

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

FORTIVE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

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

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

Fortive Corporation 2016 Stock Incentive Plan, as Amended and Restated
(Full title of the plan)

Daniel B. Kim
Vice President, Associate General Counsel and Secretary
Fortive Corporation
6920 Seaway Blvd
Everett, WA 98203
(425) 446-5000
(Name, address and telephone number of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)		Smaller reporting company	<input type="checkbox"/>
			Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act. ☐

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, par value \$0.01 per share	3,542,043	\$66.78	\$236,537,632	\$25,807
(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers additional shares of Common Stock that may become issuable under the above-named plan by reason of certain corporate transactions or events, including any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant’s outstanding shares of Common Stock.				
(2) Determined on the basis of the average of the high and low sale price of Common Stock as reported on the New York Stock Exchange on February 23, 2021 of \$66.78, solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act.				

EXPLANATORY NOTE

In connection with the spin-off of Vontier Corporation by Fortive Corporation (the “Registrant”) on October 9, 2020, the number of shares of Registrant’s common stock, par value \$0.01 per share (“Common Stock”) underlying outstanding awards and authorized for future awards were adjusted pursuant to the anti-dilution provisions of the Fortive Corporation 2016 Stock Incentive Plan, as amended and restated (the “Plan”). This Registration Statement on Form S-8 is being filed by Registrant to register an additional 3,542,043 shares of Common Stock for issuance pursuant to the Plan as a result of such adjustment. In accordance with General Instruction E to Form S-8, the contents of Registration Statement No. 333-212349, filed with the Securities and Exchange Commission (the “Commission”) on June 30, 2016, and the contents of Registration Statement No. 333-227050, filed with the Commission on August 27, 2018, are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

The following exhibits are filed with this Registration Statement:

Exhibit Number	Description
4.1	<u>Amended and Restated Certificate of Incorporation of Fortive Corporation (incorporated by reference from Exhibit 3.1 to Fortive Corporation’s Current Report on Form 8-K filed on June 9, 2017, File No. 1-37654).</u>
4.2	<u>Amended and Restated Bylaws of Fortive Corporation (incorporated by reference from Exhibit 3.2 to Fortive Corporation’s Current Report on Form 8-K filed on June 9, 2017, File No. 1-37654).</u>
4.3	<u>Certificate of Designations of the 5.00% Mandatory Convertible Preferred Stock, Series A, filed with the Secretary of State of the State of Delaware on June 29, 2018 (incorporated by reference from Exhibit 3.1 to Fortive Corporation’s Current Report on Form 8-K filed on June 29, 2018, File No. 1-37654).</u>
4.4	<u>Fortive Corporation 2016 Stock Incentive Plan, as amended and restated (incorporated by reference from Exhibit 10.15 to Fortive Corporation’s Annual Report on Form 10-K for the period ended December 31, 2020, File No. 1-37654).</u>
5.1	<u>Opinion of Counsel.*</u>
23.1	<u>Consent of Ernst & Young LLP, an independent registered public accounting firm.*</u>
23.2	<u>Consent of Counsel (included in Exhibit 5.1).*</u>
24.1	<u>Power of Attorney (included on the signature pages of this Registration Statement).*</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Everett, Washington, on this 26th day of February, 2021.

FORTIVE CORPORATION

By: /s/ James A. Lico
James A. Lico
President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Daniel B. Kim his or her true and lawful attorney-in-fact, with full power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent full power and authority to do so and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement was signed by the following persons in the capacities and on the dates stated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ James A. Lico</u> James A. Lico	President and Chief Executive Officer, and Director (Principal Executive Officer)	February 26, 2021
<u>/s/ Charles E. McLaughlin</u> Charles E. McLaughlin	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	February 26, 2021
<u>/s/ Christopher Mulhall</u> Christopher Mulhall	Chief Accounting Officer (Principal Accounting Officer)	February 26, 2021
<u>/s/ Alan G. Spoon</u> Alan G. Spoon	Chairman of the Board of Directors and Director	February 26, 2021

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Feroz Dewan _____ Feroz Dewan	Director	February 26, 2021
/s/ Sharmistha Dubey _____ Sharmistha Dubey	Director	February 26, 2021
/s/ Rejji P. Hayes _____ Rejji P. Hayes	Director	February 26, 2021
/s/ Kate D. Mitchell _____ Kate D. Mitchell	Director	February 26, 2021
/s/ Mitchell P. Rales _____ Mitchell P. Rales	Director	February 26, 2021
/s/ Steven M. Rales _____ Steven M. Rales	Director	February 26, 2021
/s/ Jeannine P. Sargent _____ Jeannine P. Sargent	Director	February 26, 2021

**Fortive Corporation
6920 Seaway Blvd
Everett, WA 98203**

February 26, 2021

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Ladies and Gentlemen:

I have examined the Registration Statement on Form S-8 (the "Registration Statement") of Fortive Corporation, a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the registration of 3,542,043 additional shares of common stock, par value \$0.01 per share (the "Shares"), of the Company that may be issued pursuant to the Fortive Corporation 2016 Stock Incentive Plan, as amended and restated (the "Plan").

I have examined the originals, or photostatic or certified copies, of such records of the Company and such other documents as I have deemed relevant and necessary for purposes of rendering the opinions set forth below. In my examination, I have assumed the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as copies, the authenticity of the originals of such latter documents and the legal competence of all signatories to such documents. I have also assumed that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder. I have also assumed that the Amended and Restated Certificate of Incorporation of the Company and the Amended and Restated Bylaws of the Company in the forms reviewed by me are in effect. Finally, I have assumed the accuracy of all information provided to me by the Company during the course of my investigation, on which I have relied in issuing the opinion expressed below.

My opinion below is qualified to the extent that it may be subject to or affected by (i) applicable bankruptcy, insolvency, reorganization, moratorium, usury, fraudulent conveyance or similar laws relating to or affecting the rights or remedies of creditors generally, (ii) statutory or decisional law concerning recourse by creditors to security in the absence of notice or hearing, (iii) duties and standards imposed on creditors and parties to contracts, including, without limitation, requirements of materiality, good faith, reasonableness and fair dealing, and (iv) general equitable principles. Furthermore, I express no opinion as to the availability of any equitable or specific remedy upon any breach of the Plan, or to the successful assertion of any equitable defenses, inasmuch as the availability of such remedies or the success of any equitable defenses may be subject to the discretion of a court. I express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the General Corporation Law of the State of Delaware (including the statutory provisions and all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting these laws) and the federal laws of the United States of America. I also express no opinion herein with respect to compliance by the Company with securities or "blue sky" laws of any state or other jurisdiction of the United States or of any foreign jurisdiction. In addition, I express no opinion and make no statement herein with respect to the antifraud laws of any jurisdiction.

Based upon the foregoing examination and in reliance thereon, and subject to the qualifications, assumptions and limitations stated herein and in reliance on the statements of fact contained in the documents that I have examined, I am of the opinion that: (a) the Company is duly organized and existing under the laws of the State of Delaware and (b) the Shares, when issued and sold in accordance with the terms set forth in the Plan and against payment of due consideration therefor, will be duly authorized, validly issued, fully paid and non-assessable.

This opinion has been prepared for your use solely in connection with the filing of the Registration Statement on February 26, 2021 and may not be relied upon for any other purpose without my prior written consent. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and I disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

I hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act and to the use of my name therein and in the related prospectus. In giving such consent, I do not hereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Daniel B. Kim

Daniel B. Kim

Vice President, Associate General Counsel and Secretary

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Fortive Corporation 2016 Stock Incentive Plan, as Amended and Restated, of our reports dated February 26, 2021, with respect to the consolidated financial statements and schedule of Fortive Corporation and subsidiaries, and the effectiveness of internal control over financial reporting of Fortive Corporation and subsidiaries, included in its Annual Report (Form 10-K) for the year ended December 31, 2020, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Seattle, Washington
February 26, 2021