
**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**

**March 10, 2021
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 \$0.01 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 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

(b) On March 10, 2021, Mitchell P. Rales and Steven M. Rales notified the Board of Directors (the “Board”) of Fortive Corporation (the “Company”) that they have elected not to stand for re-election as directors at the Company’s 2021 Annual Meeting of Shareholders (the “Annual Meeting”) to be held on June 8, 2021, and will retire from the Board effective on the date of the Annual Meeting. On March 10, 2021, the Board approved the reduction of the size of the Board from ten to eight subject to, and concurrently with, the effectiveness of the retirement of Messrs. Rales and Rales from the Board on the date of the Annual Meeting.

(d) On March 10, 2021, the Board increased the size of the Board from nine to ten members and appointed Daniel L. Comas to the Board as a Class III director with a term expiring at the Annual Meeting. The Board of Directors will be fully declassified at the Annual Meeting.

As a non-employee director, Mr. Comas will receive the same compensation paid to other non-employee directors of the Company as disclosed in Exhibit 10.1 to the Company’s Quarterly Report on Form 10-Q for the quarter ended June 26, 2020, which is incorporated by reference herein. Mr. Comas has also entered into an indemnification agreement with the Company, the form of which is disclosed as Exhibit 10.10 to Amendment No. 2 to the Company’s Registration Statement on Form 10, filed on April 7, 2016 and is incorporated by reference herein.

In connection with the appointment of Mr. Comas, the Board also determined that Mr. Comas is independent within the meaning of the listing standards of the New York Stock Exchange.

There is no arrangement or understanding between Mr. Comas and any other person pursuant to which he was selected as a director of the Company.

Until December 31, 2020, Mr. Comas served as an executive officer of Danaher Corporation (“Danaher”). Certain subsidiaries of the Company sell products and services to, or purchase products and services from, Danaher from time to time in the ordinary course of business and on an arms’-length basis. In 2020, under arms’-length leasing arrangements, the Company paid to Danaher approximately \$1.4 million. Furthermore, in 2020, certain subsidiaries of the Company purchased approximately \$12.3 million of products from, and sold approximately \$13.0 million of products to, Danaher, which in each case was less than 0.3% of the Company’s, and of Danaher’s, revenues for 2020. The Company’s subsidiaries intend to sell products to and purchase products from Danaher in the future in the ordinary course of their businesses and on an arms’-length basis.

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: March 11, 2021