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, 2018

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 NUMBER) (IRS EMPLOYER IDENTIFICATION NO.) 6901 PROFESSIONAL PKWY. EAST, SUITE 200, SARASOTA, 34240 **FLORIDA**

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

(941) 556-2601

(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE) (FORMER NAME OR ADDRESS, IF CHANGED SINCE LAST REPORT)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

[] Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

[] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

[] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

[] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR§230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company []

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. []

(ZIP CODE)

Item 2.02. Results of Operations and Financial Condition.

On February 2, 2018, Roper Technologies, Inc. (the "Company") issued a press release containing information about the Company's results of operations for the quarter ended December 31, 2017. 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, 2018</u>

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 Crisci

Date: February 2, 2018

Robert Crisci, Vice President and Chief Financial Officer



Roper Technologies Announces Record 2017 Financial Results

Fourth Quarter Revenue Increased 21% and Operating Cash Flow Increased 36%

Full Year Operating Cash Flow Increased to \$1.23 Billion

Sarasota, Florida, February 2, 2018 ... Roper Technologies, Inc. (NYSE: ROP), a diversified technology company, reported financial results for the fourth guarter and full year ended December 31, 2017.

Roper reports results - including revenue, gross margin, operating margin, net income, and diluted earnings per share ("DEPS") - on a GAAP basis and an adjusted basis.

Fourth Quarter 2017

Fourth quarter GAAP and adjusted revenue increased 21% to \$1.23 billion, and organic revenue grew 5%. GAAP gross margin expanded 40 basis points to 62.4% and adjusted gross margin expanded 30 basis points to 62.6%.

GAAP DEPS was \$4.27, and adjusted DEPS was \$2.70, a 23% increase. Adjusted results exclude a one-time net gain of \$215 million resulting from the Tax Cuts and Jobs Act, in addition to customary adjustments.

Adjusted EBITDA grew 21% to \$441 million. Operating cash flow and free cash flow both increased 36% to \$369 million and \$353 million, respectively.

Full Year 2017

Full year GAAP revenue increased 22% to \$4.61 billion and adjusted revenue grew 23% to \$4.67 billion. GAAP gross margin expanded 70 basis points to 62.2% and adjusted gross margin expanded 90 basis points to 62.6%.

Adjusted EBITDA grew 22% to \$1.60 billion. Operating cash flow grew to \$1.23 billion, a 28% increase and a 23% increase on an adjusted basis.

"2017 was a remarkable year for Roper as our strategic focus on asset-light diversified technology businesses continued to drive shareholder value," said Brian Jellison, Roper's Chairman, President and CEO. "Cash flow performance across our operations was outstanding, helping us reduce debt by \$1.06 billion and operate with negative working capital for the first time. Our strong organic revenue growth was enhanced by contributions from our large 2016 software acquisitions, Deltek and ConstructConnect, which exceeded our initial revenue and cash flow expectations for the year."

2018 Outlook and Guidance

"The Tax Cuts and Jobs Act will provide significant benefits for Roper," said Mr. Jellison. "The expected decrease in our effective tax rate will lead to increases in both earnings and cash flow in 2018 and beyond. Furthermore, our ability to better access our cash worldwide will enable us to accelerate investment and continue pursuing attractive acquisition opportunities from a robust pipeline."

Roper expects full year adjusted DEPS between \$10.88 and \$11.20 with first quarter adjusted DEPS between \$2.44 and \$2.50.

The Company's guidance excludes the impact of future acquisitions or divestitures.

Conference Call to be Held at 8:30 AM (ET) Today

A conference call to discuss these results has been scheduled for 8:30 AM ET on Friday, February 2, 2018. The call can be accessed via webcast or by dialing +1 888-455-2265 (US/Canada) or +1 719-325-4747, using confirmation code 1925510. 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 using the following registration URL https://event.replay with access code 1925510.

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 Operating Cash Flow Reconciliation (\$M)

	FY 2017	FY 2016	V%
GAAP Operating Cash Flow	\$ 1,234	\$ 964	28%
Cash taxes related to 2015 sale of Abel Pump	-	37	
Adjusted Operating Cash Flow	\$ 1,234	\$ 1,001	23%

Table 2: Adjusted Revenue Reconciliation and Growth Detail (\$M)

	Q	Q4 2017		Q4 2017 Q4 2016			V %
GAAP Revenue	\$	1,227	\$	1,011	21%		
Purchase accounting adjustment to acquired deferred revenue		8		7			
Adjusted Revenue	\$	1,235	\$	1,018	21%		

Components of Adjusted Revenue Growth	
Organic	5%
Acquisitions/Divestitures	15%
Foreign Exchange	1%
Total Adjusted Revenue Growth	21%

	FY 2017		F	Y 2016	V %
GAAP Revenue	\$	4,607	\$	3,790	22%
Purchase accounting adjustment to acquired deferred revenue		57		15	
Rounding		1		-	
Adjusted Revenue	\$	4,665	\$	3,805	23%
Components of Adjusted Revenue Growth					
Organic					5%
Acquisitions/Divestitures					17%
Foreign Exchange					0%
Rounding					1%
Total Adjusted Revenue Growth					23%

Table 3: Adjusted Gross Margin Reconciliation (\$M)

	Q4 2017		(Q4 2016	V Bps
GAAP Revenue	\$	1,227	\$	1,011	
Purchase accounting adjustment to acquired deferred revenue		8		7	
Adjusted Revenue	\$	1,235	\$	1,018	
GAAP Gross Profit	\$	765	\$	627	
Purchase accounting adjustment to acquired deferred revenue		8		7	
Adjusted Gross Profit	\$	773	\$	634	
GAAP Gross Margin		62.4%		62.0%	+40 bps
Adjusted Gross Margin		62.6%		62.3%	+30 bps
	F	Y 2017		FY 2016	V Bps
GAAP Revenue	\$	4,607	\$	3,790	
Purchase accounting adjustment to acquired deferred revenue		57		15	
Rounding		1		-	
Adjusted Revenue	\$	4,665	\$	3,805	
GAAP Gross Profit	\$	2,865	\$	2,332	
Purchase accounting adjustment to acquired deferred revenue		57		15	
Purchase accounting adjustment for commission expense and acquisition- related inventory step-up charge		(0)		0	
Rounding		(0)		1	
	\$	2,922	\$	2,348	
Adjusted Gross Profit	Ψ	2,322	Ψ	2,340	
GAAP Gross Margin		62.2%		61.5%	+70 bps
Adjusted Gross Margin		62.2%		61.5%	+70 bps +90 bps
Aujusteu Gross Maryin		02.0%		01.7%	-an obs

Table 4: Adjusted DEPS Reconciliation^A

	Q	Q4 2017 Q4 2016		4 2016	V %
GAAP DEPS	\$	4.27	\$	1.78	141%
Purchase accounting adjustment to acquired deferred revenue		0.05		0.05	
Purchase accounting adjustment for commission expense		(0.01)		(0.00)	
Acquisition-related expenses deemed significant		-		0.04	
Amortization of acquisition-related intangible assets ^B		0.46		0.34	
One-time net gain resulting from the Tax Cuts and Jobs Act ^c		(2.07)		-	
Rounding		-		(0.01)	
Adjusted DEPS	\$	2.70	\$	2.20	23%

	FY 2017		F	Y 2016	V %
GAAP DEPS	\$	9.39	\$	6.43	46%
Purchase accounting adjustment to acquired deferred revenue		0.36		0.10	
Purchase accounting adjustment for commission expense		(0.03)		(0.00)	
Acquisition-related expenses deemed significant		-		0.04	
Amortization of acquisition-related intangible assets ^B		1.83		1.27	
Gain on sale of divested energy product line		(0.06)		-	
Impairment charge on minority investment		0.01		-	
Debt extinguishment charge		-		0.01	
One-time net gain resulting from the Tax Cuts and Jobs Act ^c		(2.08)		-	
Rounding		-		(0.01)	
Adjusted DEPS	\$	9.42	\$	7.84	20%

Table 5A: Q4 Adjusted EBITDA Reconciliation (\$M)

	Q4 2017		(Q4 2016	V% / Bps
GAAP Revenue	\$	1,227	\$	1,011	
Purchase accounting adjustment to acquired deferred revenue		8		7	
Adjusted Revenue	\$	1,235	\$	1,018	
GAAP Net Earnings	\$	444	\$	182	
Taxes		(140)		76	
Interest expense		43		30	
Depreciation		13		9	
Amortization		74		54	
Rounding		(1)		1	
EBITDA	\$	433	\$	352	
Purchase accounting adjustment to acquired deferred revenue		8		7	
Purchase accounting adjustment for commission expense		(1)		(0)	
Acquisition-related expenses deemed significant		-		6	
Rounding		1		-	
Adjusted EBITDA	\$	441	\$	365	21%
% of Adjusted Revenue		35.7%	_	35.9%	(20) bps

Table 5B: Full Year Adjusted EBITDA Reconciliation (\$M)

	F	Y 2017	F	TY 2016	V% / Bps
GAAP Revenue	\$	4,607	\$	3,790	
Purchase accounting adjustment to acquired deferred revenue		57		15	
Rounding		1		-	
Adjusted Revenue	\$	4,665	\$	3,805	
GAAP Net Earnings	\$	972	\$	659	
Taxes	Ŷ	63	Ŷ	282	
Interest expense		181		112	
Depreciation		50		37	
Amortization		295		203	
Rounding		(1)	_	-	
EBITDA	\$	1,560	\$	1,293	
Purchase accounting adjustment to acquired deferred revenue		57		15	
Purchase accounting adjustment for commission expense		(5)		(0)	
Acquisition-related inventory step-up charge		-		0	
Acquisition-related expenses deemed significant		-		6	
Gain on sale of divested Energy product line		(9)		-	
Impairment charge on minority investment		2		-	
Debt extinguishment charge		-		1	
Adjusted EBITDA	\$	1,605	\$	1,315	22%
% of Adjusted Revenue		34.4%		34.6%	(20) bps

Table 6: Forecasted Adjusted DEPS Reconciliation^A

	Q1 2018					Full Year 2018		
	Lo	Low End		High End		ow End	High End	
GAAP DEPS	\$	\$ 1.87 \$ 1.93		\$	8.64	\$	8.96	
Purchase accounting adjustments to acquired deferred revenue ^D		0.01		0.01		0.03		0.03
Amortization of acquisition-related intangible assets ^B		0.56		0.56		2.21		2.21
Adjustments to 2017 provisional income tax amounts resulting from the Tax Cuts and Jobs Act		TBD		TBD		TBD		TBD
Adjusted DEPS	\$	2.44	\$	2.50	\$	10.88	\$	11.20

- A. All 2017 and 2016 adjustments taxed at 35%, all 2018 adjustments taxed at 21%.
- B. Actual results and forecast of estimated amortization of acquisition-related intangible assets (\$M, except per share data); for comparison purposes, prior period amounts are also shown below. Tax rate of 35% applied to amortization in 2016 and 2017, and a tax rate of 21% applied to amortization in 2018.

	Q4	2016A	F١	2016A	Q	4 2017A	F	Y 2017A	Q	1 2018E	F١	2018E
Pretax	\$	54	\$	201	\$	73	\$	292	\$	74	\$	292
After-tax	\$	35	\$	131	\$	47	\$	190	\$	58	\$	231
Per share	\$	0.34	\$	1.27	\$	0.46	\$	1.83	\$	0.56	\$	2.21

C. One-time net gain resulting from the Tax Cuts and Jobs Act (\$215.4M after-tax).

D. Forecasted acquisition-related fair value adjustments to acquired deferred revenue of Deltek and Onvia, as shown below (\$M, except per share data).

	Q1	2018E	F	Y 2018E
Pretax	\$	2	\$	5
After-tax	\$	2	\$	3
Per Share	\$	0.01	\$	0.03

About Roper Technologies

Roper Technologies is a constituent of the S&P 500, Fortune 1000, and the Russell 1000 indices. Roper designs and develops software (both software-as-a-service and licensed), and engineered products and solutions for healthcare, transportation, food, energy, water, education and other niche markets worldwide. 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. Forwardlooking 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 forwardlooking statement. Such risks and uncertainties 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. 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, increased product liability and insurance costs, increased warranty exposure, future competition, changes in the supply of, or price for, parts and components, environmental compliance costs and liabilities, risks and cost associated with 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.

Condensed Consolidated Balance Sheets (unaudited)

(Amounts in thousands)

ASSETS:	De	ecember 31, 2017	Dec	ember 31, 2016
Cash and cash equivalents	\$	671,327	\$	757,200
Accounts receivable, net		641,662		619,854
Inventories, net		204,933		181,952
Unbilled receivables		143,634		129,965
Other current assets		97,846		87,530
Total current assets		1,759,402		1,776,501
Property, plant and equipment, net		142,535		141,318
Goodwill		8,820,313		8,647,142
Other intangible assets, net		3,475,218		3,655,843
Deferred taxes		30,726		30,620
Other assets		88,219		73,503
Total assets	\$	14,316,413	\$	14,324,927
LIABILITIES AND STOCKHOLDERS' EQUITY:				
Accounts payable	\$	171,073	\$	152,067
Accrued compensation		198,020		161,730
Deferred revenue		566,447		488,399
Other accrued liabilities		266,574		219,339
Income taxes payable		26,351		22,762
Current portion of long-term debt, net		800,944		400,975
Total current liabilities		2,029,409		1,445,272
Long-term debt, net of current portion		4,354,611		5,808,561
Deferred taxes		829,657		1,178,205
Other liabilities		239,172		104,024
Total liabilities		7,452,849		8,536,062
Common stock		1,044		1,036
Additional paid-in capital		1,602,869		1,489,067
Retained earnings		5,464,571		4,642,402
Accumulated other comprehensive loss		(186,214)		(324,739)
Treasury stock		(18,706)		(18,901)
Total stockholders' equity		6,863,564		5,788,865
Total liabilities and stockholders' equity	\$	14,316,413	\$	14,324,927

Condensed Consolidated Statements of Earnings (unaudited)

(Amounts in thousands, except per share data)

	 Three months en	ecember 31,	Twelve months ended December 31,					
	 2017		2016		2017	2016		
Net revenues	\$ 1,226,583	\$	1,010,800	\$	4,607,471	\$	3,789,925	
Cost of sales	461,471		383,922		1,742,675		1,457,515	
Gross profit	765,112		626,878		2,864,796		2,332,410	
Selling, general and administrative expenses	418,129		337,774		1,654,552		1,277,847	
Income from operations	346,983		289,104		1,210,244		1,054,563	
Interest expense, net	43,365		30,483		180,566		111,559	
Other income/(expense), net	(218)		(355)		5,045		(2,352)	
Earnings before income taxes	303,400		258,266		1,034,723		940,652	
Income taxes	(140,472)		76,185		62,951		282,007	
Net earnings	\$ 443,872	\$	182,081	\$	971,772	\$	658,645	
Earnings per share:								
Basic	\$ 4.33	\$	1.79	\$	9.51	\$	6.50	
Diluted	\$ 4.27	\$	1.78	\$	9.39	\$	6.43	
Weighted-average common shares outstanding:								
Basic	102,395		101,469		102,168		101,291	
Diluted	103,863		102,580		103,522		102,464	

Selected Segment Financial Data (unaudited)

(Amounts in thousands and percents of net revenues)

	Three months ended December 31,				Twelve months ended December 31,						
	2017			2016		2017			2016		
	Amount	%		Amount	%		Amount	%		Amount	%
Net revenues:											
RF Technology	\$ 491,438		\$	337,728		\$	1,862,126		\$	1,210,264	
Medical & Scientific Imaging	367,711			351,987			1,410,349			1,362,813	
Industrial Technology	206,994			178,446			783,707			706,625	
Energy Systems & Controls	160,440			142,639			551,289			510,223	
Total	\$ 1,226,583		\$	1,010,800		\$	4,607,471		\$	3,789,925	
Gross profit:											
RF Technology	\$ 306,833	62.4%	\$	193,430	57.3%	\$	1,136,929	61.1%	\$	685,923	56.7%
Medical & Scientific Imaging	262,104	71.3%		256,941	73.0%		1,015,200	72.0%		997,666	73.2%
Industrial Technology	102,778	49.7%		90,683	50.8%		396,188	50.6%		357,362	50.6%
Energy Systems & Controls	93,397	58.2%		85,824	60.2%		316,479	57.4%		291,459	57.1%
Total	\$ 765,112	62.4%	\$	626,878	62.0%	\$	2,864,796	62.2%	\$	2,332,410	61.5%
Operating profit*:			_								
RF Technology	\$ 136,605	27.8%	\$	99,562	29.5%	\$	479,295	25.7%	\$	372,467	30.8%
Medical & Scientific Imaging	129,961	35.3%		129,842	36.9%		486,575	34.5%		477,548	35.0%
Industrial Technology	60,901	29.4%		51,601	28.9%		235,018	30.0%		202,451	28.7%
Energy Systems & Controls	51,709	32.2%		45,874	32.2%		151,163	27.4%		129,602	25.4%
Total	\$ 379,176	30.9%	\$	326,879	32.3%	\$	1,352,051	29.3%	\$	1,182,068	31.2%
Net Orders:			_								
RF Technology	\$ 524,670		\$	378,587		\$	1,929,438		\$	1,278,246	
Medical & Scientific Imaging	394,015			384,097			1,448,269			1,399,007	
Industrial Technology	219,585			175,993			826,666			704,622	
Energy Systems & Controls	166,258			146,008			556,692			514,300	
Total	\$ 1,304,528		\$	1,084,685		\$	4,761,065		\$	3,896,175	

*Segment operating profit is before unallocated corporate general and administrative expenses. These expenses were \$32,193 and \$37,775 for the three months ended December 31, 2017 and 2016, respectively, and \$141,807 and \$127,505 for the twelve months ended December 30, 2017 and 2016, respectively.

Condensed Consolidated Statements of Cash Flows (unaudited)

(Amounts in thousands)

		Years ended December 31,				
		2017		2016		
Cash flows from operating activities:						
Net earnings	\$	971,772	\$	658,645		
Adjustments to reconcile net earnings to cash flows from operating activities:						
Depreciation and amortization of property, plant and equipment		49,513		37,299		
Amortization of intangible assets		295,452		203,154		
Amortization of deferred financing costs		7,227		5,612		
Non-cash stock compensation		83,075		78,827		
Gain on sale of assets		(9,393)				
Changes in operating assets and liabilities, net of acquired businesses:						
Accounts receivable		(6,673)		(20,734)		
Unbilled receivables		(13,493)		(1,202)		
Inventories		(15,363)		6,353		
Accounts payable and accrued liabilities		73,333		20,176		
Deferred revenue		74,881		25,190		
Income taxes		(256,971)		(47,589)		
Other, net		(18,878)		(1,946)		
Cash provided by operating activities		1,234,482		963,785		
Cash flows from investing activities:						
Acquisitions of businesses, net of cash acquired		(153,736)		(3,721,758)		
Capital expenditures		(48,752)		(37,305)		
Capitalized software expenditures		(10,784)		(2,801)		
Proceeds from sale of assets		10,628		870		
Other, net		(6,932)		8,138		
Cash used in investing activities		(209,576)		(3,752,856)		
Cash flows from financing activities:		()		(=,:==,===)		
Proceeds from senior notes		_		1,200,000		
Payment of senior notes		(400,000)				
Borrowings/(payments) under revolving line of credit, net		(660,000)		1,750,000		
Principal payments on convertible notes				(4,284)		
Debt issuance costs		_		(17,266)		
Cash dividends to stockholders		(142,753)		(121,130)		
Treasury stock sales		4,198		3,340		
Proceeds from stock based compensation, net		28,487		9,998		
Redemption premium on convertible debt				(14,166)		
Other		51		(1,229)		
Cash provided by/(used in) financing activities		(1,170,017)		2,805,263		
Effect of exchange rate changes on cash		59,238		(37,503)		
Net increase/(decrease) in cash and cash equivalents		(85,873)		(21,311)		
Cash and cash equivalents, beginning of year		757,200		778,511		
	ď		¢			
Cash and cash equivalents, end of year	\$	671,327	\$	757,200		