
**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 2, 2020
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))

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

| Title of Each Class | Trading Symbols | Name of Each Exchange on Which Registered |
|--|--------------------|--|
| Common stock, par value \$0.01 per share | FTV | New York Stock Exchange |
| 5.00% Mandatory Convertible Preferred Stock, Series A, par value \$0.01 per share | FTV.PRA | 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.

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

At the 2020 Annual Meeting of Shareholders (the “Annual Meeting”) of Fortive Corporation (the “Company”) held on June 2, 2020, the Company’s stockholders voted on the following four proposals:

Proposal 1: To elect Ms. Kate D. Mitchell, Mr. Mitchell P. Rales, Mr. Steven M. Rales, Ms. Jeannine Sargent, and Mr. Alan Spoon, each for a one-year term expiring at the 2021 Annual Meeting of Shareholders of the Company and until their successors are elected and qualified. Each of nominee for director was elected by a vote of the stockholders as follows:

| | For | Against | Abstain | Broker Non-Votes |
|-------------------|-------------|----------------|----------------|-------------------------|
| Kate D. Mitchell | 292,899,016 | 6,985,090 | 146,016 | 12,057,439 |
| Mitchell P. Rales | 275,132,052 | 24,763,912 | 134,158 | 12,057,439 |
| Steven M. Rales | 288,017,402 | 11,877,659 | 135,061 | 12,057,439 |
| Jeannine Sargent | 295,468,126 | 4,425,218 | 136,778 | 12,057,439 |
| Alan G. Spoon | 268,307,577 | 30,960,045 | 762,500 | 12,057,439 |

Proposal 2: To ratify the selection of Ernst & Young LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2020. The proposal was approved by a vote of the stockholders as follows:

| | |
|---------|-------------|
| For | 307,506,287 |
| Against | 1,374,338 |
| Abstain | 3,206,936 |

Proposal 3: To approve on an advisory basis the Company’s named executive officer compensation. The proposal was approved by a vote of the stockholders as follows:

| | |
|------------------|-------------|
| For | 289,957,967 |
| Against | 9,837,564 |
| Abstain | 234,591 |
| Broker Non-Votes | 12,057,439 |

Proposal 4: To approve the Company’s Amended and Restated Certificate of Incorporation, as amended and restated to eliminate the supermajority voting requirements applicable to shares of common stock. The proposal was not approved by the requisite vote of stockholders:

| | |
|------------------|-------------|
| For | 260,964,386 |
| Against | 3,670,554 |
| Abstain | 35,395,182 |
| Broker Non-Votes | 12,057,439 |

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: Vice President - Associate General Counsel and
Secretary

Date: June 3, 2020