
**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**

**September 9, 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 \$.01 per share | FTV | New York Stock Exchange |
| 5.00% Mandatory Convertible Preferred Stock \$.01 par value | 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 5.04 Temporary Suspension of Trading Under Registrant’s Employee Benefit Plans.

In connection with the proposed separation of Vontier Corporation (“Vontier”) from Fortive Corporation (“Fortive”) and the distribution to Fortive’s stockholders of 80.1% of the shares of Vontier common stock held by Fortive (other than fractional shares, which will be aggregated and sold into the public market and the proceeds distributed to Fortive stockholders) (the “Distribution”), certain changes will occur to the Fortive Corporation Stock Fund (collectively, the “Fortive Stock Fund”) held in each of (i) the Fortive Corporation Retirement Savings Plan and (ii) the Fortive Corporation Union Retirement Savings Plan (collectively, the “Plans”). As a result of these changes, certain participants in the Plans and their beneficiaries will temporarily be unable to transfer funds into or out of the Fortive Stock Fund (the “blackout”). Fortive received notice of the blackout from the administrator of the Plans, as required by Section 101(i)(2)(E) of the Employee Retirement Income Security Act of 1974, as amended, on September 9, 2020.

On September 15, 2020, Fortive sent a notice (the “Blackout Notice”) to its directors and its officers who are subject to Section 16 of the Securities Exchange Act of 1934, as amended (“Section 16”), informing them that a blackout for the Fortive Stock Fund will be imposed on certain participants in the Plans. The blackout is expected to begin on October 8, 2020 at 4:00 p.m. Eastern Time and to continue through October 23, 2020 (the “blackout period”). The corresponding restrictions applicable to Fortive’s directors and Section 16 officers (as described below) will begin on October 8, 2020 at 4:00 p.m. Eastern Time and continue through October 23, 2020 at 4:00 p.m. Eastern Time (“BTR Blackout Period”). If Fortive is required to adjust the BTR Blackout Period, Fortive will provide notice of such adjustment as soon as reasonably practicable thereafter.

Section 306(a) of the Sarbanes-Oxley Act of 2002 and Regulation BTR (*i.e.*, the Blackout Trading Restriction), promulgated by the U.S. Securities and Exchange Commission, generally imposes certain restrictions on trading in company securities by directors and Section 16 officers in the event that fifty percent (50%) or more of an issuer’s individual account plan participants located in the U.S. (and its territories and possessions) are restricted for more than three consecutive business days from trading in company securities held in an individual account plan.

During the BTR Blackout Period (which will include at least the full duration of the blackout period), subject to certain limited exemptions, Fortive’s directors and Section 16 officers will be prohibited from directly or indirectly purchasing, selling, acquiring or transferring any Fortive common stock or derivative security with respect to Fortive common stock acquired in connection with their service or employment as a director or Section 16 officer of Fortive.

Attached hereto as Exhibit 99.1 and incorporated by reference is a copy of the Blackout Notice.

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

| <u>Exhibit Number</u> | <u>Exhibit Description</u> |
|-----------------------|---|
| 99.1 | Blackout Notice, dated September 15, 2020, provided to directors and Section 16 officers of Fortive |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

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: September 15, 2020

**Formal Notice of Blackout Period
Under the
Fortive Corporation Retirement Savings Plan
Fortive Corporation Union Retirement Savings Plan**

(As Required Under Section 306(a)(6) of the Sarbanes-Oxley Act of 2002)

To: All Executive Officers and Directors of Fortive Corporation
Securities and Exchange Commission

From: Fortive Corporation

Date: September 15, 2020

Subject: Notice of Trading Blackout Period

This Notice is being provided to you pursuant to Rule 104 of Regulation BTR, promulgated under Section 306(a)(6) of the Sarbanes Oxley Act of 2002. The purpose of this Notice is to inform you of an impending “blackout period” under each of (i) the Fortive Corporation Retirement Savings Plan and (ii) the Fortive Corporation Union Retirement Savings Plan (collectively, the “Plans”), during which time you will be generally prohibited from effecting any direct or indirect transactions in Fortive Corporation common stock, par value \$0.01 per share (“Company Stock”), that you acquired in connection with your employment or service as an executive officer or director of Fortive Corporation (“Fortive”).

Reasons for Blackout Period

In connection with the proposed separation of Vontier Corporation (“Vontier”) from Fortive and the distribution to Fortive’s stockholders of 80.1% of the shares of Vontier common stock held by Fortive (other than fractional shares, which will be aggregated and sold into the public market and the proceeds distributed to Fortive stockholders) (the “Distribution”), certain changes will occur to the Fortive Corporation Stock Fund held in the Plans (collectively, the “Fortive Stock Fund”). As a result of these changes, participants in the Plans and their beneficiaries will temporarily be unable to transfer funds into or out of the Fortive Stock Fund. This period, during which participants and beneficiaries will be unable to exercise these rights otherwise available under the Plans, is called a “blackout period.”

Length of Blackout Period

The blackout period for the Fortive Stock Fund is expected to begin on October 8, 2020 at 4:00 p.m. Eastern Time and to continue through October 23, 2020. The restrictions applicable to you as described in the following section will begin on October 8, 2020 at 4:00 p.m. Eastern Time and continue through October 23, 2020 at 4:00 p.m. Eastern Time (“BTR Blackout Period”). If Fortive is required to adjust the beginning date or the length of the BTR Blackout Period, Fortive will provide you with notice of such adjustment as soon as reasonably practicable thereafter.

Restrictions on Executive Officers and Directors During the BTR Blackout Period

Because participants and beneficiaries of the Plans will be unable to move assets out of the Fortive Stock Fund during the blackout period, Fortive’s executive officers and directors will be subject to the trading restrictions imposed under Section 306(a) of the Sarbanes-Oxley Act of 2002 for the BTR Blackout Period, which will include at least the duration of the blackout period. Subject to limited exceptions, these restrictions generally prohibit the direct or indirect purchase, sale or other acquisition or transfer of any Company Stock that you acquired in connection with your employment or service as an executive officer or director of Fortive. For this purpose, there is a rebuttable presumption that any Company Stock that you attempt to transfer during the BTR Blackout Period was acquired in connection with your Fortive employment or service.

Who to Contact for Additional Information

If you have any questions about this Notice or the blackout period generally, you may contact Daniel B. Kim, VP – Associate General Counsel and Secretary, Fortive Corporation, 6920 Seaway Blvd, Everett, WA 98203.