

ROPER TECHNOLOGIES INC

Form 424B5

November 30, 2015

Table of Contents

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are part of an effective registration statement filed with the Securities and Exchange Commission. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and they are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

**Filed Pursuant to Rule 424(b)(5)
Registration No. 333-184954**

SUBJECT TO COMPLETION

Preliminary Prospectus Supplement dated November 30, 2015

Prospectus Supplement

(To Prospectus dated November 24, 2015)

\$

Roper Technologies, Inc.

\$ % Senior Notes due 2020

\$ % Senior Notes due 2025

Roper Technologies, Inc. is offering \$ aggregate principal amount of % senior notes due 2020 (the 2020 Notes) and \$ aggregate principal amount of % senior notes due 2025 (the 2025 Notes and, together with the 2020 Notes, the Notes).

The 2020 Notes will bear interest at the rate of % per year and the 2025 Notes will bear interest at the rate of % per year. Interest on the Notes will be payable semi-annually in arrears on and of each year, beginning , 2016. The 2020 Notes will mature on , 2020 and the 2025 Notes will mature on , 2025.

We may redeem the Notes in whole or in part at any time or from time to time at the applicable redemption price described under the heading Description of the Notes Optional Redemption. We will be required to make an offer to repurchase the Notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest to the date of repurchase, upon the occurrence of a Change of Control Triggering Event (as defined herein). See the section entitled Description of the Notes Repurchase Upon Change of Control Triggering Event for more information.

Edgar Filing: ROPER TECHNOLOGIES INC - Form 424B5

The Notes will be our senior unsecured obligations and will rank equally in right of payment with all of our existing and future senior unsecured indebtedness. The Notes will be effectively subordinated to any of our existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness. The Notes will not be guaranteed by any of our subsidiaries and will be effectively subordinated to all existing and future indebtedness and other liabilities of our subsidiaries.

The Notes are new issues of securities with no established trading market. We do not intend to list the Notes on any securities exchange or any automated quotation system.

Investing in the Notes involves risks. See Risk Factors beginning on page S-10.

	Per 2020 Note	Per 2025 Note	Total
Public offering price(1)	%	%	\$
Underwriting discount	%	%	\$
Proceeds, before expenses, to us	%	%	\$

(1) Plus accrued interest from _____, 2015, if settlement occurs after that date.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the Notes or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the Notes to purchasers on or about _____, 2015 through The Depository Trust Company (DTC).

Joint Book-Running Managers

BofA Merrill Lynch

J.P. Morgan

Wells Fargo Securities

MUFG

Prospectus Supplement dated _____, 2015

Table of Contents

We have not, and the underwriters have not, authorized anyone to provide any information other than that contained or incorporated by reference in this prospectus supplement and the accompanying prospectus or the free writing prospectus prepared by or on behalf of us or to which we have referred you. We and the underwriters take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein or therein is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

TABLE OF CONTENTS

Prospectus Supplement

	Page
<u>Special Note on Forward-Looking Statements</u>	S-1
<u>About This Prospectus Supplement</u>	S-3
<u>Summary</u>	S-4
<u>Ratios of Earnings to Fixed Charges</u>	S-9
<u>Risk Factors</u>	S-10
<u>Use of Proceeds</u>	S-13
<u>Capitalization</u>	S-13
<u>Description of Other Indebtedness</u>	S-14
<u>Description of the Notes</u>	S-18
<u>Material U.S. Federal Income Tax Consequences</u>	S-26
<u>Underwriting (Conflicts of Interest)</u>	S-30
<u>Legal Matters</u>	S-34
<u>Experts</u>	S-34
<u>Where You Can Find More Information</u>	S-34

Prospectus

	Page
<u>Roper Technologies, Inc.</u>	1
<u>Where You Can Find More Information</u>	2
<u>Special Note on Forward-Looking Statements</u>	2
<u>Use of Proceeds</u>	4
<u>Ratios of Earnings to Fixed Charges and to Combined Fixed Charges and Preferred Stock Dividends</u>	4
<u>Description of Capital Stock</u>	4
<u>Description of Debt Securities</u>	6
<u>Events of Default</u>	10
<u>Description of Warrants</u>	17
<u>Description of Purchase Contracts</u>	17
<u>Description of Units</u>	18
<u>Forms of Securities</u>	18
<u>Plan of Distribution</u>	20
<u>Validity of Securities</u>	21
<u>Experts</u>	21

Table of Contents

SPECIAL NOTE ON FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and documents that are incorporated by reference in this prospectus supplement and the accompanying prospectus include 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 Securities and Exchange Commission (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 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 prospectus supplement, the accompanying prospectus and documents that are incorporated by reference in this prospectus and the accompanying prospectus include but are not limited to statements regarding operating results, the success of our internal operating plans, our expectations regarding our ability to generate operating cash flows 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, the timing and cost of expected capital expenditures, expected outcomes of pending litigation, competitive conditions, general economic conditions and expected synergies relating to acquisitions, joint ventures and alliances. 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. Factors that might cause or contribute to such differences include, but are not limited to, those discussed in the section entitled Risk Factors in our Annual Report on Form 10-K and our Quarterly Reports on Form 10-Q, as amended, incorporated by reference herein. You should understand that the following important factors, in addition to those discussed in the incorporated documents, could affect our future results, and could cause those results or other outcomes to differ materially from those estimates or projections in the forward-looking statements:

limitations on our business imposed by our indebtedness;

additional limitations on our business as a result of the Notes offered hereby;

uses of cash and borrowings;

general economic conditions;

difficulty making acquisitions and successfully integrating acquired businesses;

any unforeseen liabilities associated with future acquisitions;

unfavorable changes in foreign exchange rates;

difficulties associated with exports;

risks and costs associated with our international sales and operations;

increased insurance costs;

rising interest rates;

product liability and insurance risks;

increased warranty exposure;

future competition;

S-1

Table of Contents

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, 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); and

economic disruption caused by terrorist attacks, including cybersecurity threats, health crises or other unforeseen events.

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.

Table of Contents

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first is this prospectus supplement, which describes the specific terms of this offering. This prospectus supplement also incorporates by reference the information described under **Where You Can Find More Information**. The second part is the accompanying prospectus dated November 24, 2015, which contains a description of our debt securities and gives more general information, some of which may not apply to this offering.

If the description of this offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

Unless we have indicated otherwise, references in this prospectus supplement to Roper, the Company, we, us and our or similar terms are to Roper Technologies, Inc. and our consolidated subsidiaries.

S-3

Table of Contents

SUMMARY

The following summary highlights information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus. It may not contain all of the information that you should consider before investing in the Notes. You should carefully read this entire prospectus supplement, as well as the accompanying prospectus and the documents incorporated by reference herein that are described under Where You Can Find More Information.

Roper Technologies, Inc.

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.

Our Business Segments

Our operations are reported in four segments based upon common customers, markets, sales channels, technologies and common cost opportunities. The segments are: Medical and Scientific Imaging, RF Technology, Industrial Technology and Energy Systems and Controls.

Medical and Scientific Imaging. Our Medical and Scientific Imaging segment principally offers products and software in medical applications and high performance digital imaging products. These products and solutions are provided through eleven reporting units.

RF Technology. Our RF Technology segment provides radio frequency identification (RFID) communication technology and software solutions that are used primarily in toll and traffic systems and processing, security and access control, campus card systems, software-as-a-service in the freight matching and food industries and metering and remote monitoring applications. These products and solutions are provided through nine reporting units.

Industrial Technology. Our Industrial Technology segment produces fluid handling pumps, materials analysis equipment and consumables, leak testing equipment, flow measurement and metering equipment and water meter and automatic meter reading (AMR) products and systems. These products and solutions are provided through six reporting units.

Energy Systems and Controls. Our Energy Systems and Controls segment principally produces control systems, fluid properties testing equipment, industrial valves and controls, vibration sensors and controls and non-destructive inspection and measurement products and solutions, which are provided through six reporting units.

Table of Contents

Recent Developments

On October 21, 2015, we acquired 100% of the shares of Aderant Holdings Inc. (Aderant), a comprehensive, end-to-end platform of software solutions for law firms, for \$695 million in cash. Aderant will be reported in the RF Technology segment.

On October 26, 2015, we acquired 100% of the shares of Atlas Database Software Corp. (Atlas), a coordinated diagnostics medical software platform for \$48 million in cash. Atlas will be reported in the Medical & Scientific Imaging segment.

We funded the acquisitions from available cash and borrowings under our revolving credit facility.

On October 26, 2015, we entered into a share purchase agreement to acquire Clinisys Group, Ltd, a UK provider of hospital laboratory software, for £170 million. The acquisition is subject to customary regulatory approval and is expected to close in the first quarter of 2016. We expect to fund the acquisition with available cash. Clinisys will be reported in the Medical & Scientific Imaging segment.

On October 2, 2015, we completed the sale of Abel Pumps LP (Abel) for 95 million. Abel was reported in our Industrial Technology segment.

Our senior unsecured credit facility established pursuant to the credit agreement dated July 27, 2012 included a provision that allowed us to request additional term loans or revolving credit commitments, not to exceed \$350 million. On October 28, 2015, we amended our senior unsecured credit facility to increase its revolving credit capacity by \$350 million. As a result of the effectiveness of this increase, no further capacity exists for additional increases pursuant to the credit agreement, and the credit facility, as amended, consists of a \$1.85 billion revolving credit facility.

Our principal executive offices are located at 6901 Professional Parkway East, Suite 200, Sarasota, Florida 34240, and the telephone number is (941) 556-2601. We maintain a website at www.ropertech.com where general information about us is available. We are not incorporating the contents of the website into this prospectus supplement or the accompanying prospectus.

Table of Contents

The Offering

The following summary contains certain material information about the Notes and is not intended to be complete. It does not contain all the information that is important to you. For a more complete understanding of the Notes, please refer to the section entitled "Description of the Notes" in this prospectus supplement and the section entitled "Description of Debt Securities" in the accompanying prospectus. For purposes of the description of the Notes and other indebtedness included in this prospectus supplement, references to the Company, issuer, we, us and our refer only to Roper Technologies, Inc. and do not include its subsidiaries.

Issuer Roper Technologies, Inc., a Delaware corporation.

Securities offered \$ aggregate principal amount of % senior notes due 2020.
 \$ aggregate principal amount of % senior notes due 2025.

Maturity dates , 2020 for the 2020 Notes.
 , 2025 for the 2025 Notes.

Interest payment dates and of each year, beginning , 2016.

Ranking The Notes will be our unsecured senior obligations and will:

rank senior in right of payment to all of our existing and future subordinated indebtedness;

rank equally in right of payment with all of our existing and future unsecured senior indebtedness;

be effectively subordinated in right of payment to all of our existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness; and

be effectively subordinated in right of payment to all existing and future indebtedness and other liabilities of our subsidiaries.

As of September 30, 2015, on an as adjusted basis giving effect to this offering and the use of proceeds therefrom as described under "Use of Proceeds," the Notes would have been effectively subordinated to approximately \$707 million of obligations of our subsidiaries.

Edgar Filing: ROPER TECHNOLOGIES INC - Form 424B5

Guarantees	The Notes will not be guaranteed by any of our subsidiaries.
Optional redemption	We may redeem the Notes in whole or in part at any time or from time to time at the redemption prices described in Description of the Notes Optional Redemption.
Repurchase upon a change of control	Upon the occurrence of a Change of Control Triggering Event, we will be required to make an offer to purchase the Notes at a price equal to 101% of their principal amount plus accrued and unpaid interest to the date of repurchase. See Description of the Notes Repurchase Upon Change of Control Triggering Events.
Listing	We do not intend to list the Notes on any securities exchange or automated quotation system.

S-6

Table of Contents

No prior market	The Notes are new issues of securities with no established trading market. Although the underwriters have informed us that they intend to make a market in the Notes, they are not obligated to do so, and they may discontinue market making activities at any time without notice. Accordingly, we cannot assure you that a liquid market for the Notes will develop or be maintained.
Use of proceeds	We intend to use the net proceeds from the sale of the Notes issued pursuant to this prospectus supplement to repay \$ million outstanding under our senior unsecured revolving credit facility, established pursuant to the credit agreement dated July 27, 2012, as amended on October 28, 2015, between us, several of our subsidiaries and the lenders party thereto. We used these borrowings under the senior unsecured revolving credit facility to finance our 2015 acquisitions of Strata Decision Technology LLC, SoftWriter Inc., Data Innovations LLC, On Center Software, Inc., RF Ideas, Inc., Atlantic Health Partners, LLC, Aderant Holdings Inc. and Atlas Database Software Corp. The aggregate purchase price of these acquisitions was \$1.8 billion. The senior unsecured revolving credit facility will mature on July 27, 2017. Any net proceeds in excess of the amounts used to repay the senior unsecured revolving credit facility will be used for general corporate purposes, which may include acquisitions from time to time. Pursuant to the terms of the credit agreement, we may reborrow amounts repaid in respect of the senior unsecured revolving credit facility. See Use of Proceeds.
Governing law	New York.
Trustee	Wells Fargo Bank, National Association.
Risk factors	You should carefully consider all of the information in this prospectus supplement. In particular, you should evaluate the information set forth under Special Note on Forward-Looking Statements and Risk Factors before deciding whether to invest in the Notes.
Conflicts of Interest	Affiliates of certain of the underwriters in this offering may receive more than 5% of the net proceeds of this offering in connection with the consummation of this offering. See Use of Proceeds in this prospectus supplement. In such event, this offering will be made in compliance with the requirements of the Financial Industry Regulatory Authority (FINRA) Rule 5121. Because the Notes offered hereby will be rated investment grade, pursuant to FINRA Rule 5121, the appointment of a qualified independent underwriter is not necessary. See Underwriting (Conflicts of Interest) Conflicts of Interest.

Table of Contents**Summary Consolidated Financial Data**

Our summary consolidated financial information presented below as of and for the years ended December 31, 2014, December 31, 2013 and December 31, 2012, except for the summary consolidated balance sheet data as of December 31, 2012, has been derived from our audited consolidated financial statements incorporated by reference into this prospectus supplement and the accompanying prospectus. The summary consolidated balance sheet data as of December 31, 2012 has been derived from our audited consolidated financial statements not incorporated by reference into this prospectus supplement and the accompanying prospectus. The summary consolidated financial information as of and for the nine months ended September 30, 2015 and September 30, 2014 has been derived from our unaudited condensed consolidated financial statements incorporated by reference into this prospectus supplement and the accompanying prospectus and includes all adjustments (consisting of normal recurring items) which are, in our opinion, necessary for a fair statement of our financial position as of such dates and results of operations for such periods. The results of operations for the nine months ended September 30, 2015 are not necessarily indicative of the results for our full fiscal year ending December 31, 2015.

Our summary consolidated financial information set forth below should be read in conjunction with our consolidated financial statements, including the notes thereto, and Management's Discussion and Analysis of Financial Condition and Results of Operations, both of which can be found in our Annual Report on Form 10-K, for the year ended December 31, 2014, and our Quarterly Reports on Form 10-Q, as amended, for the quarterly periods ended March 31, 2015, June 30, 2015 and September 30, 2015, all of which are incorporated by reference herein.

	Nine Months Ended September 30,		Year Ended December 31,		
	2015	2014	2014	2013	2012
	(Unaudited)				
	(In thousands, except per share amounts)				
Statement of operations data:					
Net sales	\$ 2,638,755	\$ 2,603,349	\$ 3,549,494	\$ 3,238,128	\$ 2,993,489
Gross profit	1,585,555	1,536,158	2,101,899	1,882,928	1,671,717
Income from operations	749,241	715,724	999,473	842,361	757,587
Earnings from continuing operations before income taxes	686,911	657,414	921,456	754,130	686,681
Net earnings	\$ 487,470	\$ 460,097	\$ 646,033	\$ 538,293	\$ 483,360
Net earnings per share:					
Basic	\$ 4.85	\$ 4.61	\$ 6.47	\$ 5.43	\$ 4.95
Diluted	4.80	4.56	6.40	5.37	4.86
Dividends declared per common share	\$ 0.75	\$ 0.60	\$ 0.8500	\$ 0.6950	\$ 0.5775
Balance Sheet Data:					
Cash and cash equivalents	\$ 700,578	\$ 564,112	\$ 610,430	\$ 459,720	\$ 370,590
Working capital	990,847	870,686	884,158	730,246	159,332
Total assets	\$ 9,432,999	8,510,266	8,412,934	8,184,981	7,071,104
Total liabilities, excluding current portion	3,647,062	3,200,037	3,029,627	3,328,840	2,297,168
Stockholders' equity	5,128,905	4,648,224	4,755,360	4,213,050	3,687,726

Table of Contents

RATIOS OF EARNINGS TO FIXED CHARGES

The following table sets forth our ratios of earnings to fixed charges for each of the periods indicated.

	Nine Months Ended September 30,		Year Ended December 31,	
	2015	2014	2013	2012