# of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested ($)	Equity Incentive Plan Awards: # of Unearned Shares, Units or Other Rights That Have Not Vested	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights that Have Not Vested ($)[1]
Brian D. Jellison	290,000		55.22	02/18/2018				
							225,000[10][16]	58,275,000
L. Neil Hunn	32,000		68.91	09/30/2021				
	25,000		115.22	01/17/2023				
	30,000		125.68	11/19/2023				
	30,000		156.40	11/17/2024				
	15,000	15,000[2]	186.75	11/17/2025				
		40,000[3]	185.42	01/19/2027				
							105,000[11][16]	27,195,000
Robert C. Crisci	5,000		119.65	04/30/2023				
	5,000		134.23	03/11/2024				
	4,000	4,000[4]	145.75	01/16/2025				
		8,000[5]	170.61	03/09/2026				
		12,000[3]	185.42	01/19/2027				
		10,000[6]	228.84	06/09/2027				
							17,500[12][16]	4,532,500
John K. Stipancich		18,000[7]	169.93	06/22/2026				
		12,000[6]	228.84	06/09/2027				
							14,000[13][16]	3,626,000
Paul J. Soni	12,000		51.11	01/22/2020				
	12,000		73.56	01/20/2021				
	12,000		93.62	01/18/2022				
	12,000		115.22	01/17/2023				
	12,000		140.86	01/16/2024				
	6,000	6,000[4]	145.75	01/16/2025				
		12,000[8]	166.40	01/21/2026				
		12,000[3]	185.42	01/19/2027				
							9,000[14][16]	2,331,000
John Humphrey		15,000[9]	145.75	01/16/2025				
		30,000[9]	166.40	01/21/2026				
							15,000[15][16]	3,885,000

(1) Calculated by multiplying $259.00, the closing market price of our common stock on December 29, 2017, by the number of restricted shares that have not vested.

(2) These stock options were granted on November 17, 2015 with unexercisable shares vesting in November 2018.

(3) These stock options were granted on January 19, 2017 with unexercisable shares vesting in two equal installments in January 2019 and 2020.

(4) These stock options were granted on January 16, 2015 with unexercisable shares vesting in January 2018.

(5) These stock options were granted on March 9, 2016 with unexercisable shares vesting in two equal installments in March 2018 and 2019.

(6) These stock options were granted on June 9, 2017 with unexercisable shares vesting in two equal installments in June 2019 and 2020.

EXECUTIVE COMPENSATION *(CONTINUED)*

(7) These stock options were granted on June 22, 2016 with unexercisable shares vesting in two equal installments in June 2018 and 2019.

(8) These stock options were granted on January 21, 2016 with unexercisable shares vesting in two equal installments in January 2018 and 2019.

(9) These stock options were forfeited on December 31, 2017 in connection with Mr. Humphrey's separation from the Company.

(10) This represents multiple restricted stock awards with the remaining shares of each grant vesting, subject to applicable Company performance conditions, as follows:

- (I) 75,000 shares remaining from 150,000 shares granted January 21, 2016 and vesting in November 2018; and
- (II) 150,000 shares remaining from 150,000 shares granted January 19, 2017 and vesting in November 2019.

(11) This represents multiple restricted stock awards with the remaining shares of each grant vesting, subject to applicable Company performance conditions, as follows:

- (I) 15,000 shares remaining from 30,000 shares granted on November 17, 2015 and vesting in November 2018;
- (II) 45,000 shares remaining from 45,000 shares granted on November 17, 2015 and vesting in November 2020; and
- (III) 45,000 shares remaining from 45,000 shares granted on January 19, 2017 and vesting in two equal installments in November 2018 and November 2019.

(12) This represents multiple restricted stock awards with the remaining shares of each grant vesting, subject to applicable Company performance conditions, as follows:

- (I) 1,000 shares remaining from 2,000 shares granted on January 16, 2015 and vesting in January 2018;
- (II) 2,500 shares remaining from 2,500 shares granted on November 17, 2015 and vesting in January 2019;
- (III) 2,000 shares remaining from 2,000 shares granted on March 9, 2016 and vesting in two equal installments in March 2018 and March 2019;
- (IV) 5,000 shares remaining from 5,000 shares granted on January 19, 2017 and vesting in two equal installments in November 2018 and November 2019; and
- (v) 7,000 shares remaining from 7,000 shares granted on June 9, 2017 and vesting in June 2020.

(13) This represents multiple restricted stock awards with the remaining shares of each grant vesting, subject to applicable Company performance conditions, as follows:

- (I) 8,000 shares remaining from 12,000 shares granted on June 22, 2016 and vesting in two equal installments in November 2018 and November 2019; and
- (II) 6,000 shares remaining from 6,000 shares granted on June 9, 2017 and vesting in June 2020.

(14) This represents multiple restricted stock awards with the remaining shares of each grant vesting, subject to applicable Company performance conditions, as follows:

- (I) 3,000 shares remaining from 6,000 shares granted on January 21, 2016 and vesting in November 2018; and
- (II) 6,000 shares remaining from 6,000 shares granted on January 19, 2017 and vesting in November 2018 and November 2019.

(15) These restricted stock awards were forfeited on December 31, 2017 in connection with Mr. Humphrey's separation from the Company.

(16) For restricted stock awards granted in January 2015, November 2015 (to Mr. Hunn), January 2016, June 2016, January 2017 and June 2017 the vesting only occurs if the Compensation Committee certifies our Company's attainment of related performance goals.

EXECUTIVE COMPENSATION *(CONTINUED)*

2017 Option Exercises and Stock Vested

Name	Option Awards		Stock Awards	
	# of Shares Acquired on Exercise	Value Realized Upon Exercise ($)	# of Shares Acquired on Vesting	Value Realized on Vesting ($)
Brian D. Jellison	150,000	30,660,596	150,000	38,385,000
L. Neil Hunn			30,000	7,686,000
Robert C. Crisci			2,000	399,870
John K. Stipancich			4,000	1,023,600
Paul J. Soni			6,000	1,535,400
John Humphrey	166,916	22,582,066	30,000	7,677,000

No Pension Benefits

None of our named executive officers participate in a Company-sponsored defined-benefit pension plan.

2017 Non-Qualified Deferred Compensation

Pursuant to our Company's Non-Qualified Retirement Plan, named executive officers may defer base salary and payments earned under the annual cash incentive program. Deferral elections are made by eligible executives before the beginning of each year for amounts to be earned in the following year. The executive may invest such amounts in funds that are substantially similar to those available under the 401(k) plan.

The following table sets forth certain information with respect to the Non-Qualified Retirement Plan for our named executive officers during the fiscal year ended December 31, 2017.

Name	Executive Contributions in Last FY(1) ($)	Registrant Contributions in Last FY(2) ($)	Aggregate Earnings in Last FY(3) ($)	Aggregate Withdrawals/ Distributions ($)	Aggregate Balance at Last FYE ($)
Brian D. Jellison	73,500	71,625	1,847	146,290	292,496
L. Neil Hunn	130,250	76,875	116,447		829,638
Robert C. Crisci	57,723	23,042	28,196		199,113
John K. Stipancich	47,634	39,293	7,447		125,787
Paul J. Soni	111,066	35,283	165,094		1,043,776
John Humphrey	954,915	75,241	288,647		7,150,412

(1) Amounts reflect participant deferrals under the Non-Qualified Retirement Plan during the fiscal year ended December 31, 2017 and all of these amounts are included in the Summary Compensation Table above in the "Salary" or "Non-Equity Incentive Plan Compensation" column as applicable.

(2) The amounts are included in the Summary Compensation Table in the "All Other Compensation" column.

(3) No portion of these earnings was included in the Summary Compensation Table because the Non-Qualified Retirement Plan does not provide for "above-market" or preferential earnings as defined in applicable SEC rules.

Potential Payments upon Termination or Change in Control

The employment agreement with Mr. Jellison and offer letters with Messrs. Humphrey, Stipancich and Hunn provide for certain benefits in the event of the termination of the officer's employment under certain conditions. The amount of the benefits varies depending on the reason for termination, as explained below. In no event will excise tax gross-ups be paid in regard to a termination of employment related to a change in control.

Employment Agreement with Mr. Jellison

Termination for Cause; Resignation Without Good Reason. If Mr. Jellison were terminated for cause or if he were to resign without good reason (as such terms are defined in his agreement), he would receive the salary and vested benefits that had accrued through the date of termination, plus a pro-rata portion of his annual bonus earned through the date of termination, assuming our Company achieved the level of performance for which a bonus would be paid for that year. No special severance benefits would be payable.

Termination Without Cause; Resignation for Good Reason. If Mr. Jellison were terminated without cause or resigned for good reason, either before a change in control of our Company occurs or more than one year after a change in control, he would receive a severance payment, in addition to accrued salary, earned and unpaid bonus from the prior fiscal year and vested benefits, of two times his annual base salary. He would also receive a pro-rated target bonus for the year and continuation of health and welfare benefits for a period of two years. Any stock option that would have vested during the one-year period following termination would also become immediately exercisable.

In Connection with a Change in Control. If Mr. Jellison were terminated without cause or resigned for good reason within one year following a change in control of our Company, then in addition to accrued salary, prorated bonus and vested benefits, he would be entitled to:

- a severance payment equal to two times the sum of (i) his then-current base salary and (ii) the greater of the average of his last two years' annual bonuses or his target bonus for the year of termination;
- accelerated vesting of all of his outstanding equity awards; and
- continuation of health and welfare benefits for a period of two years.

Restrictive Covenants. Mr. Jellison has also agreed not to compete with our Company for a period of one year after his termination of employment for any reason.

Mr. Humphrey's Offer Letter and Separation from the Company

Mr. Humphrey. Pursuant to an offer letter dated April 24, 2006, as amended December 30, 2008, if Mr. Humphrey's employment is terminated without cause, he would be entitled to receive one year of medical benefit coverage and a severance payment equal to his then-current annual base salary. However, since Mr. Humphrey separated from the Company on December 31, 2017, he is not entitled to any payments in connection with a change in control or termination without cause.

Offer Letters to Messrs. Stipancich and Hunn

Mr. Stipancich. Pursuant to an offer letter dated June 17, 2016, if Mr. Stipancich's employment is terminated without cause, he would be entitled to receive one year of medical benefit coverage and a severance payment equal to his then-current annual base salary, plus a pro-rated bonus, based upon Company performance.

Mr. Hunn. Pursuant to an offer letter dated August 18, 2011, if Mr. Hunn's employment is terminated without cause, he would be entitled to receive one year of medical benefit coverage and a severance payment equal to his then-current annual base salary.

EXECUTIVE COMPENSATION *(CONTINUED)*

Summary of Termination Payments and Benefits

The following tables summarize the value of the termination payments and benefits that each of our named executive officers would receive if he had terminated employment on December 31, 2017 under the circumstances shown. Scenarios for termination due to involuntarily for cause, voluntary resignation, and retirement have not been included because, in those circumstances, no severance or other additional payments will be made to named executive officers. Scenarios for termination due to death or disability have not been included because they do not discriminate in scope, terms or operation in favor of named executive officers compared to the benefits offered to all salaried employees.

BRIAN D. JELLISON

	Termination Scenario		
Potential Payments Upon Termination or Change in Control	By Employee For Good Reason	By Company Without Cause	Change in Control[1]
Cash payments	$ 2,450,000	$ 2,450,000	$ 2,450,000
Accelerated Equity Awards[2][3]			
2016 Restricted Stock Grant			19,425,000
2017 Restricted Stock Grant			38,850,000
Continued Medical Benefits	35,946	35,946	35,946
Total	$ 2,485,946	$ 2,485,946	$ 60,760,946

L. NEIL HUNN

	Termination Scenario		
Potential Payments Upon Termination or Change in Control	By Employee For Good Reason	By Company Without Cause	Change in Control[1]
Cash payments	$-	$ 800,000	$ 800,000
Accelerated Equity Awards[2][3]			
2015 Stock Option Grant	-		2,167,500
2017 Stock Option Grant			2,943,200
2015 Restricted Stock Grants	-		15,540,000
2017 Restricted Stock Grant			11,655,000
Continued Medical Benefits	-	19,341	19,341
Total	$-	$ 819,341	$33,125,041

EXECUTIVE COMPENSATION *(CONTINUED)*

ROBERT C. CRISCI

Potential Payments Upon Termination or Change in Control	Termination Scenario: By Employee For Good Reason	By Company Without Cause	Change in Control(1)
Cash payments	$-	$ -	$ -
Accelerated Equity Awards(2)(3)			
2015 Stock Option Grant	-	-	453,000
2016 Stock Option Grant	-	-	707,120
2017 Stock Option Grants	-	-	1,184,560
2015 Restricted Stock Grants	-	-	906,500
2016 Restricted Stock Grant	-	-	518,000
2017 Restricted Stock Grants			3,108,000
Continued Medical Benefits	-	-	-
Total	$-	$ -	$6,877,180

JOHN K. STIPANCICH

Potential Payments Upon Termination or Change in Control	Termination Scenario: By Employee For Good Reason	By Company Without Cause	Change in Control(1)
Cash payments	$-	$ 650,000	$ 650,000
Accelerated Equity Awards(2)(3)			
2016 Stock Option Grant	-	-	1,603,260
2017 Stock Option Grant	-	-	361,920
2016 Restricted Stock Grant			2,072,000
2017 Restricted Stock Grant			1,554,000
Continued Medical Benefits	-	19,341	19,341
Total	$-	$ 669,341	$6,260,521

PAUL J. SONI

Potential Payments Upon Termination or Change in Control	Termination Scenario: By Employee For Good Reason	By Company Without Cause	Change in Control(1)
Cash payments	$-	$ -	$ -
Accelerated Equity Awards(2)(3)			
2015 Stock Option Grant	-	-	679,500
2016 Stock Option Grant	-	-	1,111,200
2017 Stock Option Grant	-	-	882,960
2016 Restricted Stock Grant	-	-	777,000
2017 Restricted Stock Grant	-	-	1,554,000
Continued Medical Benefits	-	-	-
Total	$-	$ -	$5,004,660

EXECUTIVE COMPENSATION *(CONTINUED)*

JOHN HUMPHREY

Potential Payments Upon Termination or Change in Control	Termination Scenario: By Employee For Good Reason	By Company Without Cause	Change in Control(1)
Cash payments	$-	$ 767,000	$ -
Accelerated Equity Awards(2)(3)			
2014 Stock Option Grant	-	-	-
2015 Stock Option Grant	-	-	-
2016 Stock Option Grant	-	-	-
2015 Restricted Stock Grants	-	-	-
2016 Restricted Stock Grants	-	-	-
Continued Medical Benefits	-	19,341	-
Total	$-	$ 786,341	$ -

(1) Assumes employment is terminated involuntarily without cause, or also with respect to Mr. Jellison, he resigns for good reason.

(2) Based on closing market price of our common stock on December 29, 2017 of $259.00 per share.

(3) Under the terms of our 2016 Incentive Plan, if within two years after a change in control, employment is terminated by the employee for good reason or by the acquirer without cause, or if the acquirer does not assume the awards upon a change in control, (i) outstanding stock options become fully exercisable, (ii) time-based vesting restrictions on outstanding restricted stock awards lapse, and (iii) the target payout opportunities on outstanding performance-based restricted stock awards shall be deemed to have been fully earned (subject to the conditions provided in the 2016 Incentive Plan).

CEO Pay Ratio

As required by SEC rules, we compared our CEO's total compensation in 2017 to that of our median employee for the same period. Through our core human capital management system with supplementation from manual inputs, we collected information for our global workforce of 14,015 employees, including our full-time, part-time and temporary workers, and excluded our employees in Germany (284) and France (175) under the de minimis exemption. We identified our median employee as of December 31, 2017 by applying a consistent compensation measure for the period from January 1, 2017 to December 31, 2017 across our global employee population—annual salary or hourly pay, bonus and commissions (excluding equity compensation because inclusion of such would have had no impact on the determination of the median employee). We annualized the compensation for our full-time and part-time employees who were newly-hired in 2017. Our median employee's total 2017 compensation was $82,543 and our CEO's was $29,181,078 ($22,353 more than as reported in the Summary Compensation Table above due to the inclusion of certain employee benefits). Accordingly, our 2017 CEO to Median Employee Pay Ratio was 354:1.

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PROPOSAL 2: ADVISORY VOTE ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS

We are seeking your advisory vote approving the compensation of our named executive officers as disclosed in this Proxy Statement. We believe that our executive compensation programs are structured in the best manner possible to support our business objectives, evidenced by the superior returns we have delivered to our shareholders. In 2017, our total shareholder return was 42.4%—double that of the S&P 500's return of 21.8%. Over the past 10 years, our compound annual return to shareholders was 16.0%, compared to the S&P 500's return of 8.5%.

Our executive compensation programs are designed to provide competitive total compensation that is tied to the achievement of Company performance objectives and to attract, motivate and retain individuals who will build long-term value for our shareholders. See the "Proxy Statement Summary" and "Compensation Discussion and Analysis" above for key characteristics of our executive compensation programs.

We are seeking shareholder approval of the following resolution:

> RESOLVED, that the compensation paid to the Company's named executive officers as disclosed pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, the compensation tables and the related material disclosed in this Proxy Statement is hereby APPROVED.

The vote on this proposal is advisory and non-binding; however, the Compensation Committee and our Board will review the results of the vote and consider them when making future determinations regarding our executive compensation programs.

The Board recommends a vote "FOR" the resolution providing an advisory approval of the compensation of he Company's named executive officers.

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AUDIT COMMITTEE REPORT

The Audit Committee of the Board of Directors is comprised of four non-employee directors, each of whom has been determined by the Board of Directors to be independent under the NYSE and SEC rules. The Audit Committee's responsibilities are set forth in its charter.

The Audit Committee oversees and reviews with the full Board of Directors any issues with respect to the Company's financial statements, the structure of the Company's legal and regulatory compliance, the performance and independence of the Company's independent registered public accounting firm and the performance of the Company's internal audit function. The committee retains the Company's independent registered public accounting firm to undertake appropriate reviews and audits of the Company's financial statements, determines the compensation of the independent registered public accounting firm, and pre-approves all of their services. The committee also periodically reviews the work performed by other public accounting firms retained by the Company to provide various financial and information technology services. The Company's management is primarily responsible for the Company's financial reporting process and for the preparation of the Company's financial statements in accordance with GAAP. The Audit Committee maintains oversight of the independent registered public accounting firm by discussing the overall scope and specific plans for their audits, the results of their examinations, their evaluations of the Company's internal accounting controls and the overall quality of the Company's financial reporting. The Audit Committee may delegate its duties and responsibilities to a subcommittee of the Audit Committee.

The Audit Committee maintains oversight of the Company's internal audit function by evaluating the appointment and performance of the Company's director of internal audit and periodically meeting with this individual to receive and review reports of the work of the Company's internal audit department. The Audit Committee meets with management on a regular basis to discuss any significant matters, internal audit recommendations, policy or procedural changes and risks or exposures, if any, that may have a material effect on the Company's financial statements.

The Audit Committee: (i) appointed and retained PricewaterhouseCoopers LLP ("PwC") as the Company's independent registered public accounting firm for the fiscal year ended December 31, 2017; (ii) reviewed and discussed with the Company's management the Company's audited financial statements for the fiscal year ended December 31, 2017; (iii) discussed with PwC the matters required to be discussed by the Auditing Standard No. 1301, "*Communication with Audit Committees*," issued by the Public Company Accounting Oversight Board (the "PCAOB"); (iv) received the written disclosures and the letter from PwC required by PCAOB Ethics and Independence Rule 3526, "*Communication with Audit Committees Concerning Independence*," and has discussed with PwC its independence from the Company and its management; (v) discussed matters with PwC outside the presence of management; (vi) reviewed internal audit recommendations; (vii) discussed with PwC the quality of the Company's financial reporting; and (viii) reviewed and discussed with PwC the results of the audit of the effectiveness of internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act").

In reliance on the reviews, reports and discussions referred to above, the Audit Committee recommended to the Board of Directors, and the Board of Directors has approved, that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, for filing with the SEC.

AUDIT COMMITTEE

Christopher Wright, Chairman
Amy Woods Brinkley
John F. Fort III
Laura G. Thatcher

The foregoing report and other information provided above regarding the Audit Committee should not be deemed incorporated by reference by any general statement incorporating by reference this Proxy Statement into any filing under the Securities Act or the Exchange Act, except to the extent that Roper specifically incorporates this information by reference, and shall not otherwise be deemed filed under either the Securities Act or the Exchange Act.

INDEPENDENT PUBLIC ACCOUNTANTS FEES

Set forth below are the professional fees billed by PwC for the fiscal years ended December 31, 2017 and 2016. It is the Audit Committee's policy that all services performed by and all fees paid to the independent registered public accounting firm require the Audit Committee's prior approval. As such, all audit, audit-related tax and other fees were pre-approved by the Audit Committee.

	Dollars in Thousands	
Fees	FY 2017	FY 2016
Audit Fees(1)	$ 4,172	$ 5,030
Audit-Related Fees(2)	231	800
Tax Fees(3)	1,029	1,169
All Other Fees	26	20
Total Fees	$ 5,458	$ 7,019

(1) Aggregate fees from PwC for audit or review services in accordance with the standards of the PCAOB and fees for services, such as statutory audits and review of documents filed with the SEC. Audit fees also include fees paid in connection with services required for compliance with Section 404 of the Sarbanes-Oxley Act.

(2) Aggregate fees from PwC for assurance and related services which primarily include due diligence on acquisition targets.

(3) Tax fees include tax compliance, assistance with tax audits, tax advice and tax planning.

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PROPOSAL 3: RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2018

The Audit Committee has appointed PwC as our independent registered public accounting firm for the year ending December 31, 2018. Our Board of Directors recommends that the shareholders ratify this appointment. PwC has been our Company's independent registered public accounting firm since May 2002. One or more representatives of PwC are expected to be present at the Annual Meeting and will be given the opportunity to make a statement if they so desire and respond to appropriate questions of shareholders in attendance. If this proposal does not pass, the selection of our independent registered public accounting firm will be reconsidered by the Audit Committee and the Board of Directors. Even if the proposal passes, the Audit Committee may decide to select another firm at any time.

The Board of Directors recommends a vote "FOR" the approval of the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2018.

Equity Compensation Plan Information

The following table provides information as of December 31, 2017 regarding our compensation plans under which our equity securities are authorized for issuance.

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	(b) Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column(a))
Equity Compensation Plans Approved by Shareholders(1)			
Stock options	3,195,864	$ 140.68	
Restricted stock awards(2)	858,996	-	
Subtotal	4,054,860		7,802,395
Equity Compensation Plans Not Approved by Shareholders	-	-	-
Total	4,054,860	$ -	7,802,395

(1) Consists of the Company's Amended and Restated 2006 Plan and 2016 Incentive Plan.

(2) The weighted-average exercise price is not applicable to restricted stock awards.

ANNUAL MEETING AND VOTING INFORMATION

Our Company is soliciting the enclosed proxy for use at the 2018 Annual Meeting of Shareholders. This Proxy Statement and the enclosed proxy card are being mailed or otherwise made available to shareholders on or about April 30, 2018.

We are concurrently mailing or making available to shareholders a copy of our 2017 Annual Report, which includes our Annual Report on Form 10-K for the fiscal year ended December 31, 2017. Our Annual Report on Form 10-K and its exhibits are available on the Internet at www.sec.gov. Our 2017 Annual Report and Annual Report on Form 10-K are not part of these proxy soliciting materials.

This Proxy Statement contains important information for you to consider when deciding how to vote. Please read this information carefully.

Q: When is the Annual Meeting?

A: ***Date & Time:***

Monday, June 4, 2018 at 11:30 a.m.
(and at any postponement or adjournments thereof)

Place:
6901 Professional Parkway East
Suite 200
Sarasota, Florida 34240

Q: What is the purpose of this meeting?

A: This is the Annual Meeting of our shareholders. At this meeting, we will be voting on the following matters:

1. The election of ten directors;
2. Approval of, on a non-binding advisory basis, the compensation of our named executive officers; and
3. Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2018.

We will also transact any other business properly brought before the meeting.

Our Board of Directors strongly encourages you to exercise your right to vote on these matters. Your vote is important. Voting early by Internet, telephone or mailing proxy or voting instruction card helps ensure that we receive a quorum of shares necessary to hold the meeting.

Q: What happens if additional matters are presented at the Annual Meeting?

A. We are not aware of any matters to be acted upon at the Annual Meeting other than the proposals described in this Proxy Statement. The Board of Directors has named Christine E. Hermann and John K. Stipancich as proxy holders for this Annual Meeting. If you submit a properly executed proxy, the proxy holders will have the discretion to vote your shares on any additional matters properly presented for a vote at the Annual Meeting or at any adjournment or postponement of the meeting. If for any reason a director nominee is not available as a candidate, the proxy holders may vote your shares for another candidate who may be nominated by the Board, or the Board may reduce its size.

All shares of our common stock represented by properly executed and unrevoked proxies will be voted by the person named as proxy holder in accordance with the instruction given. If no instructions are indicated on a proxy, properly executed proxies will be voted as follows:

FOR each director nominee;

FOR the approval of the compensation of our named executive officers; and

FOR the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2018.

Q: Who may vote at the Annual Meeting?

A: Only shareholders of record at the close of business on the record date will be entitled to vote at the Annual Meeting or any postponed or adjourned meeting, and these shareholders will be entitled to vote whether or not they have transferred any of their shares of Roper common stock since that date.

Q: What is the record date?

A. Our Board has established the close of business on April 13, 2018 as the record date to determine the shareholders of record entitled to receive a notice of, and to vote at, our Annual Meeting or any postponement or adjournment thereof. On the record date, there were 103,159,990 shares of our common stock, $0.01 par value, outstanding and entitled to vote. Each share of our common stock is entitled to one vote that may be voted on each matter to be acted upon at this Annual Meeting.

Q: What is a shareholder of record?

A. A shareholder of record or a registered shareholder is a shareholder whose ownership of Roper Technologies, Inc. common stock is reflected directly on the books and records of our transfer agent, Computershare Trust Company, N.A. If you are a shareholder of record, we are providing these materials directly to you.

If you hold your shares of common stock through a bank, broker, or other intermediary, you are considered the "beneficial owner" of those shares held in "street name," and you are not a shareholder of record. The shareholder of record of the shares is your bank, broker, or other intermediary. If your shares are held in street name, these proxy materials have been forwarded to you by your bank, broker, or other intermediary. As the beneficial owner, you have the right to instruct that institution on how to vote the shares you beneficially own.

Q: How can I submit my vote?

A: There are four ways to vote: by Internet, by telephone, by mail or in person. Submitting your proxy by internet, telephone or mail will not affect your right to attend the Annual Meeting and change your vote. Unless you are voting in person, your vote must be received by 11:59 p.m. Eastern Time on June 3, 2018.

- **By Internet.** Have your proxy card available and log on to www.proxyvote.com.
- **By Telephone.** Have your proxy card available and call 800-690-6903 toll free (US only) from a touchtone telephone.
- **By Mail.** Mark, date, sign, and promptly mail the enclosed proxy card in the postage-paid envelope provided for mailing in the United States.
- **In Person.** You may vote by ballot in person at the Annual Meeting. Bring your proxy card if you received one by mail, otherwise we will provide shareholders of record a ballot at the Annual Meeting.

If your shares are held by a bank, broker, or other intermediary, that institution will provide voting instructions with the proxy materials. Please follow the voting instructions that you receive from that institution. Additionally, if you plan to vote in person at the Annual Meeting and your shares are held by a bank, broker, or other intermediary, you must obtain proof of stock ownership as of the record date and have a valid legal proxy from the institution that holds your shares.

Q: What is a broker non-vote?

A: If your shares are held in street name through a bank, broker, or other intermediary, you must provide voting instructions to that institution. Under the rules of the NYSE, if you do not provide voting instructions, the institution may vote in its discretion on routine proposals, but not on non-routine proposals, or leave the shares unvoted, which is called a "broker non-vote."

The following proposals are not considered routine proposals, so banks, brokers, and other intermediaries do not have discretionary authority to vote on these matters if they have not received voting instructions from you: (i) the election of directors; and (ii) the advisory vote on the approval of the compensation of our named executive officers. The ratification of the appointment of the independent registered public accounting firm is considered a routine proposal, so if you do not provide voting instructions, the institution holding your shares may either leave the shares unvoted or vote the shares in its discretion. If your shares are held through a bank, broker, or other intermediary, please follow the voting instructions that you receive from that institution. The institution will not be able to vote your shares on any of the proposals except the appointment of PwC unless you have provided voting instructions.

Q: How are broker non-votes and abstentions treated?

A: Broker non-votes are not treated as votes cast for any of the matters on the agenda, so they will not have any effect on those proposals. Abstentions are not treated as votes cast for purposes of the election of directors, so they will have no effect on the election of directors. Abstentions are treated as present and entitled to vote, so they will have the effect of a vote cast against the approval of the compensation of our named executive officers and the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered accounting firm.

Q: What constitutes a quorum?

A: To conduct business at our Annual Meeting, we must have a quorum of shareholders present. A quorum is present when a majority of the outstanding shares of stock entitled to vote as of the record date are represented in person or by proxy. Broker non-votes and abstentions will be counted toward the establishment of the quorum. If there is an insufficient number of shares represented for a quorum or to approve any proposal at the Annual Meeting, the Annual Meeting may be postponed or adjourned to permit the further solicitation of proxies.

Q: How many votes are needed for each proposal?

A: Our By-laws provide that each director will be elected by a majority of the votes cast with respect to such director (except in the case of contested elections, in which case directors are elected by a plurality). A "majority of the votes cast" means that the number of votes cast "for" a director exceeds the number of votes cast "against" that director. Broker non-votes and abstentions will have no impact as they are not counted as votes cast for the election of directors. If an incumbent director fails to receive a majority of the votes cast, the director will tender his or her resignation to the Board. The Nominating and Governance Committee or another committee will consider the director's resignation and recommend to the Board whether to accept or reject the resignation. The Board will publicly disclose its decision regarding the resignation within 90 days after the election results are certified.

The vote on the approval of compensation of our named executive officers is an advisory vote and non-binding on the Company. If the majority of the shares present in person or represented by proxy and entitled to vote are cast in favor of the proposal, then it will be deemed to be the approval of the shareholders. Abstentions will have the effect of a vote against the proposal. Broker non-votes will be excluded from the calculation and will have no effect on the outcome of the voting.

The affirmative vote of a majority of the shares present in person or represented by proxy and entitled to vote is required to approve the ratification of the appointment of PwC as the independent registered public accounting firm of the Company. Abstentions will have the effect of a vote against these proposals. Broker non-votes will be excluded from the calculation and will have no effect on the outcome of the voting.

Q: Is my proxy revocable?

You may revoke your proxy before it is exercised by voting in person at the Annual Meeting, by timely delivering a subsequent proxy or by notifying us in writing of such revocation to the attention of the Corporate Secretary, Roper Technologies, Inc., 6901 Professional Parkway East, Suite 200, Sarasota, Florida 34240.

If you are not the shareholder of record, you will need documentation from your record holder stating your ownership to vote personally at the Annual Meeting. See "What is a shareholder of record?" above.

Q: What is "householding" and how does it affect me?

A. The proxy rules of the SEC permit companies and intermediaries, such as brokers and banks, to satisfy Proxy Statement delivery requirements for two or more shareholders sharing an address by delivering one set of proxy materials to those shareholders. This procedure, known as "householding," reduces the amount of duplicate information that shareholders receive and lowers our printing and mailing costs.

Certain intermediaries use householding for our proxy materials and our 2017 Annual Report. Therefore, only one set of materials may have been delivered to your address if multiple shareholders share the same address. If you share an address with another shareholder and wish to receive a separate set of materials in the future, or if you would like to receive only one set of materials, you should contact your bank, broker, or other intermediary or us at the address and telephone number below. We will promptly send a separate copy of this Proxy Statement or the 2017 Annual Report if you call us at 941-556-2601 or direct your request in writing to the attention of the Corporate Secretary, Roper Technologies, Inc., 6901 Professional Parkway East, Suite 200, Sarasota, Florida 34240.

Q: How can I find the voting results of the Annual Meeting?

A. The Board of Directors has designated an inspector of election who will tabulate the votes submitted by proxy and by ballot. Preliminary voting results will be announced at the Annual Meeting. Final voting results will be published in a Current Report on Form 8-K to be filed with the SEC within four business days after the Annual Meeting. If the official voting results are not available at that time, we will provide preliminary voting results in the Current Report on Form 8-K and will provide the final results in an amendment to the Current Report on Form 8-K as soon as they become available.

Q: Who is paying for the expenses involved in preparing and mailing this Proxy Statement?

A: We are paying the expenses involved in preparing, assembling and mailing these proxy materials and all costs of soliciting proxies. Our directors, executive officers and other employees may solicit proxies, without additional compensation, personally or by telephone, email or other means of communication. We have also engaged Georgeson Inc. as the proxy solicitor for this Annual Meeting for a fee of approximately $9,500 plus reasonable expenses. We will reimburse banks, brokers, and other intermediaries, such as custodians, nominees and fiduciaries, that hold our common stock in their names or in the names of their nominees for their reasonable expenses in forwarding proxy materials to beneficial owners.

Q: What is your website for additional information?

A: We maintain a website at www.ropertech.com. The information on our website is not part of this Proxy Statement, and it is not incorporated into any other filings we make with the SEC.

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INFORMATION REGARDING THE 2019 ANNUAL MEETING OF SHAREHOLDERS

If you wish to submit a matter to be considered at the 2019 Annual Meeting of Shareholders, you must comply with the procedures set forth below. Any proposal or nomination to be made to the Company should be sent to:

Roper Technologies, Inc.
6901 Professional Parkway East
Suite 200
Sarasota, Florida 34240
Attention: Secretary

- **Proxy Statement Proposals.** If you intend to submit a proposal to be included in the Proxy Statement for the 2019 Annual Meeting of Shareholders, we must receive your proposal no later than December 31, 2018. All proposals must comply with the SEC regulations under Rule 14a-8 for including shareholder proposals in a company's proxy material.

- **Director Candidate Nomination.** Our By-laws set forth the procedures you must follow if you wish to nominate a director candidate in connection with the 2019 Annual Meeting of Shareholders.

  Proxy Access to Include Nominees in our 2019 Proxy Statement. If you are a shareholder, or a group of up to 20 shareholders, owning 3% or more of our outstanding common stock continuously for at least three years and wish to nominate a director candidate and require us to include such nominee in our Proxy Statement and form of proxy, you must submit your request so it is received by the Company between December 1, 2018 and December 31, 2018, in accordance with our By-laws. The number of candidates that may be so nominated is limited to the greater of two or the largest whole number that does not exceed 20% of our Board, provided that the shareholder(s) and nominee(s) satisfy the requirements set forth in our By-laws. All proxy access nominations must be accompanied by information about the nominating shareholders as well as the nominees and meet the requirements specified in our By-laws, including the information specified under "Nominees Not for Inclusion in our 2019 Proxy Statement" below.

  Nominees Not for Inclusion in our 2019 Proxy Statement. If you wish to nominate a director candidate in connection with the 2019 Annual Meeting of Shareholders and are not requiring the nominee be included in our Proxy Statement, you must submit the nomination so it is received by the Company between February 4, 2019 and March 6, 2019, in accordance with our By-laws. The notice to nominate a person for election as a Company director, notice must include a written statement setting forth (i) the name of the person to be nominated; (ii) the number and class of all shares of each class of Company stock owned of record and beneficially by such person, as reported by such person to you; (iii) such other information regarding each nominee proposed by you as would have been required to be included in a Proxy Statement filed pursuant to the proxy rules of the SEC if the nominee had been nominated by the Board of Directors; (iv) such person's signed consent to serve as a director of our Company if elected; (v) your name and address; (vi) the number and class of all shares of each class of Company stock owned of record and beneficially by such shareholder (and any beneficial owner on whose behalf the nomination is made); and (vii) a description of any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, warrants, stock appreciation or similar rights, hedging transactions and borrowed or loaned shares) that has been entered into by or on behalf of, or any other agreement, arrangement or understanding that has been made, the effect or intent of which is to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of, you (and any beneficial owner on whose behalf the proposal is made) with respect to Roper's securities.

- **Matters for Annual Meeting Agenda.** If you wish to have other business (not the nomination of a director candidate) brought before the 2019 Annual Meeting of Shareholders, you must submit the proposal between February 4, 2019 and March 6, 2019, in accordance with our By-laws. If you intend to present the matter directly at the 2019 Annual Meeting of Shareholders, the notice must include (a) the text of the proposal; (b) a brief statement of the reasons why you favor the proposal; (c) your name and address; (d) the number and class of all shares of each class of Company stock owned of record and beneficially by you (and any beneficial owner on whose behalf the proposal is made); (e) a description of any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, warrants, stock appreciation or similar rights, hedging transactions and borrowed or loaned shares) that has been entered into by or on

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behalf of, or any other agreement, arrangement or understanding that has been made, the effect or intent of which is to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of, you (and any beneficial owner on whose behalf the proposal is made) with respect to the Roper's securities; and (f) if applicable, any material interest of you and such beneficial owner in the matter proposed (other than as a shareholder).

With respect to matters not included in the Proxy Statement but properly presented at the 2019 Annual Meeting of Shareholders, management generally will be able to vote proxies in its discretion if it receives notice of the proposal during the period specified above and advises shareholders in the Proxy Statement for the 2019 Annual Meeting of Shareholders about the nature of the matter and how management intends to vote on the matter, unless the proponent of the shareholder proposal (a) provides us with a timely written statement that the proponent intends to deliver a Proxy Statement to at least the percentage of our voting shares required to carry the proposal; (b) includes the same statement in the proponent's own proxy materials; and (c) provides us with a statement from a solicitor confirming that the necessary steps have been taken to deliver the Proxy Statement to at least the percentage of our voting shares required to carry the proposal.

OTHER MATTERS

As of the date of this Proxy Statement, the Board of Directors knows of no other business which will be or is intended to be presented at the Annual Meeting. If any other business properly comes before the Annual Meeting or any postponed or adjourned Annual Meeting, the proxy holders named in the enclosed proxy will have discretionary authority to vote the shares represented by the proxy in their discretion.

By the Order of the Board of Directors

Brian D. Jellison
Chairman, President and Chief Executive Officer

Dated: April 30, 2018

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APPENDIX A—RECONCILIATIONS

Table 1: EBITDA and EBITDA Margin Reconciliation
(in millions, except percentages)

	2017	2016
GAAP Revenue	$4,607	$3,790
Purchase accounting adjustment to acquired deferred revenue	57	15
Rounding	1	-
Adjusted Revenue (A)	$4,665	$3,805
GAAP Net Earnings	$ 972	$ 659
Taxes	63	282
Interest expense	181	112
Depreciation	50	37
Amortization	295	203
Purchase accounting adjustment to acquired deferred revenue	57	15
Purchase accounting adjustment for commission expense	(5)	(0)
Gain on sale of divested Energy product line	(9)	-
Impairment charge on minority investment	2	-
Acquisition-related expenses deemed significant	-	6
Acquisition-related inventory step-up charge	-	0
Debt extinguishment charge	-	1
Rounding	(1)	-
Adjusted EBITDA (B)	$1,605	$1,315
Adjusted EBITDA Margin (B) / (A)	34.4%	34.6%

Table 2: Cash Flow Reconciliation
(in millions)

	2017	2016	2012	2007
GAAP Operating Cash Flow	$1,234	$ 964	$678	$344
Cash taxes related to 2015 sale of Abel Pump	-	37	-	-
Adjusted Operating Cash Flow	$1,234	$1,001	$678	$344
Capital expenditures	(49)	(37)	(38)	(30)
Capitalized software expenditures	(11)	(3)	(1)	(7)
Rounding	1	-	-	-
Adjusted Free Cash Flow	$1,175	$ 961	$639	$307

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ROPER

ROPER TECHNOLOGIES, INC.
6901 PROFESSIONAL PKWY EAST
SARASOTA, FL 34240
ATTN: LEGAL DEPT

VOTE BY INTERNET - www.proxyvote.com
Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on June 3, 2018. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS
If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903
Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on June 3, 2018. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

E45663-P06988 KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

ROPER TECHNOLOGIES, INC.

The Board of Directors recommends you vote FOR the following:

	For All	Withhold All	For All Except
1. Election of Directors	☐	☐	☐

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

Nominees:

01) Shellye L. Archambeau
02) Amy Woods Brinkley
03) John F. Fort, III
04) Brian D. Jellison
05) Robert D. Johnson
06) Robert E. Knowling, Jr.
07) Wilbur J. Prezzano
08) Laura G. Thatcher
09) Richard F. Wallman
10) Christopher Wright

The Board of Directors recommends you vote FOR the following proposals:	**For**	**Against**	**Abstain**
2. To consider, on a non-binding advisory basis, a resolution approving the compensation of our named executive officers.	☐	☐	☐
3. To ratify of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the year ending December 31, 2018.	☐	☐	☐
4. To transact any other business properly brought before the meeting.	☐	☐	☐

NOTE: The shares represented by this proxy, when properly executed, will be voted in the manner directed herein by the undersigned Stockholder(s). **If no direction is made, this proxy will be voted FOR all nominees listed, FOR Proposal 2, and FOR Proposal 3.** If any other matters properly come before the meeting, the person(s) named in this proxy will vote in their discretion.

For address changes and/or comments, please check this box and write them on the back where indicated. ☐

Please indicate if you plan to attend this meeting. ☐ **Yes** ☐ **No**

Please sign your name exactly as it appears hereon. When signing as attorney, executor, administrator, trustee or guardian, please add your title as such. When signing as joint tenants,all parties in the joint tenancy must sign. If a signer is a corporation, please sign in full corporate name by a duly authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

Important Notice Regarding Internet Availability of Proxy Materials for the Annual Meeting to be Held on June 4, 2018:

The Notice and Proxy Statement and Annual Report to Shareholders are available at www.proxyvote.com.

E45664-P06988

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS
ANNUAL MEETING OF SHAREHOLDERS
JUNE 4, 2018

The undersigned hereby authorize(s) CHRISTINE E. HERMANN and JOHN K. STIPANCICH, or either of them as proxies, and each with full power of substitution and revocation, to represent and vote the shares of common stock the undersigned would be entitled to vote if personally present at the Annual Meeting of Shareholders to be held on June 4, 2018 at 6901 Professional Parkway East, Suite 200, Sarasota, Florida 34240 at 11:30 a.m. (local time) and at any adjournments or postponements thereof.

THIS PROXY, WHEN PROPERLY EXECUTED WILL BE VOTED AS DIRECTED BY THE SHAREHOLDER. IF NO SUCH DIRECTIONS ARE MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF THE NOMINEES LISTED ON THE REVERSE SIDE, FOR PROPOSAL 2, AND FOR PROPOSAL 3.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED REPLY ENVELOPE.

Address Changes/Comments: ______________________________

____

(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side.)

CONTINUED AND TO BE SIGNED ON REVERSE SIDE