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

SCHEDULE 14A
(RULE 14a-101)
SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

FORTIVE CORPORATION
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount previously paid:

2) Form, Schedule or Registration Statement No.:

3) Filing party:

4) Date Filed:

***** Exercise Your *Right* to Vote *****
**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on June 2, 2020.**

FORTIVE CORPORATION

FORTIVE CORPORATION
6920 SEAWAY BLVD
EVERETT, WA 98203

D10087-P34411

Meeting Information

Meeting Type: Annual Meeting
For holders as of: April 6, 2020
Date: June 2, 2020 **Time:** 3:00 PM PDT
Location:* Fortive Corporation
6920 Seaway Blvd
Everett, WA 98203

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

* As of April 20, 2020, we intend to hold the meeting in person at Fortive Corporation, 6920 Seaway Blvd, Everett, WA 98203. However, as a result of the coronavirus (COVID-19) pandemic and the corresponding public health and travel concerns of our shareholders, directors, officers, employees and service providers, we may change the location of our 2020 Annual Meeting to a virtual only meeting format. If we change the location of our 2020 Annual Meeting to a virtual only meeting format, we will announce the change as promptly as practicable through a press release which will also be filed with the Securities and Exchange Commission. In addition, please monitor our investor website at www.fortive.com for updated information. If you are planning to attend our 2020 Annual Meeting in person, please check the website at least one week prior to the meeting date. If we change the location of our 2020 Annual Meeting to a virtual meeting format only, you will not be able to attend our meeting in person.

**See the reverse side of this notice to obtain
proxy materials and voting instructions.**

— Before You Vote —
How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 19, 2020 to facilitate timely delivery.

— How To Vote —
Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

D10088-P34411

Voting Items

The Board of Directors recommends you vote FOR the following:

1. To elect the following nominees to serve as Directors, each for a one-year term expiring at the 2021 annual meeting and until their successors are elected and qualified.

Nominees:

- 1a. Kate D. Mitchell
- 1b. Mitchell P. Rales
- 1c. Steven M. Rales
- 1d. Jeannine Sargent
- 1e. Alan G. Spoon

The Board of Directors recommends you vote FOR proposals 2, 3 and 4.

2. To ratify the selection of Ernst & Young LLP as Fortive's independent registered public accounting firm for the year ending December 31, 2020.

3. To approve on an advisory basis Fortive's named executive officer compensation.
4. To approve Fortive's Amended and Restated Certificate of Incorporation, as amended and restated to eliminate the supermajority voting requirements applicable to shares of Common Stock.

NOTE: To consider and act upon such other business as may properly come before the meeting or any adjournment thereof.