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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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

**June 14, 2021 (June 10, 2021)  
Date of Report (Date of earliest event reported)**

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**ROPER TECHNOLOGIES, INC.**  
(Exact name of registrant as specified in its charter)

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**DELAWARE**  
(State or other jurisdiction of incorporation)

**1-12273**  
(Commission File Number)

**51-0263969**  
(IRS Employer Identification No.)

**6901 PROFESSIONAL PKWY, SUITE 200,  
SARASOTA, FLORIDA**  
(Address of principal executive offices)

**34240**  
(Zip Code)

**(941) 556-2601**  
(Registrant's telephone number, including area code)  
  
(Former name or former address, if changed since last report)

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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))

Securities Registered Pursuant to Section 12(b) of the Act:

| Title of Each Class            | Trading<br>Symbol(s) | Name of Each Exchange<br>on Which Registered |
|--------------------------------|----------------------|--|
| Common Stock, \$0.01 Par Value | ROP                  | New York Stock Exchange                      |

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

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. ☐

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Roper Technologies, Inc. 2021 Incentive Plan*

At the Annual Meeting of Shareholders (the “Annual Meeting”) of Roper Technologies, Inc. (the “Company”) held on June 14, 2021, the Company’s shareholders approved the Roper Technologies, Inc. 2021 Incentive Plan (the “Plan”). The Company’s Board of Directors originally approved the Plan in March 2021, subject to shareholder approval.

The Plan provides for a variety of equity and cash-based awards as a tool for the Company to attract, retain, motivate, and reward employees of the Company and its affiliates (including named executive officers), as well as consultants and non-employee directors; and promote the creation of long-term value for shareholders by closely aligning the interests of participants with those of shareholders.

The Plan replaces the Company’s 2016 Incentive Plan, as amended (the “Former Plan”). As of the effective date of the Plan, no further grants may be made under the Former Plan and shares that were available for issuance under the Former Plan and not subject to outstanding awards became available for issuance (in addition to 7,078,000 newly authorized shares) under the Plan. As of the date hereof, there are a total of 9,259,479 shares available for issuance by the Company under the Plan. In addition, subject to and in accordance with the Plan, shares that are subject to outstanding awards under the Plan or Former Plan that are subsequently terminated or expire unexercised, or are cancelled, forfeited or lapse for any reason also become available for awards under the Plan.

A more detailed description of the Plan was set forth in the Company’s Proxy Statement filed with the Securities and Exchange Commission on April 29, 2021 under the heading “Proposal 4: - Approval of the Roper Technologies, Inc. 2021 Incentive Plan” and is incorporated herein by reference. The foregoing summary is not intended to be complete and is qualified in its entirety by reference to the full text of the Plan, a copy of which is filed herewith as Exhibit 10.1 and incorporated herein by reference.

The general forms of the Performance Based Restricted Stock Award Agreement, the Stock Option Award Agreement, and the Restricted Stock Award Agreement, to be used under the Plan are attached hereto as Exhibits 10.2, 10.3 and 10.4, respectively.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Effective June 10, 2021, Roper Technologies, Inc. (the “Company”) amended its Amended and Restated By-Laws (as so amended, the “By-Laws”) to amend Article 13, Exclusive Jurisdiction, to provide (i) that the federal district courts of the United States shall be the exclusive forum for the resolution of any action asserting a claim arising under the Securities Act of 1933, as amended, and (ii) that any person or entity purchasing or otherwise acquiring or holding any interest in any security of the Company shall be deemed to have notice of and consented to the provisions of Article 13.

A copy of the By-Laws is attached as Exhibit 3.1 and is incorporated by reference. The foregoing description of the By-Laws does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the attached By-Laws.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Company held its 2021 Annual Meeting of Shareholders on June 14, 2021 in Sarasota, Florida (the “Annual Meeting”). A brief description of each of the proposals submitted to the shareholders and the vote results are set forth below. Each director nominee was elected and proposals 2, 3 and 4 were approved.

Proposal 1: Election of directors.

Each of the director nominees identified below was elected at the Annual Meeting for a one-year term expiring at the Company’s 2022 Annual Meeting of Shareholders and until their successors have been duly elected and qualified.

|                       | <u>For</u> | <u>Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|-----------------------|------------|----------------|--------------------|-------------------------|
| Shellye L. Archambeau | 87,384,973 | 1,673,017      | 247,735            | 4,232,554               |
| Amy Woods Brinkley    | 88,479,370 | 579,683        | 246,672            | 4,232,554               |
| John F. Fort III      | 84,447,527 | 4,733,262      | 124,935            | 4,232,554               |
| L. Neil Hunn          | 87,918,340 | 1,139,092      | 248,292            | 4,232,554               |
| Robert D. Johnson     | 84,057,444 | 5,124,078      | 124,202            | 4,232,554               |
| Laura G. Thatcher     | 85,803,257 | 3,253,384      | 249,084            | 4,232,554               |
| Richard F. Wallman    | 83,650,811 | 5,530,041      | 124,872            | 4,232,554               |
| Christopher Wright    | 84,265,423 | 4,915,958      | 124,343            | 4,232,554               |

Proposal 2: A non-binding advisory vote to approve the compensation of the Company's named executive officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the compensation tables and the related materials disclosed in the Company's proxy statement.

| <u>For</u> | <u>Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------|----------------|--------------------|-------------------------|
| 75,308,502 | 13,687,039     | 310,183            | 4,232,554               |

Proposal 3: Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2021.

| <u>For</u> | <u>Against</u> | <u>Abstentions</u> |
|------------|----------------|--------------------|
| 92,147,048 | 1,269,504      | 121,727            |

Proposal 4: Approval of the Roper Technologies, Inc. 2021 Incentive Plan.

| <u>For</u> | <u>Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------|----------------|--------------------|-------------------------|
| 82,610,234 | 6,566,071      | 129,419            | 4,232,554               |

#### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| <u>Exhibit Number</u> | <u>Exhibit Description</u>   |
|-----------------------|--|
| 3.1                   | <a href="#">Amended and Restated By-Laws of Roper Technologies, Inc.</a>                                 |
| 10.1                  | <a href="#">Roper Technologies, Inc. 2021 Incentive Plan</a>   |
| 10.2                  | <a href="#">Form of Performance Based Restricted Stock Award Agreement under the 2021 Incentive Plan</a> |
| 10.3                  | <a href="#">Form of Stock Option Award Agreement under the 2021 Incentive Plan</a>                       |
| 10.4                  | <a href="#">Form of Restricted Stock Award Agreement under the 2021 Incentive Plan</a>                   |
| 104                   | Cover Page Interactive Data File (embedded within the Inline XBRL document).                             |

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**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)

Date: June 14, 2021

By: /s/ John K. Stipancich  
John K. Stipancich  
Executive Vice President, General Counsel and Corporate Secretary