

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

FORM 10-Q

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended September 30, 2016.
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission File Number 1-12273

**ROPER TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**51-0263969**

(I.R.S. Employer Identification No.)

**6901 Professional Pkwy. East, Suite 200**  
**Sarasota, Florida**

(Address of principal executive offices)

**34240**

(Zip Code)

**(941) 556-2601**

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(do not check if smaller reporting company)

Indicate by check mark if the registrant is a shell company (as defined in Rule 12b-2 of the Act).  Yes  No

The number of shares outstanding of the Registrant's common stock as of October 28, 2016 was 101,434,201.

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## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

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

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Net sales	\$ 945,144	\$ 883,933	\$ 2,779,125	\$ 2,638,755
Cost of sales	366,651	350,450	1,073,593	1,053,200
Gross profit	578,493	533,483	1,705,532	1,585,555
Selling, general and administrative expenses	311,103	283,112	940,073	836,314
Income from operations	267,390	250,371	765,459	749,241
Interest expense, net	26,800	20,369	81,076	60,382
Loss on debt extinguishment	871	-	871	-
Other income/(expense), net	337	251	(1,126)	(1,948)
Earnings before income taxes	240,056	230,253	682,386	686,911
Income taxes	72,977	69,836	205,822	199,441
Net earnings	\$ 167,079	\$ 160,417	\$ 476,564	\$ 487,470
Net earnings per share:				
Basic	\$ 1.65	\$ 1.59	\$ 4.71	\$ 4.85
Diluted	1.63	1.58	4.65	4.80
Weighted average common shares outstanding:				
Basic	101,372	100,681	101,231	100,545
Diluted	102,522	101,607	102,424	101,512
Dividends declared per common share	\$ 0.30	\$ 0.25	\$ 0.90	\$ 0.75

See accompanying notes to condensed consolidated financial statements.

**Roper Technologies, Inc. and Subsidiaries**  
**Condensed Consolidated Statements of Comprehensive Income (unaudited)**  
(in thousands)

	<b>Three months ended</b>		<b>Nine months ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
Net earnings	\$ 167,079	\$ 160,417	\$ 476,564	\$ 487,470
Other comprehensive income/(loss), net of tax:				
Foreign currency translation adjustments	9,054	(49,684)	(35,673)	(104,482)
Post-retirement benefit plan adjustments	-	-	-	(1,063)
Total other comprehensive income/(loss), net of tax	<u>9,054</u>	<u>(49,684)</u>	<u>(35,673)</u>	<u>(105,545)</u>
Comprehensive income	<u>\$ 176,133</u>	<u>\$ 110,733</u>	<u>\$ 440,891</u>	<u>\$ 381,925</u>

See accompanying notes to condensed consolidated financial statements.

**Roper Technologies, Inc. and Subsidiaries**  
**Condensed Consolidated Balance Sheets (unaudited)**  
**(in thousands)**

	<u>September 30, 2016</u>	<u>December 31, 2015</u>
<b>ASSETS:</b>		
Cash and cash equivalents	\$ 882,270	\$ 778,511
Accounts receivable, net	498,006	488,271
Inventories, net	197,529	189,868
Unbilled receivables	119,109	122,042
Prepaid income taxes	31,933	-
Other current assets	45,964	39,355
<b>Total current assets</b>	<b>1,774,811</b>	<b>1,618,047</b>
Property, plant and equipment, net	103,847	105,510
Goodwill	5,969,328	5,824,726
Other intangible assets, net	2,541,482	2,528,996
Deferred taxes	30,663	31,532
Other assets	59,997	59,554
<b>Total assets</b>	<b>\$ 10,480,128</b>	<b>\$ 10,168,365</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY:</b>		
Accounts payable	\$ 144,235	\$ 139,737
Accrued compensation	106,906	119,511
Deferred revenue	290,231	267,030
Other accrued liabilities	200,463	168,513
Income taxes payable	28,003	18,532
Current portion of long-term debt, net	1,902	6,805
<b>Total current liabilities</b>	<b>771,740</b>	<b>720,128</b>
Long-term debt, net of current portion	3,087,151	3,264,417
Deferred taxes	821,349	810,856
Other liabilities	87,381	74,017
<b>Total liabilities</b>	<b>4,767,621</b>	<b>4,869,418</b>
Commitments and contingencies (Note 10)		
Common stock	1,033	1,028
Additional paid-in capital	1,482,963	1,419,262
Retained earnings	4,495,907	4,110,530
Accumulated other comprehensive earnings	(248,452)	(212,779)
Treasury stock	(18,944)	(19,094)
<b>Total stockholders' equity</b>	<b>5,712,507</b>	<b>5,298,947</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 10,480,128</b>	<b>\$ 10,168,365</b>

See accompanying notes to condensed consolidated financial statements.

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

	<b>Nine months ended September 30,</b>	
	<b>2016</b>	<b>2015</b>
Cash flows from operating activities:		
Net earnings	\$ 476,564	\$ 487,470
Adjustments to reconcile net earnings to cash flows from operating activities:		
Depreciation and amortization of property, plant and equipment	27,954	28,454
Amortization of intangible assets	149,149	119,766
Amortization of deferred financing costs	4,080	3,002
Non-cash stock compensation	60,480	47,035
Changes in operating assets and liabilities, net of acquired businesses:		
Accounts receivable	(1,660)	35,215
Unbilled receivables	3,684	(9,164)
Inventories	(5,916)	(7,047)
Accounts payable and accrued liabilities	36,965	(8,688)
Income taxes	(52,728)	(35,165)
Other, net	(5,199)	(1,311)
Cash provided by operating activities	<u>693,373</u>	<u>659,567</u>
Cash flows from investing activities:		
Acquisitions of businesses, net of cash acquired	(277,587)	(1,024,779)
Capital expenditures	(26,933)	(27,503)
Proceeds from sale of assets	866	724
Other, net	36	(5,093)
Cash used in investing activities	<u>(303,618)</u>	<u>(1,056,651)</u>
Cash flows from financing activities:		
Borrowings/(payments) under revolving line of credit, net	(180,000)	590,000
Principal payments on convertible notes	(4,010)	(4,006)
Cash premiums paid on convertible note conversions	(13,308)	(13,126)
Debt issuance costs	(6,763)	-
Cash dividends to stockholders	(90,632)	(75,210)
Proceeds from stock based compensation, net	13,895	19,237
Stock award tax excess windfall benefit	-	11,593
Treasury stock sales	2,576	2,117
Other	(1,053)	(1,273)
Cash provided by/(used in) financing activities	<u>(279,295)</u>	<u>529,332</u>
Effect of foreign currency exchange rate changes on cash	(6,701)	(42,100)
Net increase in cash and cash equivalents	103,759	90,148
Cash and cash equivalents, beginning of period	<u>778,511</u>	<u>610,430</u>
Cash and cash equivalents, end of period	<u>\$ 882,270</u>	<u>\$ 700,578</u>

See accompanying notes to condensed consolidated financial statements.

**Roper Technologies, Inc. and Subsidiaries**  
**Condensed Consolidated Statement of Changes in Stockholders' Equity (unaudited)**  
(in thousands)

	Common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive earnings	Treasury stock	Total
Balances at December 31, 2015	\$ 1,028	\$ 1,419,262	\$ 4,110,530	\$ (212,779)	\$ (19,094)	\$ 5,298,947
Net earnings	-	-	476,564	-	-	476,564
Stock option exercises	1	15,908	-	-	-	15,909
Treasury stock sold	-	2,426	-	-	150	2,576
Currency translation adjustments, net of \$84 tax	-	-	-	(35,673)	-	(35,673)
Stock based compensation	-	59,757	-	-	-	59,757
Restricted stock activity	4	(2,017)	-	-	-	(2,013)
Conversion of senior subordinated convertible notes, net of \$936 tax	-	(12,373)	-	-	-	(12,373)
Dividends declared	-	-	(91,187)	-	-	(91,187)
Balances at September 30, 2016	<u>\$ 1,033</u>	<u>\$ 1,482,963</u>	<u>\$ 4,495,907</u>	<u>\$ (248,452)</u>	<u>\$ (18,944)</u>	<u>\$ 5,712,507</u>

See accompanying notes to condensed consolidated financial statements.

## **1. Basis of Presentation**

The accompanying condensed consolidated financial statements for the three and nine months ended September 30, 2016 and 2015 are unaudited. In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments, which include only normal recurring adjustments, necessary to state fairly the financial position, results of operations, comprehensive income and cash flows of Roper Technologies, Inc. and its subsidiaries ("Roper" or the "Company") for all periods presented. The December 31, 2015 financial position data included herein was derived from the audited consolidated financial statements included in the 2015 Annual Report on Form 10-K ("Annual Report") filed on February 26, 2016 with the Securities and Exchange Commission ("SEC") but does not include all disclosures required by U.S. generally accepted accounting principles ("GAAP").

In the first quarter of 2016, Roper early adopted the provisions of an accounting standards update ("ASU") which affected the accounting for share-based payment awards. The provisions changed the reporting of excess tax benefits and tax deficiencies so that they are now reported in the income statement instead of additional paid-in capital, and the related cash flows are classified as operating activities as compared to the previous classification of financing activities. See Note 2 for additional information regarding the ASU.

Roper's management has made estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these condensed consolidated financial statements in conformity with GAAP. Actual results could differ from those estimates.

The results of operations for the three and nine months ended September 30, 2016 are not necessarily indicative of the results to be expected for the full year. You should read these unaudited condensed consolidated financial statements in conjunction with Roper's audited consolidated financial statements and the notes thereto included in its Annual Report.

## **2. Recent Accounting Pronouncements**

The Financial Accounting Standards Board ("FASB") establishes changes to accounting principles under GAAP in the form of accounting standards updates to the FASB's Accounting Standards Codification. The Company considers the applicability and impact of all ASUs. Any recent ASUs not listed below were assessed and determined to be either not applicable or are expected to have an immaterial impact on the Company's results of operations, financial position or cash flows.

### **Recently Adopted Accounting Pronouncements**

In March 2016, the FASB issued an update on stock compensation. The ASU simplifies several aspects of the accounting for employee share-based payment awards, including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification in the statement of cash flows. This standard is effective for annual reporting periods beginning after December 15, 2016. The Company elected to early adopt this standard on a prospective basis in the quarter ended March 31, 2016. The impact of the early adoption resulted in the following:

- The Company recorded tax benefits of \$4.2 million and \$9.7 million within income tax expense for the three and nine month periods ended September 30, 2016, respectively, related to the excess tax benefit on share-based awards. Prior to adoption this amount would have been recorded as a reduction of additional paid-in capital. This change could create volatility in the Company's effective tax rate.
- The Company no longer reclassifies the excess tax benefit from operating activities to financing activities in the statement of cash flows. The Company elected to apply this change in presentation prospectively and thus prior periods have not been adjusted.



- The Company elected not to change its policy on accounting for forfeitures and continued to estimate the total number of awards for which the requisite service period will not be rendered.
- The Company excluded the excess tax benefits from the assumed proceeds available to repurchase shares in the computation of its diluted earnings per share since adoption. This resulted in an increase in diluted weighted average common shares outstanding of 272,905 and 280,852 shares for the three and nine month periods ended September 30, 2016, respectively.

In March 2016, the FASB issued an update amending the equity method of accounting, eliminating the requirement that an entity retroactively adopt the equity method of accounting if an investment qualifies for the equity method as a result of an increase in the level of ownership or degree of influence. The amendments in the update, to be applied prospectively, are effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. Early adoption is permitted. The Company elected to early adopt on a prospective basis effective January 1, 2016. The update did not have a material impact on its results of operations, financial condition or cash flows.

In September 2015, the FASB issued an update providing guidance to simplify the accounting for measurement period adjustments. This update, effective for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years, requires that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The Company adopted the update effective January 1, 2016. The update did not have a material impact on its results of operations, financial condition or cash flows.

In April 2015, the FASB issued an update providing guidance to determine whether the fee paid by an entity for a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, then the software license element of the arrangement should be accounted for consistently with the acquisition of other software licenses. A cloud computing arrangement that does not include a software license should be accounted for as a service contract. The update is effective for annual periods beginning after December 15, 2015, and may be adopted prospectively or retrospectively. The Company adopted the update prospectively effective January 1, 2016. The update did not have a material impact on its results of operations, financial condition or cash flows.

In June 2014, the FASB issued an update to the accounting for stock compensation. This update, effective for fiscal years beginning after December 15, 2015, modifies the accounting for share-based payments when the terms of an award provide that a performance target could be achieved after the requisite service period. The Company adopted the update prospectively effective January 1, 2016. The update did not have a material impact on its results of operations, financial condition or cash flows.

### **Recently Released Accounting Pronouncements**

In August 2016, the FASB issued an update clarifying the classification of certain cash receipts and cash payments in the statement of cash flows. This update, effective for annual reporting periods after December 15, 2017, including interim periods within those annual periods, addresses the following eight specific cash flow issues: Debt prepayment or debt extinguishment costs; settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing; contingent consideration payments made after a business combination; proceeds from the settlement of insurance claims; proceeds from the settlement of corporate-owned life insurance policies (including bank-owned life insurance policies); distributions received from equity method investees; beneficial interests in securitization transactions; and separately identifiable cash flows and application of the predominance principle. The Company does not expect the update to have a material impact on its results of operations, financial condition or cash flows.

In February 2016, the FASB issued an update on lease accounting. The update, effective for annual reporting periods after December 15, 2018, including interim periods within those annual periods, provides amendments to current lease accounting. These amendments include the recognition of lease assets and lease liabilities on the balance sheet and disclosing other key information about leasing arrangements. The Company is evaluating the impact of the update on its results of operations, financial condition and cash flows.

In July 2015, the FASB issued an update providing guidance to simplify the measurement of inventory. This update, effective for fiscal years beginning after December 15, 2016, requires that inventory within the scope of the update be measured at the lower of cost and net realizable value. The Company does not expect the update to have a material impact on its results of operations, financial condition or cash flows.

In May 2014, the FASB issued updates on accounting and disclosures for revenue from contracts with customers. These updates, effective for annual reporting periods after December 15, 2017, create a single, comprehensive revenue recognition model for all contracts with customers. The model is based on changes in contract assets (rights to receive consideration) and liabilities (obligations to provide a good or service). Revenue will be recognized based on the satisfaction of performance obligations, which occurs when control of a good or service transfers to a customer. The Company is evaluating the impact of these updates on its results of operations, financial condition and cash flows.

### 3. Earnings Per Share

Basic earnings per share were calculated using net earnings and the weighted average number of shares of common stock outstanding during the respective period. Diluted earnings per share were calculated using net earnings and the weighted average number of shares of common stock and potential common stock outstanding during the respective period. Potentially dilutive common stock consisted of stock options and the premium over the conversion price on Roper's senior subordinated convertible notes based upon the trading price of Roper's common stock. Effective January 1, 2016, Roper adopted an ASU (see Note 2) on a prospective basis which increased the number of potentially dilutive stock options as there is no longer a tax benefit in the calculation of dilutive stock options. The effects of potential common stock were determined using the treasury stock method. Weighted average shares outstanding are shown below (in thousands):

	<u>Three months ended September 30,</u>		<u>Nine months ended September 30,</u>	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Basic shares outstanding	101,372	100,681	101,231	100,545
Effect of potential common stock:				
Common stock awards	1,112	847	1,131	868
Senior subordinated convertible notes	38	79	62	99
Diluted shares outstanding	<u>102,522</u>	<u>101,607</u>	<u>102,424</u>	<u>101,512</u>

For the three and nine months ended September 30, 2016 there were 1,063,100 and 1,066,100 outstanding stock options, respectively, that were not included in the determination of diluted earnings per share because doing so would have been antidilutive, as compared to 665,720 outstanding stock options that would have been antidilutive for both the three and nine month periods ended September 30, 2015.

### 4. Business Acquisitions

Roper completed three business acquisitions in the nine months ended September 30, 2016, with an aggregate purchase price of \$283 million using cash on hand. The results of operations of the acquired companies have been included in Roper's consolidated results since the date of each acquisition. Supplemental pro forma information has not been provided as the acquisitions did not have a material impact on Roper's consolidated results of operations individually or in aggregate.

On January 7, 2016, Roper acquired 100% of the shares of CliniSys Group, Ltd. ("CliniSys"), a provider of clinical laboratory software headquartered in the United Kingdom.

On March 17, 2016, Roper acquired the assets of PCI Medical, LLC, a provider of medical probe and scope disinfection products.

On April 1, 2016, the Company acquired 100% of the shares of GeneInsight, Inc., a provider of software for managing the analysis, interpretation and reporting of genetic tests.

All three acquisitions are reported in the Medical & Scientific Imaging segment and were acquired to enhance existing platforms and product lines.

The Company recorded \$165 million in goodwill and \$163 million of other identifiable intangibles in connection with the acquisitions; however, purchase price allocations are preliminary pending final tax-related adjustments. Of the \$163 million intangible assets acquired, \$10 million was assigned to trade names which have an indefinite life and therefore not subject to amortization. The remaining \$153 million of acquired intangible assets have a weighted average useful life of 16 years. The amortizable intangible assets include customer relationships of \$97 million (20 year weighted average useful life) and unpatented technology of \$56 million (9 year weighted average useful life).

## 5. Stock Based Compensation

The Roper Technologies, Inc. 2016 Incentive Plan ("2016 Plan") is a stock-based compensation plan used to grant incentive stock options, nonqualified stock options, restricted stock, stock appreciation rights or equivalent instruments to Roper's employees, officers and directors. The 2016 Plan was approved by shareholders at the Annual Meeting of Shareholders on May 27, 2016. The 2016 Plan replaces the Roper Technologies, Inc. Amended and Restated 2006 Incentive Plan ("2006 Plan"), and no additional grants will be made from the 2006 Plan.

Roper's stock purchase plan allows employees in the U.S. and Canada to designate up to 10% of eligible earnings to purchase Roper's common stock at a 5% discount to the average closing price of the stock at the beginning and end of a quarterly offering period. Common stock sold to employees may be either treasury stock, stock purchased on the open market, or newly issued shares.

The following table provides information regarding the Company's stock-based compensation expense (in thousands):

	<b>Three months ended September 30,</b>		<b>Nine months ended September 30,</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
Stock based compensation	\$ 21,388	\$ 17,597	\$ 60,480	\$ 47,035
Tax effect recognized in net income	7,486	6,159	21,168	16,462
Windfall tax benefit/(shortfall), net	-	2,132	-	10,887

Windfall tax benefits are no longer calculated due to the adoption of the ASU related to stock compensation (see Note 2), as all tax benefits are recognized in net income.

**Stock Options** - In the nine months ended September 30, 2016, 633,000 options were granted with a weighted average fair value of \$34.45 per option. During the same period in 2015, 585,155 options were granted with a weighted average fair value of \$33.69 per option. All options were issued at grant date fair value, which is defined by both the 2016 Plan and the 2006 Plan as the closing price of Roper's common stock on the date of grant.

Roper records compensation expense for employee stock options based on the estimated fair value of the options on the date of grant using the Black-Scholes option-pricing model. Historical data is used to estimate the expected price volatility, the expected dividend yield, the expected option life and the expected forfeiture rate. The risk-free rate is based on the U.S. Treasury yield curve in effect at the time of grant for the estimated life of the option. The following weighted average assumptions were used to estimate the fair value of options granted during current and prior year periods using the Black-Scholes option-pricing model:

	<b>Nine months ended September 30,</b>	
	<b>2016</b>	<b>2015</b>
Risk-free interest rate (%)	1.38	1.52
Expected option life (years)	5.20	5.10
Expected volatility (%)	21.63	22.23
Expected dividend yield (%)	0.70	0.62

Cash received from option exercises for the nine months ended September 30, 2016 and 2015 was \$15.9 million and \$21.3 million, respectively.

**Restricted Stock Awards** - During the nine months ended September 30, 2016, 395,980 restricted stock awards were granted with a weighted average grant date fair value of \$169.03 per restricted share. During the same period in 2015, 349,035 restricted stock awards were granted with a weighted average grant date fair value of \$152.80 per restricted share. All grants were issued at grant date fair value.

During the nine months ended September 30, 2016, 62,534 restricted awards vested with a weighted average grant date fair value of \$135.68 per restricted share, and a weighted average vest date fair value of \$172.61 per restricted share.

**Employee Stock Purchase Plan** - During the nine months ended September 30, 2016 and 2015, participants in the employee stock purchase plan purchased 15,076 and 13,437 shares, respectively, of Roper's common stock for total consideration of \$2.58 million and \$2.12 million, respectively. All shares were purchased from Roper's treasury shares.

## 6. Inventories

The components of inventory were as follows (in thousands):

	<b>September 30, 2016</b>	<b>December 31, 2015</b>
Raw materials and supplies	\$ 119,287	\$ 120,811
Work in process	29,440	22,979
Finished products	85,336	80,118
Inventory reserves	(36,534)	(34,040)
	<u>\$ 197,529</u>	<u>\$ 189,868</u>

## 7. Goodwill and Other Intangible Assets

The carrying value of goodwill by segment was as follows (in thousands):

	<b>Medical &amp; Scientific Imaging</b>	<b>RF Technology</b>	<b>Industrial Technology</b>	<b>Energy Systems &amp; Controls</b>	<b>Total</b>
Balances at December 31, 2015	\$ 3,039,197	\$ 1,993,299	\$ 374,033	\$ 418,197	\$ 5,824,726
Goodwill acquired	164,666	-	-	-	164,666
Other	(977)	2,428	-	-	1,451
Currency translation adjustments	(5,517)	(10,086)	(2,539)	(3,373)	(21,515)
Balances at September 30, 2016	<u>\$ 3,197,369</u>	<u>\$ 1,985,641</u>	<u>\$ 371,494</u>	<u>\$ 414,824</u>	<u>\$ 5,969,328</u>

Other relates primarily to tax purchase accounting and working capital adjustments for 2015 acquisitions.

Other intangible assets were comprised of (in thousands):

	<u>Cost</u>	<u>Accumulated amortization</u>	<u>Net book value</u>
Assets subject to amortization:			
Customer related intangibles	\$ 2,448,509	\$ (602,615)	\$ 1,845,894
Unpatented technology	270,170	(117,405)	152,765
Software	161,201	(44,298)	116,903
Patents and other protective rights	24,160	(18,659)	5,501
Backlog	700	(700)	-
Trade names	595	(122)	473
Assets not subject to amortization:			
Trade names	407,460	-	407,460
Balances at December 31, 2015	<u>\$ 3,312,795</u>	<u>\$ (783,799)</u>	<u>\$ 2,528,996</u>
Assets subject to amortization:			
Customer related intangibles	\$ 2,526,659	\$ (689,813)	\$ 1,836,846
Unpatented technology	296,238	(136,128)	160,110
Software	174,399	(50,803)	123,596
Patents and other protective rights	23,840	(19,965)	3,875
Trade names	6,621	(396)	6,225
Assets not subject to amortization:			
Trade names	410,830	-	410,830
Balances at September 30, 2016	<u>\$ 3,438,587</u>	<u>\$ (897,105)</u>	<u>\$ 2,541,482</u>

Amortization expense of other intangible assets was \$147,773 and \$118,119 during the nine months ended September 30, 2016 and 2015, respectively.

An evaluation of the carrying value of goodwill and indefinite-lived intangibles is required to be performed on an annual basis and on an interim basis if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. There have been no events or changes in circumstances which indicate an interim impairment review is required in 2016. The Company expects to perform the annual analysis during the fourth quarter.

## 8. Debt

On September 23, 2016, Roper entered into a new five-year unsecured credit facility (the "2016 Facility") composed of a five year \$2.5 billion revolving credit facility with JPMorgan Chase Bank, N.A., as administrative agent and a syndicate of lenders. The Company may also, subject to compliance with specified conditions, request additional borrowings in the form of term loans or additional revolving credit commitments in an aggregate amount not to exceed \$500 million. The interest rate on borrowings under the credit facility is calculated based upon various recognized indices plus a margin as defined in the 2016 Facility.

The 2016 Facility replaces Roper's previous unsecured credit facility, dated as of July 27, 2012, as amended as of October 28, 2015 (the "2012 Facility"). Due to the early termination of the 2012 Facility, Roper recorded a \$0.9 million non-cash debt extinguishment charge as other expense in the third quarter of 2016. This charge represents the unamortized fees associated with the 2012 Facility.

The 2016 Facility contains affirmative and negative covenants which, among other things, limit Roper's ability to incur new debt, enter into certain mergers and acquisitions, sell assets and grant liens, make restricted payments (including the payment of dividends on Roper's common stock) and capital expenditures, or change its line of business. Roper is also subject to financial covenants which require the Company to limit its consolidated total leverage ratio and to maintain a minimum consolidated interest coverage ratio. The most restrictive covenant is the consolidated total leverage ratio which is limited to 3.5.

Roper's 3.75% senior subordinated convertible notes due 2034 became convertible on January 15, 2009. During the nine months ended September 30, 2016, 7,670 notes were converted by note holders for \$17.3 million in cash. No gain or loss was recorded upon these conversions. In addition, a related \$0.9 million deferred tax liability associated with excess deductions recorded for tax purposes was relieved to additional paid-in capital upon the conversions.

## 9. Fair Value of Financial Instruments

Roper's debt at September 30, 2016 included \$3.1 billion of fixed-rate senior notes with the following fair values (in millions):

\$400 million 1.850% senior notes due 2017	\$	402
\$800 million 2.050% senior notes due 2018		810
\$500 million 6.250% senior notes due 2019		561
\$600 million 3.000% senior notes due 2020		625
\$500 million 3.125% senior notes due 2022		513
\$300 million 3.850% senior notes due 2025		318

The fair values of the senior notes are based on the trading prices of the notes, which the Company has determined to be Level 2 in the FASB fair value hierarchy.

## 10. Contingencies

Roper, in the ordinary course of business, is the subject of or a party to various pending or threatened legal actions, including product liability and employment practices that, in general, are based upon claims of the kind that have been customary over the past several years and which the Company is vigorously defending. After analyzing the Company's contingent liabilities on a gross basis and, based upon past experience with resolution of its product liability and employment practices claims and the limits of the primary, excess, and umbrella liability insurance coverages that are available with respect to pending claims, management believes that adequate provision has been made to cover any potential liability not covered by insurance, and that the ultimate liability, if any, arising from these actions should not have a material adverse effect on Roper's consolidated financial position, results of operations or cash flows.

Over recent years there has been an increase in certain U.S. states in asbestos-related litigation claims against numerous industrial companies. Roper or its subsidiaries have been named defendants in some such cases. No significant resources have been required by Roper to respond to these cases and the Company believes it has valid defenses to such claims and intends to defend them vigorously. Given the state of these claims it is not possible to determine the potential liability, if any.

Roper's consolidated financial statements include accruals for potential product liability and warranty claims based on its claims experience. Such costs are accrued at the time revenue is recognized. A summary of the warranty accrual activity for the nine months ended September 30, 2016 is presented below (in thousands):

Balances at December 31, 2015	\$	10,183
Additions charged to costs and expenses		12,516
Deductions		(12,752)
Other		52
Balances at September 30, 2016	\$	<u>9,999</u>

## 11. Business Segments

Sales and operating profit by industry segment are set forth in the following table (dollars in thousands):

	<b>Three months ended September 30,</b>			<b>Nine months ended September 30,</b>		
	<b>2016</b>	<b>2015</b>	<b>Change</b>	<b>2016</b>	<b>2015</b>	<b>Change</b>
Net sales:						
Medical & Scientific Imaging	\$ 338,027	\$ 299,621	12.8%	\$ 1,010,826	\$ 893,583	13.1%
RF Technology	303,565	253,556	19.7%	872,536	752,068	16.0%
Industrial Technology	178,317	186,147	(4.2)%	528,179	563,342	(6.2)%
Energy Systems & Controls	125,235	144,609	(13.4)%	367,584	429,762	(14.5)%
Total	<u>\$ 945,144</u>	<u>\$ 883,933</u>	6.9%	<u>\$ 2,779,125</u>	<u>\$ 2,638,755</u>	5.3%
Gross profit:						
Medical & Scientific Imaging	\$ 247,432	\$ 222,655	11.1%	\$ 740,725	\$ 660,971	12.1%
RF Technology	169,123	133,692	26.5%	492,493	397,874	23.8%
Industrial Technology	90,950	92,245	(1.4)%	266,679	281,052	(5.1)%
Energy Systems & Controls	70,988	84,891	(16.4)%	205,635	245,658	(16.3)%
Total	<u>\$ 578,493</u>	<u>\$ 533,483</u>	8.4%	<u>\$ 1,705,532</u>	<u>\$ 1,585,555</u>	7.6%
Operating profit*:						
Medical & Scientific Imaging	\$ 118,979	\$ 108,399	9.8%	\$ 347,706	\$ 325,439	6.8%
RF Technology	94,785	74,604	27.1%	272,905	228,521	19.4%
Industrial Technology	52,800	52,298	1.0%	150,850	162,383	(7.1)%
Energy Systems & Controls	31,777	42,300	(24.9)%	83,728	110,424	(24.2)%
Total	<u>\$ 298,341</u>	<u>\$ 277,601</u>	7.5%	<u>\$ 855,189</u>	<u>\$ 826,767</u>	3.4%
Long-lived assets:						
Medical & Scientific Imaging	\$ 38,793	\$ 35,818	8.3%			
RF Technology	30,984	29,570	4.8%			
Industrial Technology	35,584	40,170	(11.4)%			
Energy Systems & Controls	10,720	13,915	(23.0)%			
Total	<u>\$ 116,081</u>	<u>\$ 119,473</u>	(2.8)%			

\*Segment operating profit is before unallocated corporate general and administrative expenses. These expenses were \$30,951 and \$27,230 for the three months ended September 30, 2016 and 2015, respectively, and \$89,730 and \$77,526 for the nine months ended September 30, 2016 and 2015, respectively.

## 12. Subsequent Events

On October 31, 2016, Roper acquired 100% of the shares of iSqFt Parent Corp. (d/b/a ConstructConnect) for \$631 million in cash. ConstructConnect is a provider of cloud-based data, collaboration, and workflow automation solutions to the commercial construction industry and will be reported in the RF Technology segment. Roper acquired ConstructConnect in order to expand its portfolio of software platforms. Goodwill and other purchase price allocations are pending.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with Management's Discussion and Analysis of Financial Conditions and Results of Operations included in our Annual Report for the year ended December 31, 2015 as filed on February 26, 2016 with the U.S. Securities and Exchange Commission ("SEC") and the notes to our Condensed Consolidated Financial Statements included elsewhere in this report.

### Information About Forward-Looking Statements

This report includes "forward-looking statements" within the meaning of the federal securities laws. In addition, we, or our executive officers on our behalf, may from time to time make forward-looking statements in reports and other documents we file with the SEC or in connection with oral statements made to the press, potential investors or others. All statements that are not historical facts are "forward-looking statements." Forward-looking statements may be indicated by words or phrases such as "anticipate," "estimate," "plans," "expects," "projects," "should," "will," "believes" or "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 expressed or implied in any forward-looking statement.

Examples of forward-looking statements in this report include but are not limited to statements regarding operating results, the success of our internal operating plans, our expectations regarding our ability to generate cash and reduce debt and associated interest expense, profit and cash flow expectations, the prospects for newly acquired businesses to be integrated and contribute to future growth and our expectations regarding growth through acquisitions. Important assumptions relating to the forward-looking statements include, among others, assumptions regarding demand for our products, the cost, timing and success of product upgrades and new product introductions, raw materials costs, expected pricing levels, expected outcomes of pending litigation, competitive conditions and general economic conditions. These assumptions could prove inaccurate. Although we believe that the estimates and projections reflected in the forward-looking statements are reasonable, our expectations may prove to be incorrect. Important factors that could cause actual results to differ materially from estimates or projections contained in the forward-looking statements include, but are not limited to:

- general economic conditions;
- difficulty making acquisitions and successfully integrating acquired businesses;
- any unforeseen liabilities associated with future acquisitions;
- limitations on our business imposed by our indebtedness;
- unfavorable changes in foreign exchange rates;
- difficulties associated with exports;
- risks and costs associated with our international sales and operations;
- rising interest rates;
- product liability and insurance risks;
- increased warranty exposure;
- future competition;
- the cyclical nature of some of our markets;
- reduction of business with large customers;
- risks associated with government contracts;
- changes in the supply of, or price for, labor, raw materials, parts and components;
- environmental compliance costs and liabilities;
- risks and costs associated with asbestos-related litigation;
- potential write-offs of our substantial goodwill and other intangible assets;
- our ability to successfully develop new products;
- failure to protect our intellectual property;
- the effect of, or change in, government regulations (including tax);
- economic disruption caused by terrorist attacks, including cybersecurity threats, health crises or other unforeseen events; and
- the factors discussed in other reports filed with the SEC.



We believe these forward-looking statements are reasonable; however, you should not place undue reliance on any forward-looking statements, which are based on current expectations. Further, forward-looking statements speak only as of the date they are made, and we undertake no obligation to publicly update any of these statements in light of new information or future events.

## **Overview**

Roper Technologies, Inc. ("Roper," "we" or "us") is a diversified technology company. We operate 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; including healthcare, transportation, food, energy, water, education and academic research.

We pursue consistent and sustainable growth in earnings by emphasizing continuous improvement in the operating performance of our existing businesses and by acquiring other businesses that offer high value-added services, engineered products and solutions and are capable of achieving growth and maintaining high margins. We compete in many niche markets and believe we are the market leader or a competitive alternative to the market leader in most of these markets.

## **Critical Accounting Policies**

There were no material changes during the nine months ended September 30, 2016 to the items that we disclosed as our critical accounting policies and estimates in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our 2015 Annual Report on Form 10-K filed on February 26, 2016.

## **Recently Issued Accounting Standards**

Information regarding new accounting pronouncements is included in Note 2 of the Notes to Condensed Consolidated Financial Statements.

## Results of Operations

### General

The following table sets forth selected information for the periods indicated. Dollar amounts are in thousands and percentages are the particular line item shown as a percentage of net sales. Percentages may not foot due to rounding.

	<u>Three months ended September 30,</u>		<u>Nine months ended September 30,</u>	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Net sales:				
Medical & Scientific Imaging	\$ 338,027	\$ 299,621	\$ 1,010,826	\$ 893,583
RF Technology	303,565	253,556	872,536	752,068
Industrial Technology	178,317	186,147	528,179	563,342
Energy Systems & Controls	125,235	144,609	367,584	429,762
Total	<u>\$ 945,144</u>	<u>\$ 883,933</u>	<u>\$ 2,779,125</u>	<u>\$ 2,638,755</u>
Gross margin:				
Medical & Scientific Imaging	73.2%	74.3%	73.3%	74.0%
RF Technology	55.7	52.7	56.4	52.9
Industrial Technology	51.0	49.6	50.5	49.9
Energy Systems & Controls	56.7	58.7	55.9	57.2
Total	<u>61.2</u>	<u>60.4</u>	<u>61.4</u>	<u>60.1</u>
Selling, general & administrative expenses:				
Medical & Scientific Imaging	38.0%	38.1%	38.9%	37.5%
RF Technology	24.5	23.3	25.2	22.5
Industrial Technology	21.4	21.5	21.9	21.1
Energy Systems & Controls	31.3	29.5	33.2	31.5
Total	<u>29.6</u>	<u>28.9</u>	<u>30.6</u>	<u>28.8</u>
Segment operating margin:				
Medical & Scientific Imaging	35.2%	36.2%	34.4%	36.4%
RF Technology	31.2	29.4	31.3	30.4
Industrial Technology	29.6	28.1	28.6	28.8
Energy Systems & Controls	25.4	29.3	22.8	25.7
Total	<u>31.6</u>	<u>31.4</u>	<u>30.8</u>	<u>31.3</u>
Corporate administrative expenses				
	<u>(3.3)</u>	<u>(3.1)</u>	<u>(3.2)</u>	<u>(2.9)</u>
	28.3	28.3	27.5	28.4
Interest expense	(2.8)	(2.3)	(2.9)	(2.3)
Loss on debt extinguishment	(0.1)	-	-	-
Other income/(expense)	-	-	-	(0.1)
Earnings before income taxes	<u>25.4</u>	<u>26.0</u>	<u>24.6</u>	<u>26.0</u>
Income taxes	<u>(7.7)</u>	<u>(7.9)</u>	<u>(7.4)</u>	<u>(7.6)</u>
Net earnings	<u>17.7%</u>	<u>18.1%</u>	<u>17.1%</u>	<u>18.5%</u>

### Three months ended September 30, 2016 compared to three months ended September 30, 2015

Net sales for the three months ended September 30, 2016 increased by 7% as compared to the three months ended September 30, 2015. Acquisitions, net of divestitures, added 6%, organic growth was 2% and the negative foreign exchange impact was 1%.

Our Medical & Scientific Imaging segment net sales increased by 13% to \$338 million in the third quarter of 2016 as compared to \$300 million in the third quarter of 2015. Acquisitions added 8% and organic sales increased by 5%. The increase in organic sales was due to increased sales in our medical products and software businesses, led by Verathon, NDI and Strata. Gross margin decreased to 73.2% in the third quarter of 2016 from 74.3% in the third quarter of 2015 due to product mix. Selling, general and administrative ("SG&A") expenses as a percentage of net sales were relatively unchanged at 38.0% in the third quarter of 2016 as compared to 38.1% in the third quarter of 2015. As a result, operating margin was 35.2% in the third quarter of 2016 as compared to 36.2% in the third quarter of 2015.

In our RF Technology segment, net sales were \$304 million in the third quarter of 2016 as compared to \$254 million in the third quarter of 2015, an increase of 20%. Acquisitions accounted for 13% and organic sales increased by 7%. The increase in organic sales was due primarily to increased sales in our toll and traffic and card system businesses in the current year period. Gross margin increased to 55.7% in the third quarter of 2016 as compared to 52.7% in the third quarter of 2015, due primarily to product mix in our toll and traffic businesses, operating leverage on higher sales volume at our freight match business and a full quarter of sales from the 2015 acquisitions of radio-frequency identification ("RFID") card reader and software companies which have a higher gross margin. SG&A expenses as a percentage of net sales in the third quarter of 2016 increased to 24.5% as compared to 23.3% in the prior year due to an increased percentage of sales at our software businesses which have a higher SG&A structure. The resulting operating margin was 31.2% in the third quarter of 2016 as compared to 29.4% in the third quarter of 2015.

Our Industrial Technology segment net sales decreased by 4% to \$178 million in the third quarter of 2016 as compared to \$186 million in the third quarter of 2015 due to the divestiture of the Abel Pumps business. Organic sales increased slightly due primarily to increased sales in our water meter business offset in part by decreased sales in our fluid handling businesses which serve oil and gas markets. Gross margin was relatively unchanged at 51.0% for the three months ended September 30, 2016 as compared to 49.6% for the three months ended September 30, 2015. SG&A expenses as a percentage of net sales was relatively unchanged at 21.4% in the current year quarter as compared to 21.5% in the prior year quarter. The resulting operating margin was 29.6% in the third quarter of 2016 as compared to 28.1% in the third quarter of 2015.

Net sales in our Energy Systems & Controls segment decreased by 13% to \$125 million during the third quarter of 2016 compared to \$145 million in the third quarter of 2015, which included a negative 1% foreign exchange impact. The decrease in sales was due to decreased sales in oil and gas products, including safety systems and valves. Gross margin decreased to 56.7% in the third quarter of 2016 as compared to 58.7% in the third quarter of 2015 and SG&A expenses as a percentage of net sales increased to 31.3% in the current year quarter as compared to 29.5% in the prior year quarter, both of which were due to negative operating leverage on lower sales volume. As a result, operating margin was 25.4% in the third quarter of 2016 as compared to 29.3% in the third quarter of 2015.

Corporate expenses increased to \$31.0 million, or 3.3% of sales, in the third quarter of 2016 as compared to \$27.2 million, or 3.1% of sales, in the third quarter of 2015, due primarily to increased equity compensation costs as a result of an increase in the number of shares granted in the current year as well as increases in our common stock price.

Net interest expense was \$26.8 million for the third quarter of 2016 as compared to \$20.4 in the third quarter of 2015 due to higher weighted average debt balances and higher average interest rates in the current quarter.

Other expense of \$0.5 million in the third quarter of 2016 was due primarily to a non-cash debt extinguishment charge related to the early termination of our prior credit facility, offset in part by foreign exchange gains at our non-U.S. based subsidiaries. Other income of \$0.3 million in the third quarter of 2015 was due primarily to foreign exchange gains at our non-U.S. based subsidiaries.

Income taxes as a percent of pretax earnings were 30.4% in the third quarter of 2016 as compared to 30.3% in the third quarter of 2015. The increase in the income tax rate was due primarily to a discrete benefit related to foreign tax credits in the third quarter of 2015, offset in part by the recognition of \$4.2 million in excess tax benefits in the current year quarter in accordance with the stock compensation ASU adopted in the first quarter of 2016 (see Note 2 of the Notes to Condensed Consolidated Financial Statements). We expect the effective tax rate for 2016 to be approximately 30%.

During the quarter ended September 30, 2016, the functional currencies of most of our European subsidiaries were stronger, and the Canadian dollar and British pound weaker, against the U.S. dollar as compared to the quarter ended September 30, 2015. The difference in operating profit related to foreign exchange, translated into U.S. dollars, was less than 1% for these subsidiaries in the third quarter of 2016 compared to the third quarter of 2015.

Net orders were \$929 million in the third quarter of 2016 as compared to \$894 million in the third quarter of 2015. Acquisitions, net of divestitures, contributed 5% to the current quarter orders. Our order backlog was \$1.12 billion at September 30, 2016 as compared to \$1.05 billion at September 30, 2015, an increase of 7%.

	Net orders booked for the three months ended September 30,		Order backlog as of September 30,	
	2016	2015	2016	2015
	(in thousands)			
Medical & Scientific Imaging	\$ 332,624	\$ 317,743	\$ 396,620	\$ 343,808
RF Technology	300,303	245,694	563,716	523,236
Industrial Technology	173,757	184,846	69,020	73,366
Energy Systems & Controls	121,818	145,478	90,699	110,237
<b>Total</b>	<b>\$ 928,502</b>	<b>\$ 893,761</b>	<b>\$ 1,120,055</b>	<b>\$ 1,050,647</b>

#### Nine months ended September 30, 2016 compared to nine months ended September 30, 2015

Net sales for the nine months ended September 30, 2016 increased by 5% as compared to the nine months ended September 30, 2015. The increase was the result of a net effect of 7% from acquisitions and divestitures, negative organic growth of 1% and a negative foreign exchange impact of 1%.

Our Medical & Scientific Imaging segment net sales increased by 13% to \$1.0 billion in the nine months ended September 30, 2016 as compared to \$0.9 billion in the nine months ended September 30, 2015. Acquisitions added 10%, organic sales increased by 4%, and the negative foreign exchange impact was 1%. The increase in organic sales was due to increased sales in our medical businesses, led by Verathon and NDI. Gross margin decreased to 73.3% in the nine months ended September 30, 2016 as compared to 74.0% in the nine months ended September 30, 2015 due to product mix. SG&A expenses as a percentage of net sales increased to 38.9% in the nine months ended September 30, 2016 as compared to 37.5% for the nine months ended September 30, 2015 due to a higher SG&A structure in our medical businesses. As a result, operating margin was 34.4% in the nine months ended September 30, 2016 as compared to 36.4% in the nine months ended September 30, 2015.

In our RF Technology segment, net sales were \$873 million in the nine months ended September 30, 2016 as compared to \$752 million in the nine months ended September 30, 2015, an increase of 16%. Acquisitions accounted for 16%, organic sales increased by 1% and the negative foreign exchange impact was 1%. The increase in organic sales was due primarily to increased sales in our software businesses offset in part by the completion of large service contracts in our toll and traffic businesses in 2015. Gross margin increased to 56.4% in the nine months ended September 30, 2016 as compared to 52.9% in the nine months ended September 30, 2015 due to product mix in our toll and traffic businesses as well as an increased percentage of sales at our software businesses which have a higher gross margin. SG&A expenses as a percentage of net sales in the nine months ended September 30, 2016 increased to 25.2% as compared to 22.5% in the prior year due primarily to an increased percentage of sales at our software businesses which have a higher SG&A structure. The resulting operating margin was 31.3% in the nine months ended September 30, 2016 as compared to 30.4% in the nine months ended September 30, 2015.

Our Industrial Technology segment net sales decreased by 6.2% to \$528 million in the nine months ended September 30, 2016 as compared to \$563 million in the nine months ended September 30, 2015. The divestiture of the Abel Pumps business accounted for 4.0%, organic sales decreased by 1.7%, and the negative foreign exchange impact was 0.5%. The decrease in organic sales was due primarily to decreased sales in our fluid handling businesses which serve oil and gas markets, offset in part by increased sales in our water metering business. Gross margin was relatively unchanged at 50.5% for the nine months ended September 30, 2016 as compared to 49.9% for the nine months ended September 30, 2015. SG&A expenses as a percentage of net sales increased to 21.9% in the nine months ended September 30, 2016 as compared to 21.1% in the nine months ended September 30, 2015, due to negative operating leverage on lower sales volume. The resulting operating margin was 28.6% in the nine months ended September 30, 2016 and 28.8% in the nine months ended September 30, 2015.

Net sales in our Energy Systems & Controls segment decreased by 15% to \$368 million during the nine months ended September 30, 2016 compared to \$430 million in the nine months ended September 30, 2015. Organic sales decreased by 14% and the negative foreign exchange impact was 1%. The decrease in organic sales was due to decreased sales in oil and gas products, including safety systems and valves. Gross margin decreased to 55.9% in the nine months ended September 30, 2016 compared to 57.2% in the nine months ended September 30, 2015 and SG&A expenses as a percentage of net sales increased to 33.2% in the nine months ended September 30, 2016 compared to 31.5% in the nine months ended September 30, 2015, both of which were due to negative operating leverage on lower sales volume. As a result, operating margin was 22.8% in the nine months ended September 30, 2016 as compared to 25.7% in the nine months ended September 30, 2015.

Corporate expenses increased to \$89.7 million, or 3.2% of sales, in the nine months ended September 30, 2016 as compared to \$77.5 million, or 2.9% of sales, in the nine months ended September 30, 2015, due primarily to increased equity compensation costs as a result of an increase in the number of shares granted in the current year as well as increases in our common stock price.

Net interest expense was \$81.1 million for the nine months ended September 30, 2016 compared to \$60.4 million for the nine months ended September 30, 2015, due to higher weighted average debt balances and higher average interest rates in the current year.

Other expense was \$2.0 million in the nine months ended September 30, 2016 due primarily to a non-cash debt extinguishment charge and foreign exchange losses at our non-U.S. subsidiaries, and \$1.9 million in the nine months ended September 30, 2015, due primarily to a \$3 million write-off of an investment in a startup technology company, offset in part by foreign exchange gains at our non-U.S. subsidiaries.

Income taxes as a percent of pretax earnings were 30.2% in the nine months ended September 30, 2016 as compared to 29.0% in the nine months ended September 30, 2015. The increase in the income tax rate was due primarily to a discrete \$15.9 million benefit related to the resolution of a tax matter in the second quarter of 2015, offset in part by the recognition of \$9.7 million in excess tax benefits in the current year in accordance with the stock compensation ASU adopted in the first quarter of 2016 (see Note 2 of the Notes to Condensed Consolidated Financial Statements). We expect the effective tax rate for 2016 to be approximately 30%.

At September 30, 2016, the British pound was weaker, and the functional currencies of our Canadian and most of our European subsidiaries slightly stronger, against the U.S. dollar compared to currency exchange rates at December 31, 2015. The currency changes resulted in a pretax decrease of \$36 million in the foreign exchange component of comprehensive earnings for the nine months ended September 30, 2016, \$22 million of which is related to goodwill and does not directly affect our expected future cash flows. During the nine months ended September 30, 2016, the functional currencies of our European and Canadian subsidiaries were weaker against the U.S. dollar as compared to the nine months ended September 30, 2015. The difference in operating profit related to foreign exchange, translated into U.S. dollars, was less than 1% for these companies in the nine months ended September 30, 2016 compared to the nine months ended September 30, 2015.

#### Financial Condition, Liquidity and Capital Resources

Selected cash flows for the three and nine months ended September 30, 2016 and 2015 were as follows (in millions):

Cash provided by/(used in):	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Operating activities	\$ 316.5	\$ 226.6	\$ 693.4	\$ 659.6
Investing activities	(10.4)	(442.3)	(303.6)	(1,056.7)
Financing activities	(47.3)	256.1	(279.3)	529.3

Operating activities - Net cash provided by operating activities increased by 40% to \$317 million in the third quarter of 2016 as compared to \$227 million in the third quarter of 2015 due primarily to higher net income net of non-cash charges, improved receivables collection, increased accounts payable and deferred revenue balances, and the timing of income tax and other certain payments. Net cash provided by operating activities increased by 5% to \$693 million in the nine months ended September 30, 2016 as compared to \$660 million in the nine months ended September 30, 2015 due primarily to higher net income net of non-cash charges.

Investing activities - Cash used in investing activities was primarily for business acquisitions and capital expenditures during the three and nine months ended September 30, 2016 and 2015.

Financing activities - Cash used in financing activities was primarily for debt principal repayments and dividends in the three and nine months ended September 30, 2016 and 2015. Cash provided by financing activities in the three and nine months ended September 30, 2016 was primarily from stock option proceeds. Cash provided by financing activities in the three and nine month periods ended September 30, 2015 was primarily from debt borrowings to fund acquisitions. Net debt payments were \$184 million in the nine months ended September 30, 2016 as compared to net debt borrowings of \$586 million in the nine months ended September 30, 2015.

Total debt at September 30, 2016 consisted of the following (amounts in thousands):

\$400 million 1.850% senior notes due 2017	\$	400,000
\$800 million 2.050% senior notes due 2018		800,000
\$500 million 6.250% senior notes due 2019		500,000
\$600 million 3.000% senior notes due 2020		600,000
\$500 million 3.125% senior notes due 2022		500,000
\$300 million 3.850% senior notes due 2025		300,000
Senior subordinated convertible notes		262
Revolving Debt Facility		-
Deferred finance costs		(14,146)
Other		2,937
<b>Total debt, net of deferred finance costs</b>		<b>3,089,053</b>
Less current portion		1,902
<b>Long-term debt, net of deferred finance costs</b>	<b>\$</b>	<b><u>3,087,151</u></b>

The interest rate on borrowings under our \$2.5 billion unsecured credit facility is calculated based upon various recognized indices plus a margin as defined in the credit agreement. See Note 8 of the Notes to Condensed Consolidated Financial Statements for information regarding our new credit facility. At September 30, 2016, there were no outstanding borrowings under the facility.

At September 30, 2016, we had \$3 million of other debt in the form of capital leases and several smaller facilities that allow for borrowings or the issuance of letters of credit in various foreign locations to support our non-U.S. businesses and \$42 million of outstanding letters of credit.

Cash and short-term investments at our foreign subsidiaries at September 30, 2016 totaled \$561 million. Repatriation of these funds under current regulatory and tax law for use in domestic operations would expose us to additional taxes. We consider this cash to be permanently reinvested. We expect existing cash and cash equivalents, cash generated by our U.S. operations, our unsecured credit facility, as well as our expected ability to access the capital markets, will be sufficient to fund operating requirements in the U.S. for the foreseeable future.

We were in compliance with all debt covenants related to our credit facilities throughout the nine months ended September 30, 2016.

Net working capital (total current assets, excluding cash, less total current liabilities, excluding debt) was \$123 million at September 30, 2016 compared to \$126 million at December 31, 2015, reflecting a decrease in working capital due primarily to increased accounts payable and deferred revenue balances, offset in part by an increase in tax prepayments. Total debt was \$3.1 billion at September 30, 2016 as compared to \$3.3 billion at December 31, 2015, due to the use of operating cash flows to pay off outstanding revolver debt. Our leverage is shown in the following table (in thousands):

	<u>September 30, 2016</u>	<u>December 31, 2015</u>
Total Debt	\$ 3,103,199	\$ 3,288,614
Cash	(882,270)	(778,511)
Net Debt	2,220,929	2,510,103
Stockholders' Equity	5,712,507	5,298,947
Total Net Capital	<u>\$ 7,933,436</u>	<u>\$ 7,809,050</u>
Net Debt / Total Net Capital	28.0%	32.1%

Capital expenditures were \$27 million for the nine months ended September 30, 2016 and \$28 million for the nine months ended September 30, 2015. We expect capital expenditures for the balance of the year to be comparable to prior years as a percentage of sales.

There have been no significant changes to our contractual obligations from those disclosed in our 2015 Annual Report on Form 10-K filed on February 26, 2016.

#### **Off-Balance Sheet Arrangements**

At September 30, 2016, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

#### **Outlook**

Current geopolitical uncertainties could adversely affect our business prospects. A significant terrorist attack or other global conflict could cause changes in world economies that would adversely affect us. It is impossible to isolate each of these factor's effects on current economic conditions. It is also impossible to predict with any reasonable degree of certainty what or when any additional events may occur that also would similarly disrupt the economy.

We maintain an active acquisition program; however, future acquisitions will be dependent on numerous factors and it is not feasible to reasonably estimate if or when any such acquisitions will occur and what the impact will be on our business, financial condition and results of operations. Such acquisitions may be financed by the use of existing credit lines, future cash flows from operations, the proceeds from the issuance of new debt or equity securities or some combination of these methods.

We anticipate that our recently acquired companies as well as our other companies will generate positive cash flows from operating activities, and that these cash flows will permit the reduction of any borrowings on our revolving facility. However, the rate at which we can reduce any debt during 2016 (and reduce the associated interest expense) will be affected by, among other things, the financing and operating requirements of any new acquisitions and the financial performance of our existing companies; and none of these factors can be predicted with certainty.

#### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

See "Item 7A - Quantitative and Qualitative Disclosures about Market Risk," in our 2015 Annual Report on Form 10-K filed on February 26, 2016. There were no material changes during the nine months ended September 30, 2016.

#### **ITEM 4. CONTROLS AND PROCEDURES**

As required by SEC rules, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this quarterly report ("Evaluation Date"). This evaluation was carried out under the supervision and with the participation of our management, including our principal executive officer and principal financial officer. Based on this evaluation as of the Evaluation Date, these officers have concluded that the design and operation of our disclosure controls and procedures are effective.

Our disclosure controls and procedures are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act are accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

There were no changes to our internal controls during the period covered by this quarterly report that materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

## **Part II. OTHER INFORMATION**

### **Item 1. Legal Proceedings**

Information pertaining to legal proceedings can be found in Note 10 of the Notes to Condensed Consolidated Financial Statements included elsewhere in this report, and is incorporated by reference herein.

### **Item 1A. Risk Factors**

For information regarding factors that could affect our results of operations, financial condition and liquidity, see the risk factors discussion in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2015 as filed on February 26, 2016 with the SEC. See also, "Information about Forward-Looking Statements" included in Part I, Item 2 of this Quarterly Report on Form 10-Q.



**Item 6. Exhibits**

- a)10.1 Roper Technologies, Inc. 2016 Incentive Plan.
- b)10.2 Credit Agreement, dated as of September 23, 2016, among Roper Technologies, Inc., as parent borrower, the foreign subsidiary borrowers of Roper Technologies, Inc. from time to time parties thereto, the several lenders from time to time parties thereto, Bank of Tokyo-Mitsubishi UFJ Ltd., Mizuho Bank, Ltd. PNC Bank, SunTrust Bank and TD Bank N.A., as documentation agents, Wells Fargo Bank, N.A. and Bank of America, N.A., as syndication agents, and JPMorgan Chase Bank, N.A., as administrative agent.
- 31.1 Rule 13a-14(a)/15d-14(a), Certification of the Chief Executive Officer, filed herewith.
- 31.2 Rule 13a-14(a)/15d-14(a), Certification of the Chief Financial Officer, filed herewith.
- 32.1 Section 1350 Certification of the Chief Executive and Chief Financial Officers, furnished herewith.
- 101.INS XBRL Instance Document, filed herewith.
- 101.SCH XBRL Taxonomy Extension Schema Document, filed herewith.
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document, filed herewith.
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document, filed herewith.
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document, filed herewith.
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document, filed herewith.
- a) Incorporated herein by reference to Appendix B of the Company's Definitive Proxy Statement on Schedule 14A filed April 26, 2016.
- b) Incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed September 23, 2016.

## 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 thereunto duly authorized.

### Roper Technologies, Inc.

<u>          /s/ Brian D. Jellison          </u> Brian D. Jellison	Chairman of the Board, President, and Chief Executive Officer (Principal Executive Officer)	November 4, 2016
<u>          /s/ John Humphrey          </u> John Humphrey	Chief Financial Officer and Executive Vice President (Principal Financial Officer)	November 4, 2016
<u>          /s/ Paul J. Soni          </u> Paul J. Soni	Vice President and Controller (Principal Accounting Officer)	November 4, 2016

**EXHIBIT INDEX  
TO REPORT ON FORM 10-Q**

Number	Exhibit
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10.2	Credit Agreement, dated as of September 23, 2016, among Roper Technologies, Inc., as parent borrower, the foreign subsidiary borrowers of Roper Technologies, Inc. from time to time parties thereto, the several lenders from time to time parties thereto, Bank of Tokyo-Mitsubishi UFJ Ltd., Mizuho Bank, Ltd. PNC Bank, SunTrust Bank and TD Bank N.A., as documentation agents, Wells Fargo Bank, N.A. and Bank of America, N.A., as syndication agents, and JPMorgan Chase Bank, N.A., as administrative agent, incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on 8-K filed September 23, 2016.
31.1	Rule 13a-14(a)/15d-14(a), Certification of the Chief Executive Officer, filed herewith.
31.2	Rule 13a-14(a)/15d-14(a), Certification of the Chief Financial Officer, filed herewith.
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101.INS	XBRL Instance Document, filed herewith.
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101.DEF	XBRL Taxonomy Extension Definition Linkbase Document, filed herewith.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document, filed herewith.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document, filed herewith.

I, Brian D. Jellison, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Roper Technologies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 4, 2016

/s/ Brian D. Jellison

Brian D. Jellison  
Chairman of the Board, President and  
Chief Executive Officer  
(Principal Executive Officer)

I, John Humphrey, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Roper Technologies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 4, 2016

/s/ John Humphrey

John Humphrey  
Executive Vice President and  
Chief Financial Officer  
(Principal Financial Officer)

## CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Roper Technologies, Inc. (the "Company") on Form 10-Q for the period ending September 30, 2016, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Brian D. Jellison, Chief Executive Officer of the Company, and John Humphrey, Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of his knowledge that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 4, 2016

/s/ Brian D. Jellison

Brian D. Jellison  
Chairman of the Board, President and Chief Executive Officer  
(Principal Executive Officer)

/s/ John Humphrey

John Humphrey  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

This certificate is being made for the exclusive purpose of compliance of the Company with the requirements of Section 906 of the Sarbanes-Oxley Act of 2002, and may not be disclosed, distributed or used by any person or for any reason other than specifically required by law.