UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

February 2, 2022

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED)

ROPER TECHNOLOGIES, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware

(STATE OR OTHER JURISDICTION OF INCORPORATION)

1-12273		51-0263969
(COMMISSION FILE NUM	BER)	(IRS EMPLOYER IDENTIFICATION NO.)
6901 Professional Parkway, So Sarasota, Florida	uite 200	34240
(ADDRESS OF PRINCIPAL EXECUT	TVE OFFICES)	(ZIP CODE)
	(941) 556-2601 TELEPHONE NUMBER, INCLU OR ADDRESS, IF CHANGED SI	
Check the appropriate box below if the Form 8-K filing is irrovisions:	ntended to simultaneously satisfy t	he filing obligation of the registrant under any of the following
☐ Written communication pursuant to Rule 425 under the Sec	curities Act (17 CFR 230.425)	
Soliciting material pursuant to Rule 14a-12 under the Exch	ange Act (17 CFR 240.14a-12)	
Pre-commencement communications pursuant to Rule 14d-	-2(b) under the Exchange Act (17 C	FR 240.14d-2(b))
Pre-commencement communications pursuant to Rule 13e-	4(c) under the Exchange Act (17 Cl	FR 240.13e-4(c))
SECURITIES REGIS	STERED PURSUANT TO SECTI	ON 12(b) OF THE ACT:
Title of Each Class	Trading Symbol(s)	Name of Each Exchange On Which Registered
Common Stock, \$0.01 Par Value	ROP	New York Stock Exchange
ndicate by check mark whether the registrant is an emerging 2b-2 of the Securities Exchange Act of 1934 (17 CFR §240.1		lle 405 of the Securities Act of 1933 (17 CFR§230.405) or Rule
Emerging growth company \square		
f an emerging growth company, indicate by check mark if evised financial accounting standards provided pursuant to So		e the extended transition period for complying with any new or

Item 2.02. Results of Operations and Financial Condition.

On February 2, 2022, Roper Technologies, Inc. (the "Company") issued a press release containing information about the Company's results of operations for the quarter ended and fiscal year ended December 31, 2021. A copy of the press release is furnished as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 <u>Press Release of the Company dated February 2, 2022.</u>

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Roper Technologies, Inc.

(Registrant)

BY: /S/ Robert C. Crisci Date: February 2, 2022

Robert C. Crisci, Executive Vice President and Chief Financial Officer

Contact Information:

Investor Relations 941-556-2601 investor-relations@ropertech.com



Roper Technologies Announces 2021 Financial Results and Initiates 2022 Guidance

Sarasota, Florida, February 2, 2022 ... Roper Technologies, Inc. (NYSE: ROP) reported financial results for the fourth quarter and full year ended December 31, 2021. Unless otherwise noted, the results and guidance in this press release are presented on a continuing operations basis.

Fourth Quarter 2021

Fourth quarter GAAP and adjusted revenue increased 13% to \$1.51 billion, with organic revenue also increasing 13%. GAAP diluted earnings per share ("DEPS") was \$1.87 and adjusted DEPS from continuing operations was \$3.73.

Adjusted EBITDA increased 12% to \$576 million and adjusted EBITDA margin decreased 10 basis points to 38.1%. Operating cash flow and free cash flow each increased 4% to \$547 million and \$529 million, respectively.

Full Year 2021

Full year GAAP and adjusted revenue increased 19% to \$5.78 billion, while organic revenue increased 9%.

Adjusted EBITDA increased 22% to \$2.21 billion and adjusted EBITDA margin expanded 90 basis points to 38.2%. Operating cash flow was \$1.87 billion and adjusted free cash flow increased 19% to \$1.80 billion.

"This was another excellent year for Roper," said Neil Hunn, Roper Technologies' President and CEO. "Our businesses delivered 9% organic growth enabled by our ongoing commitment to innovation, continued migration to our recurring revenue SaaS solutions, and an improving macro recovery. During the year, we exceeded our debt paydown plan, fueled by our 19% growth in free cash flow. The proceeds from our announced divestiture of TransCore, which we expect to receive during the first quarter, will further expand our capacity for capital deployment."

2022 Outlook and Guidance

"Roper is entering 2022 with considerable tailwinds," said Mr. Hunn. "Specifically, we head into this year with software recurring revenue momentum, strong demand, record levels of backlog, and favorable market conditions. Combined with our balance sheet strength and large pipeline of high-quality acquisition opportunities, Roper is well positioned for continued double-digit cash flow compounding."

Roper expects full year 2022 adjusted DEPS of \$15.25 - \$15.55 with first quarter adjusted DEPS of \$3.63 - \$3.67.

The Company's guidance excludes the impact of unannounced future acquisitions or divestitures, as well as any redeployment of proceeds from announced divestitures.

Discontinued Operations

During 2021, Roper signed definitive agreements to divest its TransCore, Zetec, and CIVCO Radiotherapy businesses. Roper has completed the divestitures of Zetec and CIVCO Radiotherapy and expects the TransCore transaction to close in the first quarter of 2022, subject to customary closing conditions, including regulatory approvals. The financial results for these businesses are reported as discontinued operations for all periods presented.

Conference Call to be Held at 8:00 AM (ET) Today

A conference call to discuss these results has been scheduled for 8:00 AM ET on Wednesday, February 2, 2022. The call can be accessed via webcast or by dialing +1 844-750-4898 (US/Canada) or +1 412-317-5294 and referencing Roper Technologies. Webcast information and conference call materials will be made available in the Investors section of Roper's website (www.ropertech.com) prior to the start of the call. The webcast can also be accessed directly by using the following URL https://event.webcast. Telephonic replays will be available for up to two weeks and can be accessed by dialing +1 412-317-0088 with access code 6026425.

Use of Non-GAAP Financial Information

The Company supplements its consolidated financial statements presented on a GAAP basis with certain non-GAAP financial information to provide investors with greater insight, increase transparency and allow for a more comprehensive understanding of the information used by management in its financial and operational decision-making. Reconciliation of non-GAAP measures to their most directly comparable GAAP measures are included in the accompanying financial schedules or tables. The non-GAAP financial measures disclosed by the Company should not be considered a substitute for, or superior to, financial measures prepared in accordance with GAAP, and the financial results prepared in accordance with GAAP and reconciliations from these results should be carefully evaluated.

Table 1: Adjusted Revenue and EBITDA Reconciliation (\$M) (From Continuing Operations)

	Q	4 2020	Q4 2021	V %	F	Y 2020	F	Y 2021	V %
Adjusted Revenue Reconciliation									
GAAP Revenue	\$	1,336	\$ 1,512	13 %	\$	4,854	\$	5,778	19 %
Purchase accounting adjustment to acquired deferred revenue		5				12		1 A	
Adjusted Revenue	\$	1,341	\$ 1,512	13 %	\$	4,866	\$	5,779	19 %
Components of Adjusted Revenue Growth Organic				13 %					9 %
Acquisitions/Divestitures				— %					9 %
Foreign Exchange				— %					1 %
Total Adjusted Revenue Growth				13 %				=	19 %
Adjusted EBITDA Reconciliation									
GAAP Net Earnings	\$	225	\$ 200		\$	825	\$	983	
Taxes		55	65			226		288	
Interest Expense		64	56			218		234	
Depreciation		14	12			47		50	
Amortization		147	 146			466		584	
EBITDA	\$	504	\$ 478	(5)%	\$	1,783	\$	2,139	20 %
Purchase accounting adjustment to acquired deferred revenue and commission expense		3	(1) A			10		(5) A	
Impairment related to merger of CliniSys and Sunquest		_	100 B					100 B	
Restructuring charge associated with certain Process			100					100	
Technologies businesses		_	_			14		_	
Transaction-related expenses for completed acquisitions	6	5	_			9		_	
Gain on sale related to minority investment in Sedaru			 <u> </u>					(28)	
Adjusted EBITDA	\$	512	\$ 576	12 %	\$	1,815	\$	2,206	22 %
% of Adjusted Revenue		38.2 %	 38.1 %	(10 bps)		37.3 %		38.2 %	+90 bps

Table 2: Adjusted DEPS Reconciliation $^{\rm C}$ (From Continuing Operations)

	Q.	4 2020	Q4	4 2021	V %	F	Y 2020	F'	Y 2021	V %
GAAP DEPS	\$	2.12	\$	1.87	(12)%	\$	7.81	\$	9.23	18 %
Purchase accounting adjustment to acquired deferred revenue and commission expense		0.03		(0.01) ^A			0.07		(0.04) ^A	
Impairment related to merger of CliniSys and Sunquest		_		0.74 в			_		0.74 B	
Restructuring charge associated with certain Process Technologies businesses		_		_			0.10		_	
Transaction-related expenses for completed acquisitions		0.03		_			0.12		_	
Amortization of acquisition-related intangible assets ^D		1.09		1.06			3.45		4.28	
Internal tax restructuring		_		0.06			_		0.17	
Gain on sale related to minority investment in Sedaru		_		_			_		(0.20)	
Rounding		_		0.01			_		_	
Adjusted DEPS	\$	3.27	\$	3.73	14 %	\$	11.55	\$	14.18	23 %

Table 3: Adjusted Cash Flow Reconciliation (\$M) (From Continuing Operations)

	Q4	2020	Q4	1 2021	V %	F	Y 2020	F	Y 2021	V %
Operating Cash Flow	\$	525	\$	547	4 %	\$	1,368	\$	1,866	36 %
Cash taxes paid on sale of Gatan		_		_			192		_	
Adjusted Operating Cash Flow		525		547	4 %		1,560		1,866	20 %
Capital expenditures		(7)		(10)			(28)		(33)	
Capitalized software expenditures		(8)		(7)			(18)		(30)	
Adjusted Free Cash Flow	\$	510	\$	529	4 %	\$	1,514	\$	1,804	19 %

Table 4: Forecasted Adjusted DEPS Reconciliation $^{\rm C}$ (From Continuing Operations)

		Q1 2	2022		FY:	2022	
	L	ow End		High End	 Low End		High End
GAAP DEPS	\$	2.57	\$	2.61	\$ 11.00	\$	11.30
Purchase accounting adjustment to acquired deferred revenue and commission expense ^A		(0.01)		(0.01)	(0.03)		(0.03)
Amortization of acquisition-related intangible assets D		1.07		1.07	4.28		4.28
Adjusted DEPS	\$	3.63	\$	3.67	\$ 15.25	\$	15.55

A. 2021 actual results and 2022 forecast of estimated acquisition-related fair value adjustments to deferred revenue and commission expense related to the acquisition of Vertafore as shown below (\$M except per share data).

	Q4 2021A	FY 2021A	Q1 2022E	FY 202
Pretax	\$ (1)	\$ (5)	\$ (1)	\$
After-tax	\$ (1)	\$ (4)	\$ (1)	\$
Per Share	\$ (0.01)	\$ (0.04)	\$ (0.01)	\$

- B. Impairment of \$100M related to merger of CliniSys and Sunquest comprised of trade name (\$95M) and other amortizable intangibles (\$5M).
- C. All 2020, 2021 and 2022 adjustments taxed at 21%.
- D. Actual results and forecast of estimated amortization of acquisition-related intangible assets (\$M, except per share data).

	Q4 2020A	FY2020A	Ç	4 2021A	F	FY 2021A	Q	1 2022E	F	Y2022E
Pretax	\$ 146	\$ 461	\$	143	\$	577	\$	145	\$	581
After-tax	\$ 115	\$ 364	\$	113	\$	456	\$	115	\$	459
Per share	\$ 1.09	\$ 3.45	\$	1.06	\$	4.28	\$	1.07	\$	4.28

Note: Numbers may not foot due to rounding.

About Roper Technologies

Roper Technologies is a constituent of the S&P 500, Fortune 500, and the Russell 1000 indices. Roper operates businesses that design and develop software (both license and software-as-a-service) and engineered products and solutions for a variety of niche end markets. Additional information about Roper is available on the Company's website at www.ropertech.com.

The information provided in this press release contains forward-looking statements within the meaning of the federal securities laws. These forward-looking statements may include, among others, statements regarding operating results, the success of our internal operating plans, and the prospects for newly acquired businesses to be integrated and contribute to future growth, profit and cash flow expectations. Forward-looking statements may be indicated by words or phrases such as "anticipate," "estimate," "plans," "expects," "projects," "should," "will," "believes," "intends" and similar words and phrases. These statements reflect management's current beliefs and are not guarantees of future performance. They involve risks and uncertainties that could cause actual results to differ materially from those contained in any forward-looking statement. Such risks and uncertainties include any ongoing impacts of the COVID-19 pandemic on our business, operations, financial results and liquidity, which will depend on numerous evolving factors which we cannot accurately predict or assess, including: the duration and scope of the pandemic, new variants of the virus and the distribution and efficacy of vaccines; any negative impact on global and regional markets, economies and economic activity; actions governments, businesses and individuals take in response to the pandemic; the effects of the pandemic, including all of the foregoing, on our customers, suppliers, and business partners, and how quickly economies and demand for our products and services recover after the pandemic subsides. Such risks and uncertainties also include our ability to identify and complete acquisitions consistent with our business strategies, integrate acquisitions that have been completed, realize expected benefits and synergies from, and manage other risks associated with, the newly acquired businesses, as well as complete the announced divestiture of our TransCore business, including obtaining any required regulatory approvals with respect thereto. We also face other general risks, including our ability to realize cost savings from our operating initiatives, general economic conditions and the conditions of the specific markets in which we operate, changes in foreign exchange rates, difficulties associated with exports, risks associated with our international operations, cybersecurity and data privacy risks, including litigation resulting therefrom, risks related to political instability, armed hostilities, incidents of terrorism, public health crises (such as the COVID-19 pandemic) or natural disasters, increased product liability and insurance costs, increased warranty exposure, future competition, changes in the supply of, or price for, parts and components, including as a result of the current inflationary environment and ongoing supply chain constraints, environmental compliance costs and liabilities, risks and cost associated with litigation, including asbestos related litigation, potential write-offs of our substantial intangible assets, and risks associated with obtaining governmental approvals and maintaining regulatory compliance for new and existing products. Important risks may be discussed in current and subsequent filings with the SEC. You should not place undue reliance on any forward-looking statements. These statements speak only as of the date they are made, and we undertake no obligation to update publicly any of them in light of new information or future events.

Roper Technologies, Inc. and Subsidiaries Condensed Consolidated Balance Sheets (unaudited) (Amounts in millions)

	Decer	nber 31, 2021	December 31, 2020
ASSETS:			
Cash and cash equivalents	\$	351.5	\$ 308.3
Accounts receivable, net		839.4	745.7
Inventories, net		176.1	165.1
Income taxes receivable		27.7	21.9
Unbilled receivables		95.3	72.8
Other current assets		142.5	114.3
Current assets held for sale		788.6	324.2
Total current assets		2,421.1	1,752.3
Property, plant and equipment, net		102.8	127.3
Goodwill		14,094.5	13,966.0
Other intangible assets, net		6,588.5	7,168.2
Deferred taxes		101.1	103.2
Other assets		405.9	386.2
Assets held for sale			521.6
Total assets	\$	23,713.9	\$ 24,024.8
LIABILITIES AND STOCKHOLDERS' EQUITY:			
Accounts payable	\$	150.8	\$ 127.1
Accrued compensation		309.8	262.6
Deferred revenue		1,130.2	990.2
Other accrued liabilities		440.7	418.6
Income taxes payable		132.0	25.7
Current portion of long-term debt, net		799.2	499.4
Current liabilities held for sale		159.1	120.8
Total current liabilities		3,121.8	2,444.4
Long-term debt, net of current portion		7,122.6	9,061.4
Deferred taxes		1,479.5	1,531.5
Other liabilities		426.2	443.6
Liabilities held for sale		<u> </u>	64.1
Total liabilities		12,150.1	13,545.0
Common stock		1.1	1.1
Additional paid-in capital		2,307.8	2,097.5
Retained earnings		9,455.6	8,546.2
Accumulated other comprehensive loss		(183.1)	(147.0)
Treasury stock		(17.6)	(18.0)
Total stockholders' equity		11,563.8	10,479.8
Total liabilities and stockholders' equity	\$	23,713.9	\$ 24,024.8

Roper Technologies, Inc. and Subsidiaries Condensed Consolidated Statements of Earnings (unaudited) (Amounts in millions, except per share data)

	Three mo				Year (Decem	
	 2021		2020		2021	2020
Net revenues	\$ 1,512.3	\$	1,335.6	\$	5,777.8	\$ 4,854.2
Cost of sales	494.3	·	434.7	·	1,860.4	1,583.4
Gross profit	 1,018.0		900.9		3,917.4	 3,270.8
Selling, general and administrative expenses	597.9		557.9		2,337.7	1,997.3
Impairment of intangible assets	99.5		_		99.5	_
Income from operations	 320.6		343.0		1,480.2	1,273.5
Interest expense, net	55.9		63.7		234.1	218.5
Other income (expense), net	 		0.4		24.9	 (3.6)
Earnings before income taxes	264.7		279.7		1,271.0	1,051.4
Income taxes	 64.8		54.7		288.4	 225.9
Net earnings from continuing operations	199.9		225.0		982.6	825.5
Earnings from discontinued operations, net of tax	32.0		30.8		114.1	124.2
Gain on disposition of discontinued operations, net of tax	55.9		_		55.9	_
Net earnings from discontinued operations	87.9		30.8		170.0	124.2
Net earnings	\$ 287.8	\$	255.8	\$	1,152.6	\$ 949.7
Net earnings per share from continuing operations:						
Basic	\$ 1.90	\$	2.15	\$	9.33	\$ 7.89
Diluted	\$ 1.87	\$	2.12	\$	9.23	\$ 7.81
Net earnings per share from discontinued operations:						
Basic	\$ 0.83	\$	0.29	\$	1.62	\$ 1.19
Diluted	\$ 0.83	\$	0.29	\$	1.59	\$ 1.17
Net earnings per share:						
Basic	\$ 2.73	\$	2.44	\$	10.95	\$ 9.08
Diluted	\$ 2.70	\$	2.41	\$	10.82	\$ 8.98
Weighted-average common shares outstanding:						
Basic	105.5		104.9		105.3	104.6
Diluted	106.7		106.0		106.5	105.7

	Three months ended December 31,					real ended December 31,							
	2021	L		202	0		2021	_		2020)		
	Amount	%		Amount	%		Amount	%		Amount	%		
Net revenues:													
Application Software	\$ 609.0		\$	548.5		\$	2,380.6		\$	1,799.9			
Network Software & Systems	355.1			309.7			1,338.4			1,173.7			
Measurement & Analytical Solutions	412.8			360.3			1,559.6			1,425.6			
Process Technologies	135.4			117.1			499.2			455.0			
Total	\$ 1,512.3		\$	1,335.6		\$	5,777.8		\$	4,854.2			
Gross profit:													
Application Software	\$ 422.4	69.4 %	\$	376.9	68.7 %	\$	1,650.6	69.3 %	\$	1,228.7	68.3 %		
Network Software & Systems	291.6	82.1 %		252.7	81.6 %		1,099.5	82.2 %		953.8	81.3 %		
Measurement & Analytical													
Solutions	230.2	55.8 %		209.0	58.0 %		895.9	57.4 %		845.5	59.3 %		
Process Technologies	 73.8	54.5 %		62.3	53.2 %		271.4	54.4 %		242.8	53.4 %		
Total	\$ 1,018.0	67.3 %	\$	900.9	67.5 %	\$	3,917.4	67.8 %	\$	3,270.8	67.4 %		
Operating profit*:													
Application Software	\$ 163.4	26.8 %	\$	132.1	24.1 %	\$	635.9	26.7 %	\$	468.7	26.0 %		
Network Software & Systems	143.2	40.3 %		115.6	37.3 %		511.6	38.2 %		413.9	35.3 %		
Measurement & Analytical Solutions	121.0	29.3 %		110.9	30.8 %		482.6	30.9 %		463.3	32.5 %		
Process Technologies	40.4	29.8 %		34.6	29.5 %		152.9	30.6 %		115.3	25.3 %		
Total	\$ 468.0	30.9 %	\$	393.2	29.4 %	\$	1,783.0	30.9 %	\$	1,461.2	30.1 %		

Year ended December 31.

Three months ended December 31.

^{*}Segment operating profit is before unallocated corporate general and administrative expenses and non-cash impairment charges of intangible assets. Corporate general and administrative expenses were \$47.9 and \$50.2 for the three months ended December 31, 2021 and 2020, respectively, and \$203.3 and \$187.7 for the twelve months ended December 31, 2021 and 2020, respectively. Non-cash impairment charges were \$99.5 for the three and twelve months ended December 31, 2021.

Roper Technologies, Inc. and Subsidiaries Condensed Consolidated Statements of Cash Flows (unaudited) (Amounts in millions)

		Years ended	Decem	ber 31,
		2021		2020
Cash flows from operating activities:				
Net earnings from continuing operations	\$	982.6	\$	825.5
Adjustments to reconcile net earnings from continuing operations to cash flows from operating activities:				
Depreciation and amortization of property, plant and equipment		49.7		46.7
Amortization of intangible assets		584.4		466.2
Amortization of deferred financing costs		13.5		10.9
Non-cash stock compensation		136.1		117.0
Impairment of intangible assets		99.5		_
Gain on disposal of assets, net of associated income tax		(21.6)		_
Income tax provision, excluding tax associated with gain on disposal of businesses and assets		282.9		225.9
Changes in operating assets and liabilities, net of acquired businesses:				
Accounts receivable		(100.2)		55.0
Unbilled receivables		(19.4)		0.2
Inventories		(13.9)		0.1
Accounts payable and accrued liabilities		66.3		93.1
Deferred revenue		164.5		60.3
Cash tax paid for gain on disposal of businesses		_		(201.9)
Cash income taxes paid, excluding tax associated with gain on disposal of businesses		(320.7)		(311.6)
Other, net		(37.5)		(19.4)
Cash provided by operating activities from continuing operations		1,866.2		1,368.0
Cash provided by operating activities from discontinued operations		145.7		157.1
Cash provided by operating activities		2,011.9		1,525.1
Cash flows from (used in) investing activities:				
Acquisitions of businesses, net of cash acquired		(217.0)		(6,018.1)
Capital expenditures		(32.9)		(28.3)
Capitalized software expenditures		(29.7)		(17.7)
Proceeds from (used in) disposal of businesses		_		(4.3)
Proceeds from sale of assets		27.1		_
Other, net		(0.7)		(2.6)
Cash used in investing activities from continuing operations		(253.2)		(6,071.0)
Proceeds from disposition of discontinued operations		115.6		_
Cash used in investing activities from discontinued operations		(5.3)		(2.9)
Cash used in investing activities	-	(142.9)	-	(6,073.9)

(Continued)

Roper Technologies, Inc. and Subsidiaries Condensed Consolidated Statements of Cash Flows (unaudited) - Continued (Amounts in millions)

		2021		2020
Cash flows from (used in) financing activities:	-		-	
Proceeds from senior notes		_		3,300.0
Payment of senior notes		(500.0)		(600.0)
Borrowings (payments) under revolving line of credit, net		(1,150.0)		1,620.0
Debt issuance costs		_		(42.0)
Cash dividends to stockholders		(236.4)		(214.1)
Treasury stock sales		15.1		10.5
Proceeds from stock based compensation, net		64.3		64.4
Other, net		(0.1)		(0.2)
Cash provided by (used in) financing activities from continuing operations		(1,807.1)		4,138.6
Cash used in financing activities from discontinued operations		(6.4)		(1.7)
Cash provided by (used in) financing activities		(1,813.5)		4,136.9
Effect of exchange rate changes on cash		(12.3)		10.5
Net increase (decrease) in cash and cash equivalents		43.2		(401.4)
Cash and cash equivalents, beginning of year		308.3		709.7
Cash and cash equivalents, end of year	\$	351.5	\$	308.3

Years ended December 31,