
**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**

Date of report (Date of earliest event reported): July 6, 2021

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
(IRS Employer
Identification No.)

6920 Seaway Blvd
Everett, WA
(Address of principal executive offices)

98203
(Zip code)

(425) 446-5000
(Registrant's Telephone Number, Including Area Code)

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

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On July 6, 2021, Fortive Corporation (the “Company”) filed a Certificate of Elimination with respect to the Company’s 5.00% Mandatory Convertible Preferred Stock, Series A (the “Preferred Stock”), which upon filing with the Secretary of State of the State of Delaware (“Delaware Secretary”), eliminated from the Amended and Restated Certificate of Incorporation, as heretofore amended, all matters set forth in the Certificate of Designations with respect to the Preferred Stock filed with the Delaware Secretary on June 29, 2018.

Following the mandatory conversion of the outstanding shares of the Preferred Stock on July 1, 2021, there were no outstanding shares of the Preferred Stock. A copy of the Certificate of Elimination relating to the Preferred Stock is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Elimination relating to the Preferred Stock
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: July 6, 2021

CERTIFICATE OF ELIMINATION
OF
5.00% MANDATORY CONVERTIBLE PREFERRED STOCK, SERIES A
OF
FORTIVE CORPORATION

JULY 6, 2021

Pursuant to Section 151(g) of the General
Corporation Law of the State of Delaware

Fortive Corporation, a Delaware corporation (the "Corporation"), does hereby certify as follows:

First: Pursuant to the authority vested in the Board of Directors of the Corporation (the "Board") by the Amended and Restated Certificate of Incorporation of the Corporation (the "Certificate of Incorporation"), the Board previously adopted resolutions creating and authorizing the 1,380,000 shares of 5.00% Mandatory Convertible Preferred Stock, Series A (the "Series A Preferred Stock"), subject to the Certificate of the Designations of 5.00% Mandatory Convertible Preferred Stock, Series A of Fortive Corporation (the "Series A Certificate of Designations"), as filed with the Secretary of State of the State of Delaware on June 29, 2018.

Second: None of the authorized shares of the Series A Preferred Stock are outstanding and none will be issued pursuant to the Series A Certificate of Designations.

Third: Pursuant to the authority conferred upon the Board pursuant to the Certificate of Incorporation, the Board adopted resolutions on June 8, 2021, approving the elimination of the Series A Preferred Stock as set forth herein:

RESOLVED, that, after July 1, 2021, none of the authorized shares of the Series A Preferred Stock are outstanding and none will be issued pursuant to the Series A Certificate of Designations;

RESOLVED, that, upon filing the Certificate of Elimination with the Secretary of State of the State of Delaware, all matters set forth in the Series A Certificate of Designations shall be eliminated from the Certificate of Incorporation with respect to the Series A Preferred Stock; and

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to prepare, execute and deliver to the Secretary of State of the State of Delaware the Certificate of Elimination as required by the General Corporation Law of the State of Delaware (the "DGCL") in order to effect the cancellation and elimination of the Series A Preferred Stock, and any and all documents required to be filed therewith.

Fourth: In accordance with Section 151(g) of the DGCL, the Certificate of Incorporation as effective immediately prior to the filing of this Certificate of Elimination is hereby amended to eliminate all references to the Series A Preferred Stock.

[Signature page follows.]

IN WITNESS WHEREOF, Fortive Corporation has caused this Certificate of Elimination to be duly executed in its corporate name as of the date first written above.

FORTIVE CORPORATION

By: /s/ Daniel B. Kim

Name: Daniel B. Kim

Title: Secretary

[Signature Page to the Certificate of Elimination]