
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

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

**June 6, 2016
Date of Report (Date of Earliest Event Reported)**

Fortive Corporation
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
Of Incorporation)

001-37654
(Commission
File Number)

47-5654583
(I.R.S. Employer
Identification No.)

**6920 Seaway Blvd
Everett, WA 98203**
(Address of principal executive offices)

Registrant's telephone number, including area code: (425) 446 - 5000

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 communications 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))
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Item 8.01. Other Information

On June 6, 2016, Fortive Corporation, (the “Company”), a subsidiary of Danaher Corporation (“Danaher”), agreed to sell \$300 million aggregate principal amount of 1.800% senior notes due 2019 (the “2019 Notes”), \$750 million aggregate principal amount of 2.350% senior notes due 2021 (the “2021 Notes”), \$900 million aggregate principal amount of 3.150% senior notes due 2026 (the “2026 Notes”) and \$350 million aggregate principal amount of 4.300% senior notes due 2046 (the “2046 Notes” and, together with the 2019 Notes, the 2021 Notes, and the 2026 Notes, the “Notes”). Danaher will guarantee the Notes (the “Guarantees” and together with the Notes, the “Securities”) until the planned separation of the Company from Danaher occurs. The Notes will pay interest on a semi-annual basis. The offering of the Notes is expected to close on June 20, 2016, subject to customary closing conditions.

The Securities are being sold in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”) and to non-U.S. persons outside the United States pursuant to Regulation S under the Securities Act. In connection with the offering of the Notes, the Company expects to enter into a registration rights agreement pursuant to which it will agree to file a registration statement with respect to an offer to exchange the Notes for substantially identical notes registered under the Securities Act (or, under certain circumstances, a shelf registration statement covering resales of the Notes).

The Company intends to use the net proceeds from the offering of the Notes to make payments to Danaher as consideration for the contribution of assets to the Company by Danaher in connection with the separation, and to pay related fees and expenses and for general corporate purposes.

The Securities have not been registered under the Securities Act, and unless so registered, may not be offered or sold in the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and other applicable securities laws.

Copies of the press releases announcing the offering and the pricing of the Notes are attached to this Current Report on Form 8-K as Exhibit 99.1 and 99.2, respectively, and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits**

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Press Release of Fortive Corporation, dated June 6, 2016
99.2	Press Release of Fortive Corporation, dated June 6, 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 hereunto duly authorized.

FORTIVE CORPORATION

By: /s/ Daniel B. Kim

Name: Daniel B. Kim

Title: Associate General Counsel and Assistant Secretary

Date: June 7, 2016

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Press Release of Fortive Corporation, dated June 6, 2016
99.2	Press Release of Fortive Corporation, dated June 6, 2016

Fortive Announces Private Offering of Senior Notes

WASHINGTON, June 6, 2016—Danaher Corporation (NYSE: DHR) and Fortive Corporation announced today, in connection with the planned spin-off of Fortive from Danaher, that Fortive intends to offer senior notes, subject to market conditions and other factors. Danaher will guarantee the notes until the spin-off occurs. Fortive intends to use the net proceeds from the sale of the notes to make payments to Danaher as consideration for the contribution of assets to Fortive by Danaher in connection with the separation, and to pay related fees and expenses and for general corporate purposes.

The securities are being sold in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”) and to non-U.S. persons outside the United States under Regulation S under the Securities Act. The securities have not been registered under the Securities Act, and unless so registered, may not be offered or sold in the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and other applicable securities laws.

This press release is neither an offer to sell nor a solicitation of an offer to buy the securities, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. This notice is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

FORWARD-LOOKING STATEMENTS

Statements in this release that are not strictly historical, including the statements regarding Danaher’s anticipated spin-off of Fortive Corporation and the timing thereof and Danaher’s and Fortive’s expectations regarding the completion, timing and planned use of proceeds from the proposed offering, and any other statements regarding events or developments that we believe or anticipate will or may occur in the future are “forward-looking” statements within the meaning of The Private Securities Litigation Reform Act of 1995. There are a number of important factors that could cause actual results, developments and business decisions to differ materially from those suggested or indicated by such forward-looking statements and you should not place undue reliance on any such forward-looking statements. These factors include, among other things, Fortive’s intention to offer its notes, market conditions, satisfaction of customary closing conditions, and Danaher’s ability to successfully consummate the separation of Danaher into two public companies and Danaher’s and Fortive’s ability to realize the anticipated benefits of that transaction. Additional information regarding the factors that may cause actual results to differ materially from these forward-looking statements is available in Danaher’s and Fortive’s SEC filings, including Danaher’s 2015 Annual Report on Form 10-K and Quarterly Report on Form 10-Q for the first quarter of 2016 and Fortive’s Registration Statement on Form 10. These forward-looking statements speak only as of the date of this release, and neither Danaher nor Fortive assumes any obligation to update or revise any forward-looking statement, whether as a result of new information, future events and developments or otherwise.

Fortive Prices Private Offering of Senior Notes

WASHINGTON, June 6, 2016—Danaher Corporation (NYSE: DHR) and Fortive Corporation announced today, in connection with the planned spin-off of Fortive from Danaher, that Fortive has priced the previously announced offering of \$300 million of 1.800% senior notes due 2019, \$750 million of 2.350% senior notes due 2021, \$900 million of 3.150% senior notes due 2026 and \$350 million of 4.300% senior notes due 2046. The closing of the offering is expected to occur on June 20, 2016, subject to customary closing conditions. Danaher will guarantee the notes until the spin-off occurs. The notes will pay interest on a semi-annual basis. Fortive intends to use the net proceeds from the sale of the notes to make payments to Danaher as consideration for the contribution of assets to Fortive by Danaher in connection with the separation, and to pay related fees and expenses and for general corporate purposes.

The securities are being sold in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”) and to non-U.S. persons outside the United States under Regulation S under the Securities Act. The securities have not been registered under the Securities Act, and unless so registered, may not be offered or sold in the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and other applicable securities laws.

This press release is neither an offer to sell nor a solicitation of an offer to buy the securities, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. This notice is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

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Statements in this release that are not strictly historical, including the statements regarding Danaher’s anticipated spin-off of Fortive Corporation and the timing thereof and Danaher’s and Fortive’s expectations regarding the completion, timing and planned use of proceeds from the offering, and any other statements regarding events or developments that we believe or anticipate will or may occur in the future are “forward-looking” statements within the meaning of The Private Securities Litigation Reform Act of 1995. There are a number of important factors that could cause actual results, developments and business decisions to differ materially from those suggested or indicated by such forward-looking statements and you should not place undue reliance on any such forward-looking statements. These factors include, among other things, satisfaction of customary closing conditions, Danaher’s ability to successfully consummate the separation of Danaher into two public companies and Danaher’s and Fortive’s ability to realize the anticipated benefits of that transaction. Additional information regarding the factors that may cause actual results to differ materially from these forward-looking statements is available in Danaher’s and Fortive’s SEC filings, including Danaher’s 2015 Annual Report on Form 10-K and Quarterly Report on Form 10-Q for the first quarter of 2016 and Fortive’s Registration Statement on Form 10. These forward-looking statements speak only as of the date of this release, and neither Danaher nor Fortive assumes any obligation to update or revise any forward-looking statement, whether as a result of new information, future events and developments or otherwise.