

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

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**FORM 10-Q**

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(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the quarterly period ended: **March 29, 2019**

Or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number **1-37654**

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**Fortive Corporation**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**47-5654583**  
(I.R.S. employer  
identification number)

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

**98203**  
(Zip code)

**Registrant's telephone number, including area code: (425) 446-5000**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

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 the 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

Accelerated filer

Non-accelerated filer

Smaller reporting company

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.

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes  No

The number of shares of common stock outstanding at April 18, 2019 was 335,099,399.

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**FORTIVE CORPORATION**  
**INDEX**  
**FORM 10-Q**

	<b>Page</b>
<b>PART I - FINANCIAL INFORMATION</b>	
Item 1. <a href="#">Financial Statements</a>	
<a href="#">Consolidated Condensed Balance Sheets</a>	3
<a href="#">Consolidated Condensed Statements of Earnings</a>	4
<a href="#">Consolidated Condensed Statements of Comprehensive Income</a>	5
<a href="#">Consolidated Condensed Statement of Changes in Equity</a>	6
<a href="#">Consolidated Condensed Statements of Cash Flows</a>	7
<a href="#">Notes to Consolidated Condensed Financial Statements</a>	8
Item 2. <a href="#">Management's Discussion and Analysis of Financial Condition and Results of Operations</a>	23
Item 3. <a href="#">Quantitative and Qualitative Disclosures About Market Risk</a>	35
Item 4. <a href="#">Controls and Procedures</a>	35
<b>PART II - OTHER INFORMATION</b>	
Item 1A. <a href="#">Risk Factors</a>	36
Item 2. <a href="#">Unregistered Sales of Equity Securities and Use of Proceeds</a>	36
Item 6. <a href="#">Exhibits</a>	37
<a href="#">Signatures</a>	39

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

**FORTIVE CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED CONDENSED BALANCE SHEETS**  
(\$ in millions, except per share amounts)

	As of	
	March 29, 2019 (unaudited)	December 31, 2018
<b>ASSETS</b>		
Current assets:		
Cash and equivalents	\$ 3,728.9	\$ 1,178.4
Accounts receivable, net	1,146.6	1,195.1
Inventories:		
Finished goods	244.1	219.5
Work in process	98.3	103.1
Raw materials	265.9	251.9
Total inventories	608.3	574.5
Prepaid expenses and other current assets	286.2	193.2
Current assets, discontinued operations	26.3	30.0
Total current assets	5,796.3	3,171.2
Property, plant and equipment, net of accumulated depreciation of \$797.7 and \$889.8 at March 29, 2019 and December 31, 2018, respectively	468.3	576.1
Operating lease right-of-use assets	166.4	—
Other assets	620.7	548.9
Goodwill	6,169.0	6,133.1
Other intangible assets, net	2,435.5	2,476.3
Total assets	\$ 15,656.2	\$ 12,905.6
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Current portion of long-term debt	\$ 1,055.4	\$ 455.6
Trade accounts payable	667.8	706.5
Current operating lease liabilities	55.9	—
Accrued expenses and other current liabilities	837.8	999.3
Current liabilities, discontinued operations	22.7	30.7
Total current liabilities	2,639.6	2,192.1
Operating lease liabilities	112.5	—
Other long-term liabilities	1,313.1	1,125.9
Long-term debt	4,728.3	2,974.7
Equity:		
5.0% Mandatory convertible preferred stock, series A: \$0.01 par value, 15.0 million shares authorized; 1.4 million shares issued and outstanding at March 29, 2019 and December 31, 2018	—	—
Common stock: \$0.01 par value, 2.0 billion shares authorized; 335.8 and 335.1 million issued; 335.0 and 334.5 million outstanding at March 29, 2019 and December 31, 2018, respectively	3.4	3.4
Additional paid-in capital	3,240.3	3,126.0
Retained earnings	3,676.4	3,552.7
Accumulated other comprehensive income (loss)	(69.4)	(86.6)
Total Fortive stockholders' equity	6,850.7	6,595.5
Noncontrolling interests	12.0	17.4
Total stockholders' equity	6,862.7	6,612.9
Total liabilities and equity	\$ 15,656.2	\$ 12,905.6

See the accompanying Notes to the Consolidated Condensed Financial Statements.

**FORTIVE CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED CONDENSED STATEMENTS OF EARNINGS**  
(\$ and shares in millions, except per share amounts)  
(unaudited)

	Three Months Ended	
	March 29, 2019	March 30, 2018
Sales of products	\$ 1,405.1	\$ 1,332.4
Sales of services	187.8	159.8
Total sales	1,592.9	1,492.2
Cost of product sales	(647.9)	(614.8)
Cost of service sales	(132.3)	(111.1)
Total cost of sales	(780.2)	(725.9)
Gross profit	812.7	766.3
Operating costs:		
Selling, general and administrative expenses	(486.4)	(388.5)
Research and development expenses	(109.0)	(99.9)
Operating profit	217.3	277.9
Non-operating expenses, net:		
Interest expense, net	(25.3)	(23.3)
Other non-operating income (expenses), net	0.4	(0.7)
Earnings from continuing operations before income taxes	192.4	253.9
Income taxes	(28.4)	(39.9)
Net earnings from continuing operations	164.0	214.0
Earnings from discontinued operations, net of income taxes	0.4	47.2
Net earnings	164.4	261.2
Mandatory convertible preferred dividends	(17.3)	—
Net earnings attributable to common stockholders	\$ 147.1	\$ 261.2
Net earnings per common share from continuing operations:		
Basic	\$ 0.44	\$ 0.61
Diluted	\$ 0.43	\$ 0.61
Net earnings per share from discontinued operations:		
Basic	\$ —	\$ 0.14
Diluted	\$ —	\$ 0.13
Net earnings per share:		
Basic	\$ 0.44	\$ 0.75
Diluted	\$ 0.43	\$ 0.74
Average common stock and common equivalent shares outstanding:		
Basic	335.1	348.6
Diluted	339.5	354.4

The sum of net earnings per share may not add due to rounding

See the accompanying Notes to the Consolidated Condensed Financial Statements.

**FORTIVE CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED CONDENSED STATEMENTS OF COMPREHENSIVE INCOME**  
**(\$ in millions)**  
**(unaudited)**

	Three Months Ended	
	March 29, 2019	March 30, 2018
Net earnings	\$ 164.4	\$ 261.2
Other comprehensive income, net of income taxes:		
Foreign currency translation adjustments	16.7	36.4
Pension adjustments	0.5	0.7
Total other comprehensive income, net of income taxes	17.2	37.1
Comprehensive income	\$ 181.6	\$ 298.3

See the accompanying Notes to the Consolidated Condensed Financial Statements.

**FORTIVE CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED CONDENSED STATEMENTS OF CHANGES IN EQUITY**  
(\$ and shares in millions)  
(unaudited)

	Common Stock		Preferred Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests
	Shares	Amount	Shares	Amount				
<b>Balance, December 31, 2018</b>	334.5	\$ 3.4	1.4	—	\$ 3,126.0	\$ 3,552.7	\$ (86.6)	\$ 17.4
Net earnings for the period	—	—	—	—	—	164.4	—	—
Dividends to common shareholders	—	—	—	—	—	(23.4)	—	—
Mandatory convertible preferred stock cumulative dividends	—	—	—	—	—	(17.3)	—	—
Other comprehensive income	—	—	—	—	—	—	17.2	—
Common stock-based award activity	0.5	—	—	—	13.9	—	—	—
Issuance of 0.875% senior convertible notes due 2022	—	—	—	—	100.4	—	—	—
Change in noncontrolling interests	—	—	—	—	—	—	—	(5.4)
<b>Balance, March 29, 2019</b>	<u>335.0</u>	<u>\$ 3.4</u>	<u>1.4</u>	<u>—</u>	<u>\$ 3,240.3</u>	<u>\$ 3,676.4</u>	<u>\$ (69.4)</u>	<u>\$ 12.0</u>

	Common Stock		Preferred Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests
	Shares	Amount	Shares	Amount				
<b>Balance, December 31, 2017</b>	347.8	\$ 3.5	—	\$ —	\$ 2,444.1	\$ 1,350.3	\$ (7.6)	\$ 17.9
Adoption of accounting standards	—	—	—	—	—	(3.9)	—	—
<b>Balance, January 1, 2018</b>	347.8	\$ 3.5	—	—	\$ 2,444.1	\$ 1,346.4	\$ (7.6)	\$ 17.9
Net earnings for the period	—	—	—	—	—	261.2	—	—
Dividends to common shareholders	—	—	—	—	—	(24.3)	—	—
Separation related adjustments	—	—	—	—	13.3	—	—	—
Other comprehensive income	—	—	—	—	—	—	37.1	—
Common stock-based award activity	0.7	—	—	—	18.7	—	—	—
Change in noncontrolling interests	—	—	—	—	—	—	—	(0.6)
<b>Balance, March 30, 2018</b>	<u>348.5</u>	<u>\$ 3.5</u>	<u>—</u>	<u>—</u>	<u>\$ 2,476.1</u>	<u>\$ 1,583.3</u>	<u>\$ 29.5</u>	<u>\$ 17.3</u>

See the accompanying Notes to the Consolidated Condensed Financial Statements.

**FORTIVE CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS**  
(\$ in millions)  
(unaudited)

	Three Months Ended	
	March 29, 2019	March 30, 2018
Cash flows from operating activities:		
Net earnings from continuing operations	\$ 164.0	\$ 214.0
Noncash items:		
Depreciation	29.7	31.0
Amortization	52.2	24.9
Stock-based compensation expense	12.9	11.0
Change in trade accounts receivable, net	49.9	(3.8)
Change in inventories	(33.3)	(29.8)
Change in trade accounts payable	(40.6)	(28.6)
Change in prepaid expenses and other assets	(60.4)	(5.3)
Change in accrued expenses and other liabilities	(13.2)	(82.6)
Total operating cash provided by continuing operations	161.2	130.8
Total operating cash provided by (used in) discontinued operations	(5.0)	40.2
<b>Net cash provided by operating activities</b>	<b>156.2</b>	<b>171.0</b>
Cash flows from investing activities:		
Cash paid for acquisitions, net of cash received	—	(7.7)
Payments for additions to property, plant and equipment	(24.0)	(25.9)
All other investing activities	—	0.1
Total investing cash used in continuing operations	(24.0)	(33.5)
Total investing cash used in discontinued operations	—	(5.5)
<b>Net cash used in investing activities</b>	<b>(24.0)</b>	<b>(39.0)</b>
Cash flows from financing activities:		
Net proceeds from (repayments of) commercial paper borrowings	443.8	(74.2)
Proceeds from borrowings (maturities greater than 90 days), net of \$24.3 million of issuance costs	2,417.8	—
Repayment of borrowings (maturities greater than 90 days)	(402.9)	—
Payment of common stock cash dividend to shareholders	(23.4)	(24.3)
Payment of mandatory convertible preferred stock cash dividend to shareholders	(17.3)	—
All other financing activities	(6.8)	4.4
Total financing cash provided by (used in) continuing operations	2,411.2	(94.1)
Total financing cash provided by (used in) discontinued operations	—	(0.1)
<b>Net cash provided by (used in) financing activities</b>	<b>2,411.2</b>	<b>(94.2)</b>
Effect of exchange rate changes on cash and equivalents	7.1	15.8
Net change in cash and equivalents	2,550.5	53.6
Beginning balance of cash and equivalents	1,178.4	962.1
Ending balance of cash and equivalents	<b>\$ 3,728.9</b>	<b>\$ 1,015.7</b>

See the accompanying Notes to the Consolidated Condensed Financial Statements.

**FORTIVE CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS**

**NOTE 1. BUSINESS OVERVIEW**

Fortive Corporation (“Fortive”, the “Company,” “we,” “us,” or “our”) is a diversified industrial technology growth company encompassing businesses that are recognized leaders in attractive markets. Our well-known brands hold leading positions in advanced instrumentation and solutions, sensing, transportation technology, and franchise distribution markets. Our businesses design, develop, service, manufacture and market professional and engineered products, software and services for a variety of end markets, building upon leading brand names, innovative technology and significant market positions.

We prepared the unaudited consolidated condensed financial statements included herein in accordance with accounting principles generally accepted in the United States of America (“GAAP”) and the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”) applicable for interim periods. Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations; however, we believe the disclosures are adequate to make the information presented not misleading. The consolidated condensed financial statements included herein should be read in conjunction with the audited annual consolidated financial statements as of and for the year ended December 31, 2018 and the footnotes (“Notes”) thereto included within our 2018 Annual Report on Form 10-K.

In our opinion, the accompanying financial statements contain all adjustments (consisting of only normal recurring accruals) necessary to fairly present our financial position as of March 29, 2019 and December 31, 2018, and our results of operations and cash flows for the three months ended March 29, 2019 and March 30, 2018. Reclassification of certain prior year amounts have been made to conform to current year presentation.

On October 1, 2018, we completed the split-off of businesses in our automation and specialty platform (excluding our Hengstler and Dynapar businesses) (the “A&S Business”) and have reported the A&S Business as discontinued operations in our Consolidated Condensed Statements of Income, Consolidated Condensed Balance Sheets, and Consolidated Condensed Statements of Cash Flows for all periods presented. Unless otherwise noted discussion within these notes to the consolidated condensed financial statements relates to continuing operations. Refer to Note 3 for additional information on discontinued operations.

Accumulated Other Comprehensive Income (Loss).—Foreign currency translation adjustments are generally not adjusted for income taxes as they relate to indefinite investments in non-U.S. subsidiaries. We have designated our Euro-denominated commercial paper and ¥13.8 billion senior unsecured term facility loan as net investment hedges of our investment in certain foreign operations. Accordingly, foreign currency transaction gains or losses on the debt are deferred in the foreign currency translation component of accumulated other comprehensive income (loss) (“accumulated OCI”) as an offset to the foreign currency translation adjustments on our investments in foreign subsidiaries. We recognized gains of \$7.2 million for the three months ended March 29, 2019 and losses of \$14.8 million for the three months ended March 30, 2018 in other comprehensive income related to the net investment hedge. Any amounts deferred in accumulated OCI will remain until the hedged investment is sold or substantially liquidated. We recorded no ineffectiveness from our net investment hedges during the three months ended March 29, 2019 and March 30, 2018, respectively.



The changes in accumulated other comprehensive income (loss) by component are summarized below (\$ in millions):

	Foreign currency translation adjustments	Pension adjustments <sup>(b)</sup>	Total
<b>For the Three Months Ended March 29, 2019:</b>			
Balance, December 31, 2018	\$ (29.3)	\$ (57.3)	\$ (86.6)
Other comprehensive income (loss) before reclassifications, net of income taxes	16.7	—	16.7
Amounts reclassified from accumulated other comprehensive income (loss):			
Increase (decrease)	—	0.7 <sup>(a)</sup>	0.7
Income tax impact	—	(0.2) <sup>(c)</sup>	(0.2)
Amounts reclassified from accumulated other comprehensive income (loss), net of income taxes	—	0.5	0.5
Net current period other comprehensive income (loss), net of income taxes	16.7	0.5	17.2
Balance, March 29, 2019	<u>\$ (12.6)</u>	<u>\$ (56.8)</u>	<u>\$ (69.4)</u>
<b>For the Three Months Ended March 30, 2018:</b>			
Balance, December 31, 2017	\$ 64.0	\$ (71.6)	\$ (7.6)
Other comprehensive income (loss) before reclassifications, net of income taxes	36.4	—	36.4
Amounts reclassified from accumulated other comprehensive income (loss):			
Increase (decrease)	—	0.9 <sup>(a)</sup>	0.9
Income tax impact	—	(0.2) <sup>(c)</sup>	(0.2)
Amounts reclassified from accumulated other comprehensive income (loss), net of income taxes	—	0.7	0.7
Net current period other comprehensive income (loss), net of income taxes	36.4	0.7	37.1
Balance, March 30, 2018	<u>\$ 100.4</u>	<u>\$ (70.9)</u>	<u>\$ 29.5</u>

<sup>(a)</sup> This accumulated other comprehensive income (loss) component is included in the computation of net periodic pension cost (refer to Note 9 for additional details).

<sup>(b)</sup> Includes balances relating to defined benefit plans, supplemental executive retirement plans and other postretirement employee benefit plans.

<sup>(c)</sup> We did not elect to reclassify the income tax effects of the Tax Cuts and Jobs Act from accumulated other comprehensive income to retained earnings.

**Recently Issued Accounting Standards**—In June 2016, the Financial Accounting Standards Board (the “FASB”) issued Accounting Standards Update (“ASU”) No. 2016-13, *Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, which amends the impairment model by requiring entities to use a forward-looking approach, based on expected losses, to estimate credit losses on certain types of financial instruments, including trade receivables. This standard is effective for us beginning January 1, 2020, with early adoption permitted. We are currently evaluating the impact of this standard on our financial statements.

## NOTE 2. ACQUISITIONS

For a description of our material acquisition activity refer to Note 3 of our 2018 Annual Report on Form 10-K.

We continually evaluate potential mergers, acquisitions and divestitures that align with our strategy and expedite the evolution of our portfolio of businesses into new and attractive areas. We have completed a number of acquisitions that have been accounted for as purchases and resulted in the recognition of goodwill in our financial statements. This goodwill arises because the purchase price for each acquired business reflects a number of factors including the complimentary fit, acceleration of our strategy and synergies the business brings with respect to our existing operations, the future earnings and cash flow potential of the business, the potential to add other strategically complimentary acquisitions to the acquired business, the scarce or unique nature of the business in its markets, competition to acquire the business, the valuation of similar businesses in the marketplace (as reflected in a multiple of revenues, earnings or cash flows) and the avoidance of the time and costs which would be required

(and the associated risks that would be encountered) to enhance our existing offerings to key target markets and develop new and profitable businesses.

We make an initial allocation of the purchase price at the date of acquisition based on our understanding of the fair value of the acquired assets and assumed liabilities. We obtain this information during due diligence and through other sources. In the months after closing, as we obtain additional information about these assets and liabilities, including through tangible and intangible asset appraisals, and learn more about the newly acquired business, we are able to refine the estimates of fair value and more accurately allocate the purchase price. Only items identified as of the acquisition date are considered for subsequent adjustment. We are in the process of obtaining valuations of certain acquired assets and evaluating the tax impact of certain acquisitions. We make appropriate adjustments to purchase price allocations prior to completion of the applicable measurement period, as required.

During the three months ended March 29, 2019, we recorded certain adjustments to the preliminary purchase price allocation of acquisitions that closed during 2018 which resulted in a net increase of \$31.8 million to goodwill.

#### Advanced Sterilization Products

We entered into a purchase agreement, effective June 6, 2018, with Ethicon, Inc., a subsidiary of Johnson & Johnson, to purchase its Advanced Sterilization Products (“ASP”) business for approximately \$2.7 billion in cash. The transaction was completed in accordance with the terms of the purchase agreement, and on April 1, 2019, we paid \$2.7 billion in cash to acquire the ASP business. ASP is a leading global provider of innovative sterilization and disinfection solutions and pioneered low-temperature hydrogen peroxide sterilization technology. ASP’s products, which are sold globally, include the STERRAD system for sterilizing instruments and the EVOTECH and ENDOCLENS systems for endoscope reprocessing and cleaning.

We are in the process of transitioning ownership of certain non-principal countries, which are subject to various statutory closing requirements. During this transition, we will be operating under a transition services agreement with Johnson & Johnson.

### **NOTE 3. DISCONTINUED OPERATIONS**

#### **Divestiture of A&S Business**

On October 1, 2018, we completed the split-off of four of our operating companies from the Automation & Specialty platform (the “A&S Business”) in a tax efficient Reverse Morris Trust transaction with Altra Industrial Motion Corp. (“Altra”). The total consideration received was \$2.7 billion and consisted of (i) \$1.3 billion through a fully-subscribed exchange offer, in which we accepted and subsequently retired 15,824,931 shares of our own common stock from our stockholders in exchange for the 35,000,000 shares of common stock of Stevens Holding Company, Inc., an entity created to hold the A&S Business; (ii) \$1.0 billion in cash paid to us for the direct sales of certain assets and liabilities of the A&S Business; (iii) \$250 million as part of a debt-for-debt exchange that reduced outstanding indebtedness of Fortive; and (iv) \$150 million in cash paid to us by Steven’s Holding Company, Inc. as a dividend. We recognized an after-tax gain on the transaction of \$1.9 billion.

The accounting requirements for reporting the disposition of the A&S Business as a discontinued operation were met when the separation and merger were completed in the fourth quarter of 2018. Accordingly, the accompanying consolidated financial statements reflect this business as discontinued operations for all periods presented.

We are providing certain support services to Altra under transition services agreements. The impact of these services on our consolidated condensed financial statements was immaterial.

The key components of income from discontinued operations for the three month periods ended March 29, 2019 and March 30, 2018 were as follows (\$ in millions):

	March 29, 2019	March 30, 2018
Sales	\$ 5.7	\$ 248.5
Cost of sales	(5.8)	(144.0)
Selling, general and administrative expenses	—	(35.2)
Research and development expenses	—	(9.0)
Gain on disposition of discontinued operations before income taxes	0.5	—
Interest expense and other	—	(1.3)
Earnings before income taxes	0.4	59.0
Income taxes	—	(11.8)
Net earnings	\$ 0.4	\$ 47.2

Interest expense related to the debt retired as part of the debt-for-debt exchange was allocated to discontinued operations for all periods prior to the disposition.

The following table summarizes the major classes of assets and liabilities of discontinued operations that were included in our accompanying Consolidated Condensed Balance Sheets as of March 29, 2019 and December 31, 2018 (\$ in millions):

	March 29, 2019	December 31, 2018
<b>ASSETS</b>		
Trade accounts receivable, net	\$ 5.1	\$ 4.2
Inventories	—	4.4
Other current assets	21.2	21.4
Total current assets, discontinued operations	\$ 26.3	\$ 30.0
<b>LIABILITIES</b>		
Current liabilities:		
Trade accounts payable	\$ 5.4	\$ 9.2
Accrued expenses and other current liabilities	17.3	21.5
Total current liabilities, discontinued operations	\$ 22.7	\$ 30.7

**NOTE 4. GOODWILL**

The following is a rollforward of our goodwill (\$ in millions):

<b>Balance, December 31, 2018</b>	\$ 6,133.1
Foreign currency translation & other	35.9
<b>Balance, March 29, 2019</b>	<u>\$ 6,169.0</u>

The carrying value of goodwill by segment is summarized as follows (\$ in millions):

	March 29, 2019	December 31, 2018
Professional Instrumentation	\$ 4,927.3	\$ 4,894.6
Industrial Technologies	1,241.7	1,238.5
Total goodwill	<u>\$ 6,169.0</u>	<u>\$ 6,133.1</u>

We have not identified any triggering events which would have indicated a potential impairment of goodwill in the three months ended March 29, 2019.

**NOTE 5. FAIR VALUE MEASUREMENTS**

Accounting standards define fair value based on an exit price model, establish a framework for measuring fair value where our assets and liabilities are required to be carried at fair value and provide for certain disclosures related to the valuation methods used within a valuation hierarchy as established within the accounting standards. This hierarchy prioritizes the inputs into three broad levels as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 inputs are quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets in markets that are not active, or other observable characteristics for the asset or liability, including interest rates, yield curves and credit risks, or inputs that are derived principally from, or corroborated by, observable market data through correlation.
- Level 3 inputs are unobservable inputs based on our assumptions. The classification of a financial asset or liability within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

Below is a summary of financial liabilities that are measured at fair value on a recurring basis (\$ in millions):

	Quoted Prices in Active Market (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
<b>March 29, 2019</b>				
Deferred compensation liabilities	\$ —	\$ 25.9	\$ —	\$ 25.9
<b>December 31, 2018</b>				
Deferred compensation liabilities	\$ —	\$ 20.8	\$ —	\$ 20.8

Certain management employees participate in our nonqualified deferred compensation programs that permit such employees to defer a portion of their compensation, on a pretax basis, until after their termination of employment. All amounts deferred under such plans are unfunded, unsecured obligations and are presented as a component of our compensation and benefits accrual included in other long-term liabilities in the accompanying Consolidated Condensed Balance Sheets. Participants may choose among alternative earning rates for the amounts they defer, which are primarily based on investment options within our defined contribution plans for the benefit of U.S. employees (except that the earnings rates for amounts contributed unilaterally by the Company are entirely based on changes in the value of Fortive common stock). Changes in the deferred compensation liability under these programs are recognized based on changes in the fair value of the participants' accounts, which are based on the applicable earnings rates.

**Fair Value of Financial Instruments**

The carrying amount and fair value of financial instruments are as follows (\$ in millions):

	March 29, 2019		December 31, 2018	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Current portion of long-term debt	\$ 1,055.4	\$ 1,055.2	\$ 455.6	\$ 454.9
Long-term debt, net of current maturities	\$ 4,728.3	\$ 4,889.9	\$ 2,974.7	\$ 2,867.5

As of March 29, 2019 and December 31, 2018, the current portion of long-term debt and long-term debt, net of current maturities were categorized as Level 1.

The fair values of the current portion of long-term debt and long-term debt were based on quoted market prices. The difference between the fair value and the carrying amounts of long-term borrowings may be attributable to changes in market interest rates and/or our credit ratings subsequent to the incurrence of the borrowing. The fair value of cash and cash equivalents, accounts receivable, net and trade accounts payable approximates their carrying amount due to the short-term maturities of these instruments.

**NOTE 6. FINANCING AND CAPITAL**

The carrying value of the components of our long-term debt were as follows (\$ in millions):

	March 29, 2019	December 31, 2018
U.S. dollar-denominated commercial paper	\$ 834.0	\$ 390.1
Euro-denominated commercial paper	264.2	270.1
Delayed-draw term loan due 2019	—	400.0
Delayed-draw term loan due 2020	1,000.0	—
Yen variable interest rate term loan due 2022	124.4	125.7
1.80% senior unsecured notes due 2019	55.4	55.6
2.35% senior unsecured notes due 2021	747.3	747.0
3.15% senior unsecured notes due 2026	892.2	891.9
4.30% senior unsecured notes due 2046	546.9	546.9
0.875% senior convertible notes due 2022	1,316.9	—
Other	2.4	3.0
Long-term debt	5,783.7	3,430.3
Less: current portion of long-term debt	1,055.4	455.6
Long-term debt, net of current maturities	\$ 4,728.3	\$ 2,974.7

Unamortized debt discounts, premiums and issuance costs of \$137.7 million and \$17.0 million as of March 29, 2019 and December 31, 2018, respectively, are netted against the aggregate principal amounts of the components of debt in the table above. Refer to Note 10 of our 2018 Annual Report on Form 10-K for further details of our debt financing.

We generally satisfy any short-term liquidity needs that are not met through operating cash flows and available cash primarily through issuances of commercial paper under our U.S. dollar and Euro-denominated commercial paper programs (“Commercial Paper Programs”). Credit support for the Commercial Paper Programs is provided by a five-year \$2.0 billion senior unsecured revolving credit facility that expires on November 30, 2023 (the “Revolving Credit Facility”) which can also be used for working capital and other general corporate purposes. As of March 29, 2019, no borrowings were outstanding under the Revolving Credit Facility.

*Convertible Senior Notes*

On February 22, 2019, we issued \$1.4 billion in aggregate principal amount of our 0.875% Convertible Senior Notes due 2022 (the “Convertible Notes”), including \$187.5 million in aggregate principal amount resulting from an exercise in full of an over-allotment option. The Convertible Notes were sold in a private placement to certain initial purchasers for resale to qualified institutional buyers pursuant to Rule 144A under the Securities Act.

The Convertible Notes are fully and unconditionally guaranteed, jointly and severally, on an unsecured basis, by four of our wholly-owned domestic subsidiaries (the “Guarantees”). Under the Indenture, the Convertible Notes are our senior unsecured obligations, and the Convertible Notes and the Guarantees rank equally in right of payment with all of our and the guarantors’ existing and future liabilities that are not subordinated, but effectively rank junior to any of our and the guarantors secured indebtedness to the extent of the value of the assets securing such indebtedness. In addition, the Convertible Notes are structurally subordinated to all of the existing and future obligations, including trade payables, of our subsidiaries that do not guarantee the Convertible Notes.

The Convertible Notes bear interest at a rate of 0.875% per year, payable semiannually in arrears on February 15 and August 15 of each year, beginning on August 15, 2019. The Convertible Notes mature on February 15, 2022, unless earlier repurchased or converted in accordance with their terms prior to such date.

The Convertible Notes are convertible into shares of our common stock at an initial conversion rate of 9.3777 shares per \$1,000 principal amount of Convertible Notes (which is equivalent to an initial conversion price of \$106.64 per share), subject to adjustment upon the occurrence of certain events. The initial conversion price represents a premium of approximately 32.5% to the \$80.48 per share closing price of our common stock on February 19, 2019. Upon conversion of the Convertible Notes, holders will receive cash, shares of our common stock, or a combination thereof, at Fortive’s election. Our current intention is to settle such conversions through cash up to the principal amount of the converted Convertible Notes and, if applicable,

through shares of our common stock for conversion value, if any, in excess of the principal amount of the converted Convertible Notes.

Of the \$1.4 billion in proceeds received from the issuance of the Convertible Notes, \$1.3 billion was classified as debt and \$102.2 million was classified as equity, using an assumed effective interest rate of 3.38%. Debt issuance costs of \$24.3 million were proportionately allocated to debt and equity. We recognized \$5.5 million in interest expense during the three months ended March 29, 2019, of which \$1.3 million related to the contractual coupon rate of 0.875% and \$0.9 million was attributable to the amortization of debt issuance costs. The discount at issuance was \$102.2 million and is being amortized over a three-year period. The unamortized discount at March 29, 2019 was \$99.0 million.

Prior to November 15, 2021, the Convertible Notes will be convertible only upon the occurrence of certain events and will be convertible thereafter at any time until the close of business on the business day immediately preceding the maturity date of the Convertible Notes.

The conversion rate is subject to customary anti-dilution adjustments. If certain corporate events described in the Indenture occur prior to the maturity date, the conversion rate will be increased for a holder that elects to convert its Convertible Notes in connection with such corporate event in certain circumstances.

The Convertible Notes are not redeemable prior to maturity, and no sinking fund is provided for the Convertible Notes. If we undergo a “fundamental change,” as defined in the Indenture, subject to certain conditions, holders may require us to repurchase for cash all or any portion of their Convertible Notes. The fundamental change purchase price will be 100% of the principal amount of the Convertible Notes to be repurchased plus any accrued and unpaid additional interest up to but excluding the fundamental change repurchase date.

The Indenture contains customary terms and covenants, including that upon certain events of default occurring and continuing, either the Trustee or the holders of at least 25% in aggregate principal amount of the outstanding Convertible Notes may declare 100% of the principal of, and accrued and unpaid interest, if any, on all the Convertible Notes to be due and payable.

We used the net proceeds from the offering to fund a portion of the cash consideration payable for, and certain costs associated with, our acquisition of ASP.

In connection with this offering of the Convertible Notes, on February 21, 2019, we entered into amendments to the credit facility agreement associated with our delayed-draw term loan due 2019 dated as of August 22, 2018, and our Credit Agreement, dated as of November 30, 2018, to exclude the Guarantees from the limitations on subsidiary indebtedness under the Agreements.

#### *Delayed-Draw Term Loan Due 2020*

On March 1, 2019, we entered into a credit facility agreement that provides for a 364-day delayed-draw term loan facility (“2020 Delayed-Draw Term Loan”) in an aggregate principal amount of \$1.0 billion. On March 20, 2019, we drew down the full \$1.0 billion available under the 2020 Delayed-Draw Term Loan in order to fund, in part, the ASP Acquisition. The 2020 Delayed-Draw Term Loan bears interest at a variable rate equal to the London inter-bank offered rate plus a ratings based margin currently at 75 basis points. As of March 29, 2019, borrowings under this facility bore an interest rate of 3.24% per annum. The 2020 Delayed-Draw Term Loan is prepayable at our option, and we are not permitted to re-borrow once the term loan is repaid. The terms and conditions, including covenants, applicable to the 2020 Delayed-Draw Term Loan are substantially similar to those applicable to the Revolving Credit Facility.

#### *Commercial Paper*

The details of our Commercial Paper Programs as of March 29, 2019 are as follows (\$ in millions):

	Carrying value	Annual effective rate	Weighted average remaining maturity (in days)
U.S. dollar-denominated commercial paper	\$ 834.0	2.82 %	16
Euro-denominated commercial paper	\$ 264.2	(0.10)%	78

We classified our borrowings outstanding under the Commercial Paper Programs as long-term debt in the accompanying Consolidated Condensed Balance Sheets as we had the intent and ability, as supported by availability under the Revolving Credit Facility referenced above, to refinance these borrowings for at least one year from the balance sheet date.

As of March 29, 2019, we were in compliance with all of our covenants.

#### Repayments

On February 28, 2019, we prepaid the remaining \$400.0 million outstanding principal and accrued interest under the delayed-draw term loan due 2019. The prepayment penalties associated with this payment were immaterial.

#### NOTE 7. LEASES

In February 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2016-02, Leases (Topic 842), which requires lessees to recognize a right-of-use (“ROU”) asset and a lease liability for all leases with terms greater than 12 months and also requires disclosures by lessees and lessors about the amount, timing and uncertainty of cash flows arising from leases. Subsequent to the issuance of Topic 842, the FASB clarified the guidance through several ASUs; hereinafter the collection of lease guidance is referred to as “ASC 842”.

On January 1, 2019, we adopted ASC 842 using the modified retrospective transition method for all lease arrangements at the beginning of the period of adoption. Results for reporting periods beginning January 1, 2019 are presented under ASC 842, while prior period amounts were not adjusted and continue to be reported in accordance with our historic accounting under Topic 840, *Leases*. The standard had a material impact on our Consolidated Condensed Balance Sheet but had no impact on our consolidated net earnings and cash flows. The most significant impact of adopting ASC 842 was the recognition of the ROU asset and lease liabilities for operating leases, which are presented in the following three line items on the Consolidated Condensed Balance Sheet: (i) operating lease right-of-use asset; (ii) current operating lease liabilities; and (iii) operating lease liabilities.

We elected the package of practical expedients for leases that commenced before the effective date of ASC 842 whereby we elected to not reassess the following: (i) whether any expired or existing contracts contain leases; (ii) the lease classification for any expired or existing leases; and (iii) initial direct costs for any existing leases. In addition, we have lease agreements with lease and non-lease components and we have elected the practical expedient for all underlying asset classes and account for them as a single lease component. Our finance lease and lessor arrangements are immaterial.

We determine if an arrangement is a lease at inception. We have operating leases for office space, warehouses, distribution centers, research and development facilities, manufacturing locations, and certain equipment, primarily automobiles. Many leases include one or more options to renew, some of which include options to extend the leases for up to 15 years, and some of which include options to terminate the leases in less than one year. We considered options to renew in our lease terms and measurement of right-of-use assets and lease liabilities if we determined they were reasonably certain to be exercised.

For the three months ended March 29, 2019, operating lease cost was \$17.8 million. Short-term and variable lease cost, and cost for finance leases were immaterial for the three months ended March 29, 2019. During the three-month period ended March 29, 2019, cash paid for operating leases included in operating cash flows was \$15.8 million. ROU assets obtained in exchange for operating lease obligations were immaterial for the three months ended March 29, 2019.

The following table presents the maturity of our operating lease liabilities as of March 29, 2019 (\$ in millions):

Remainder of 2019	\$	41.8
2020		41.1
2021		31.7
2022		21.9
2023		11.7
Thereafter		40.7
Total lease payments		188.9
Less: imputed interest		(20.5)
Total lease liabilities	\$	168.4

[Table of Contents](#)

As previously disclosed in our 2018 Annual Report on Form 10-K and under Topic 840, future minimum lease payments for operating leases having initial or remaining noncancelable lease terms in excess of one year would have been as follows:

2019	\$	54.2
2020		41.2
2021		32.4
2022		24.0
2023		13.5
Thereafter		16.1
Total lease payments	\$	181.4

As of March 29, 2019, the weighted average lease term of our operating leases was 6.3 years and the weighted average discount rate of our operating leases was 3.4%. We primarily use our incremental borrowing rate as the discount rate for our operating leases, as we are generally unable to determine the interest rate implicit in the lease.

As of March 29, 2019, we entered into operating leases for which the lease term had not yet commenced. These operating leases will commence in 2019 with lease terms between 1 and 10 years with fixed payments over the non-cancelable lease terms of \$3.7 million.

**NOTE 8. SALES**

We derive revenues primarily from the sale of Professional Instrumentation and Industrial Technologies products and services. Revenue is recognized when control of promised products or services is transferred to customers in an amount that reflects the consideration we expect to be entitled to in exchange for those products or services.

Product Sales include revenues from the sale of products and equipment, which includes our software as a service product offerings and equipment rentals.

Service Sales includes revenues from extended warranties, post-contract customer support ("PCS"), maintenance contracts or services, contract labor to perform ongoing service at a customer location, and services related to previously sold products.

**Contract Assets** — In certain circumstances, we record contract assets which include unbilled amounts typically resulting from sales under contracts when revenue recognized exceeds the amount billed to the customer, and right to payment is not only subject to the passage of time. Contract assets were immaterial as of March 29, 2019 and December 31, 2018.

**Contract Costs** — We incur direct incremental costs to obtain certain contracts, typically sales-related commissions and costs associated with assets used by our customers in certain service arrangements. Deferred sales-related commissions are generally not capitalized as the amortization period is 1 year or less, and we elected to use the practical expedient to expense these sales commissions as incurred. As of March 29, 2019, we had \$139.2 million in net revenue-related contract assets related to certain service arrangements. Our revenue-related contract assets at December 31, 2018 were \$144.4 million, the majority of which were recorded in property, plant and equipment on the Consolidated Condensed Balance Sheet. These assets have estimated useful lives between 3 and 5 years.

Impairment losses recognized on our revenue-related contract assets were immaterial in the three months ended March 29, 2019.

**Contract Liabilities** — Our contract liabilities consist of deferred revenue generally related to PCS and extended warranty sales, where in most cases we receive up-front payment and recognize revenue over the support term. We classify deferred revenue as current or noncurrent based on the timing of when we expect to recognize revenue. The noncurrent portion of deferred revenue is included in other long-term liabilities in the accompanying Consolidated Condensed Balance Sheets.

Our contract liabilities consisted of the following (\$ in millions):

	March 29, 2019	December 31, 2018
Deferred revenue - current	\$ 306.2	\$ 288.1
Deferred revenue - noncurrent	97.3	92.6
Total contract liabilities	\$ 403.5	\$ 380.7



In the three months ended March 29, 2019, we recognized \$114.3 million of revenue related to our contract liabilities at December 31, 2018. The change in our contract liabilities from December 31, 2018 to March 29, 2019 was primarily due to the timing of cash receipts and sales of post-contract support and extended warranty services.

Remaining Performance Obligations — Our remaining performance obligations represent the transaction price of firm, noncancelable orders, with expected delivery dates to customers greater than one year from March 29, 2019, for which work has not been performed. We have excluded performance obligations with an original expected duration of one year or less from the amounts below.

The aggregate performance obligations attributable to each of our segments is as follows (\$ in millions):

	<b>March 29, 2019</b>
Professional Instrumentation	\$ 147.2
Industrial Technologies	408.9
Total remaining performance obligations	<u>\$ 556.1</u>

The majority of remaining performance obligations are related to service and support contracts, which we expect to fulfill approximately 40 percent within the next two years, approximately 75 percent within the next three years and substantially all within four years.

## Disaggregation of Revenue

We disaggregate revenue from contracts with customers by sales of products and services, geographic location, major product group and end market for each of our segments, as we believe it best depicts how the nature, amount, timing and uncertainty of our revenue and cash flows are affected by economic factors. Disaggregation of revenue for the three months ended March 29, 2019 is presented as follows (\$ in millions):

	<b>Total</b>	<b>Professional Instrumentation</b>	<b>Industrial Technologies</b>
<b>Sales:</b>			
Sales of products	\$ 1,405.1	\$ 825.8	\$ 579.3
Sales of services	187.8	121.5	66.3
<b>Total</b>	<b>\$ 1,592.9</b>	<b>\$ 947.3</b>	<b>\$ 645.6</b>
<b>Geographic:</b>			
United States	\$ 887.6	\$ 486.0	\$ 401.6
China	150.0	128.4	21.6
Germany	57.6	32.4	25.2
All other (each country individually less than 5% of total sales)	497.7	300.5	197.2
<b>Total</b>	<b>\$ 1,592.9</b>	<b>\$ 947.3</b>	<b>\$ 645.6</b>
<b>Major Products Group:</b>			
Professional tools and equipment	\$ 1,226.9	\$ 780.3	\$ 446.6
Industrial automation, controls and sensors	130.0	100.0	30.0
Franchise distribution	169.0	—	169.0
All other	67.0	67.0	—
<b>Total</b>	<b>\$ 1,592.9</b>	<b>\$ 947.3</b>	<b>\$ 645.6</b>
<b>End markets:</b>			
<b>Direct sales:</b>			
Retail fueling <sup>(a)</sup>	\$ 388.2	\$ —	\$ 388.2
Industrial & Manufacturing	109.6	96.8	12.8
Vehicle repair <sup>(a)</sup>	153.8	—	153.8
Utilities & Power	49.6	49.6	—
Other	463.0	391.1	71.9
<b>Total direct sales</b>	<b>1,164.2</b>	<b>537.5</b>	<b>626.7</b>
Distributors <sup>(a)</sup>	428.7	409.8	18.9
<b>Total</b>	<b>\$ 1,592.9</b>	<b>\$ 947.3</b>	<b>\$ 645.6</b>

(a) Retail fueling and vehicle repair include sales to these end markets made through third-party distributors. Total distributor sales for the three months ended March 29, 2019 was \$745.2 million.

Disaggregation of revenue for the three months ended March 30, 2018 is presented as follows (\$ in millions):

	<b>Total</b>	<b>Professional Instrumentation</b>	<b>Industrial Technologies</b>
<b>Sales:</b>			
Sales of products	\$ 1,332.4	\$ 776.6	\$ 555.8
Sales of services	159.8	95.1	64.7
<b>Total</b>	<b>\$ 1,492.2</b>	<b>\$ 871.7</b>	<b>\$ 620.5</b>
<b>Geographic:</b>			
United States	\$ 788.7	\$ 406.4	\$ 382.3
China	143.6	125.1	18.5
Germany	58.3	35.9	22.4
All other (each country individually less than 5% of total sales)	501.6	304.3	197.3
<b>Total</b>	<b>\$ 1,492.2</b>	<b>\$ 871.7</b>	<b>\$ 620.5</b>
<b>Major Products Group:</b>			
Professional tools and equipment	\$ 1,119.2	\$ 704.7	\$ 414.5
Industrial automation, controls and sensors	138.0	105.0	33.0
Franchise distribution	173.0	—	173.0
All other	62.0	62.0	—
<b>Total</b>	<b>\$ 1,492.2</b>	<b>\$ 871.7</b>	<b>\$ 620.5</b>
<b>End markets:</b>			
Direct sales:			
Retail fueling <sup>(a)</sup>	\$ 348.3	\$ —	\$ 348.3
Industrial & Manufacturing	105.5	90.4	15.1
Vehicle repair <sup>(a)</sup>	158.8	—	158.8
Utilities & Power	55.4	55.4	—
Other	381.9	301.2	80.7
<b>Total direct sales</b>	<b>1,049.9</b>	<b>447.0</b>	<b>602.9</b>
Distributors <sup>(a)</sup>	442.3	424.7	17.6
<b>Total</b>	<b>\$ 1,492.2</b>	<b>\$ 871.7</b>	<b>\$ 620.5</b>

(a) Retail fueling and vehicle repair include sales to these end markets made through third-party distributors. Total distributor sales for the three months ended March 30, 2018 was \$728.1 million.

**NOTE 9. PENSION PLANS**

For a full description of our noncontributory defined benefit pension plans refer to Note 11 of our 2018 Annual Report on Form 10-K.

The following sets forth the components of our net periodic pension costs associated with our noncontributory defined benefit pension plans (\$ in millions):

	Three Months Ended	
	March 29, 2019	March 30, 2018
<b>U.S. Pension Benefits:</b>		
Interest cost	\$ 0.4	\$ 0.3
Expected return on plan assets	(0.3)	(0.4)
Net periodic pension cost	<u>\$ 0.1</u>	<u>\$ (0.1)</u>
<b>Non-U.S. Pension Benefits:</b>		
Service cost	\$ 0.3	\$ 0.3
Interest cost	1.4	1.4
Expected return on plan assets	(1.4)	(1.5)
Amortization of net loss	0.7	0.7
Net curtailment and settlement loss recognized	—	0.2
Net periodic pension cost	<u>\$ 1.0</u>	<u>\$ 1.1</u>

We report all components of net periodic pension costs, with the exception of service costs, in other non-operating expenses as a component of non-operating income in the accompanying Consolidated Condensed Statements of Earnings. Service costs are reported in cost of sales and selling, general and administrative expenses in the accompanying Consolidated Condensed Statements of Earnings according to the classification of the participant's compensation.

**Employer Contributions**

During 2019, our cash contribution requirements for our non-U.S. defined benefit pension plans are expected to be approximately \$9.6 million. We do not expect to make contributions to the U.S. plan during 2019. The actual amounts to be contributed depend upon, among other things, legal requirements, underlying asset returns, the plan's funded status, the anticipated tax deductibility of the contribution, local practices, market conditions, interest rates and other factors.

**NOTE 10. INCOME TAXES**

Our effective tax rate for the three months ended March 29, 2019 was 14.8% as compared to 15.7% for the three months ended March 30, 2018. The year-over-year decrease was due primarily to favorable impacts of certain federal and international tax benefits.

Our effective tax rate for 2019 and 2018 differs from the U.S. federal statutory rate of 21% due primarily to the effect of the Tax Cuts and Jobs Act ("TCJA") U.S. federal permanent differences, the impact of credits and deductions provided by law, and earnings outside the United States that are indefinitely reinvested and taxed at rates lower than the U.S. federal statutory rate.

**NOTE 11. STOCK-BASED COMPENSATION**

Our stock-based compensation program (the "Stock Plan") provides for the grant of stock appreciation rights, performance stock units, restricted stock units, restricted stock awards and performance stock awards (collectively, "Stock Awards"), stock options or any other stock-based award. As of March 29, 2019, approximately 20 million shares of our common stock were available for subsequent issuance under the Stock Plan. For a full description of our stock-based compensation program refer to Note 17 of our 2018 Annual Report on Form 10-K.

**Stock-based Compensation Expense**

Stock-based compensation has been recognized as a component of selling, general & administrative expenses in the accompanying Consolidated Condensed Statements of Earnings based on the portion of the awards that are ultimately expected to vest.

The following summarizes the components of our stock-based compensation expense under the Stock Plan (\$ in millions):

	Three Months Ended	
	March 29, 2019	March 30, 2018
<b>Stock Awards:</b>		
Pretax compensation expense	\$ 7.8	\$ 6.5
Income tax benefit	(1.7)	(1.4)
Stock Award expense, net of income taxes	6.1	5.1
<b>Stock options:</b>		
Pretax compensation expense	5.1	4.5
Income tax benefit	(1.1)	(0.9)
Stock option expense, net of income taxes	4.0	3.6
<b>Total stock-based compensation:</b>		
Pretax compensation expense	12.9	11.0
Income tax benefit	(2.8)	(2.3)
Total stock-based compensation expense, net of income taxes	\$ 10.1	\$ 8.7

On February 22, 2019, the Board of Directors granted 1.7 million stock options and 550 thousand stock awards at market value to employees.

The following summarizes the unrecognized compensation cost for the Stock Plan awards as of March 29, 2019. This compensation cost is expected to be recognized over a weighted average period of approximately two years, representing the remaining service period related to the awards. Future compensation amounts will be adjusted for any changes in estimated forfeitures (\$ in millions):

Stock Awards	\$ 77.2
Stock options	70.4
Total unrecognized compensation cost	\$ 147.6

**NOTE 12. COMMITMENTS AND CONTINGENCIES**

For a description of our litigation and contingencies, refer to Notes 15 and 16 of our 2018 Annual Report on Form 10-K.

We generally accrue estimated warranty costs at the time of sale. In general, manufactured products are warranted against defects in material and workmanship when properly used for their intended purpose, installed correctly, and appropriately maintained. Warranty period terms depend on the nature of the product and range from 90 days up to the life of the product. The amount of the accrued warranty liability is determined based on historical information such as past experience, product failure rates or number of units repaired, estimated cost of material and labor, and in certain instances estimated property damage. The accrued warranty liability is reviewed on a quarterly basis and may be adjusted as additional information regarding expected warranty costs becomes known.

The following is a rollforward of our accrued warranty liability (\$ in millions):

<b>Balance, December 31, 2018</b>	\$ 72.1
Accruals for warranties issued during the period	17.9
Settlements made	(23.0)
Effect of foreign currency translation	0.2
<b>Balance, March 29, 2019</b>	\$ 67.2

**NOTE 13. NET EARNINGS PER SHARE**

Basic net earnings per share (“EPS”) is calculated by dividing net earnings attributable to common stockholders by the weighted average number of shares of common stock outstanding for the applicable period. Diluted EPS is similarly calculated, except that the calculation includes the dilutive effect of the assumed issuance of shares under stock-based compensation plans under the treasury stock method, except where the inclusion of such shares would have an anti-dilutive impact. There were 1.7 million and 1.5 million anti-dilutive options excluded from the diluted EPS calculation for the three months ended March 29, 2019 and March 30, 2018, respectively.

As described in Note 6, upon conversion of the Convertible Notes, holders will receive cash, shares of our common stock, or a combination thereof, at our election. Our intention is to settle such conversions through cash up to the principal amount of the Convertible Notes and, if applicable, through shares of our common stock for conversion value, if any, in excess of the principal amount of the Convertible Notes. We believe we have the ability to settle these obligations as intended, and therefore we have accounted for the conversion features under the treasury stock method in our calculation of EPS. Given the price of our common stock is below the conversion price, the Convertible Notes had no impact on our earnings per share for the three months ended March 29, 2019.

The impact of our MCPS calculated under the if-converted method were anti-dilutive, and as such 16.7 million shares were excluded from the diluted EPS calculation for the three months ended March 29, 2019.

Information related to the calculation of net earnings per share of common stock is summarized as follows (\$ and shares in millions, except per share amounts):

	Three Months Ended	
	March 29, 2019	March 30, 2018
<b>Numerator</b>		
Net earnings from continuing operations	\$ 164.0	\$ 214.0
Mandatory convertible preferred stock cumulative dividends	(17.3)	—
Net earnings attributable to common stockholders from continuing operations	<u>\$ 146.7</u>	<u>\$ 214.0</u>
<b>Denominator</b>		
Weighted average common shares outstanding used in basic earnings per share	335.1	348.6
Incremental common shares from:		
Assumed exercise of dilutive options and vesting of dilutive Stock Awards	4.4	5.8
Weighted average common shares outstanding used in diluted earnings per share	<u>339.5</u>	<u>354.4</u>
Net earnings from continuing operations per common share - Basic	\$ 0.44	\$ 0.61
Net earnings from continuing operations per common share - Diluted	\$ 0.43	\$ 0.61

We declared and paid cash dividends per common share and per MCPS during the periods presented as follows:

	Dividend Per Common Share	Amount (\$ in millions)	Dividend per MCPS	Amount (\$ in millions)
<b>2019:</b>				
First quarter	\$ 0.07	\$ 23.4	\$ 12.50	\$ 17.3
<b>2018:</b>				
First quarter	\$ 0.07	\$ 24.3	\$ —	\$ —

On April 11, 2019, we declared a regular quarterly cash dividend of \$0.07 per share payable on June 28, 2019, to common stockholders of record on May 31, 2019 and a regular quarterly cash dividend of \$12.50 per share on our MCPS payable on July 1, 2019 to preferred stockholders of record on June 15, 2019.

**NOTE 14. SEGMENT INFORMATION**

We report our results in two separate business segments consisting of Professional Instrumentation and Industrial Technologies. When determining the reportable segments, we aggregated operating segments based on their similar economic and operating characteristics. Operating profit amounts in the Other category consist of unallocated corporate costs and other costs not considered part of our evaluation of reportable segment operating performance. Our segment results are as follows (\$ in millions):

	Three Months Ended	
	March 29, 2019	March 30, 2018
<b>Sales:</b>		
Professional Instrumentation	\$ 947.3	\$ 871.7
Industrial Technologies	645.6	620.5
Total	<u>\$ 1,592.9</u>	<u>\$ 1,492.2</u>
<b>Operating Profit:</b>		
Professional Instrumentation	\$ 136.2	\$ 206.4
Industrial Technologies	105.3	94.2
Other	(24.2)	(22.7)
Total Operating Profit	217.3	277.9
Interest expense, net	(25.3)	(23.3)
Other non-operating income (expenses), net	0.4	(0.7)
Earnings from continuing operations before income taxes	<u>\$ 192.4</u>	<u>\$ 253.9</u>

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

Fortive Corporation ("Fortive", the "Company," "we," "us," or "our") is a diversified industrial technology growth company comprised of Professional Instrumentation and Industrial Technologies segments and encompassing businesses that are recognized leaders in attractive markets. Our well-known brands hold leading positions in advanced instrumentation and solutions, sensing, transportation technology, and franchise distribution markets. Our businesses design, develop, service, manufacture and market professional and engineered products, software and services for a variety of end markets, building upon leading brand names, innovative technology and significant market positions.

This Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is designed to provide a reader of our financial statements with a narrative from the perspective of management. The following discussion should be read in conjunction with the MD&A and consolidated and combined financial statements included in our 2018 Annual Report on Form 10-K. Our MD&A is divided into five sections:

- Information Relating to Forward-Looking Statements
- Overview
- Results of Operations
- Liquidity and Capital Resources
- Critical Accounting Estimates

## INFORMATION RELATING TO FORWARD-LOOKING STATEMENTS

Certain statements included or incorporated by reference in this quarterly report, in other documents we file with or furnish to the Securities and Exchange Commission (“SEC”), in our press releases, webcasts, conference calls, materials delivered to shareholders and other communications, are “forward-looking statements” within the meaning of the United States federal securities laws. All statements other than historical factual information are forward-looking statements, including without limitation statements regarding: projections of revenue, expenses, profit, profit margins, tax rates, tax provisions, cash flows, pension and benefit obligations and funding requirements, our liquidity position or other financial measures; management’s plans and strategies for future operations, including statements relating to anticipated operating performance, cost reductions, restructuring activities, new product and service developments, competitive strengths or market position, acquisitions, divestitures, strategic opportunities, securities offerings, stock repurchases, dividends and executive compensation; growth, declines and other trends in markets we sell into; new or modified laws, regulations and accounting pronouncements; outstanding claims, legal proceedings, tax audits and assessments and other contingent liabilities; foreign currency exchange rates and fluctuations in those rates; impact on changes to tax laws; general economic and capital markets conditions; the timing of any of the foregoing; assumptions underlying any of the foregoing; and any other statements that address events or developments that we intend or believe will or may occur in the future. Terminology such as “believe,” “anticipate,” “should,” “could,” “intend,” “will,” “plan,” “expect,” “estimate,” “project,” “target,” “may,” “possible,” “potential,” “forecast” and “positioned” and similar references to future periods are intended to identify forward-looking statements, although not all forward-looking statements are accompanied by such words.

Forward-looking statements are based on assumptions and assessments made by our management in light of their experience and perceptions of historical trends, current conditions, expected future developments and other factors. Forward-looking statements are not guarantees of future performance and actual results may differ materially from the results, developments and business decisions contemplated by our forward-looking statements. Accordingly, you should not place undue reliance on any such forward-looking statements. Important factors that could cause actual results to differ materially from those envisaged in the forward-looking statements include the following:

- Conditions in the global economy, the markets we serve and the financial markets may adversely affect our business and financial statements.
- Our growth could suffer if the markets into which we sell our products, software and services decline, do not grow as anticipated or experience cyclicity.
- We face intense competition and if we are unable to compete effectively, we may experience decreased demand and decreased market share. Even if we compete effectively, we may be required to reduce prices for our products and services.
- Changes in industry standards and governmental regulations may reduce demand for our products or services or increase our expenses.
- Trade relations between China and the United States could have a material adverse effect on our business and financial statements.
- Any inability to consummate acquisitions at our anticipated rate and at appropriate prices could negatively impact our growth rate and stock price.
- Our growth depends in part on the timely development and commercialization, and customer acceptance, of new and enhanced products and services based on technological innovation.
- Our reputation, ability to do business and financial statements may be impaired by improper conduct by any of our employees, agents or business partners.
- Our acquisition of businesses, joint ventures and strategic relationships could negatively impact our financial statements.
- The indemnification provisions of acquisition agreements by which we have acquired companies may not fully protect us and as a result we may face unexpected liabilities.
- Divestitures or other dispositions could negatively impact our business, and contingent liabilities from businesses that we have sold could adversely affect our financial statements.



- Our operations, products and services expose us to the risk of environmental, health and safety liabilities, costs and violations that could adversely affect our reputation and financial statements.
- Our businesses are subject to extensive regulation; failure to comply with those regulations could adversely affect our financial statements and reputation.
- International economic, political, legal, compliance and business factors could negatively affect our business and financial statements.
- We may be required to recognize impairment charges for our goodwill and other intangible assets.
- Foreign currency exchange rates may adversely affect our financial statements.
- Changes in our effective tax rates or exposure to additional income tax liabilities or assessments could affect our profitability. In addition, audits by tax authorities could result in additional tax payments for prior periods.
- We have incurred a significant amount of debt, and our debt will increase further if we incur additional debt and do not retire existing debt.
- We are subject to a variety of litigation and other legal and regulatory proceedings in the course of our business that could adversely affect our financial statements.
- If we do not or cannot adequately protect our intellectual property, or if third parties infringe our intellectual property rights, we may suffer competitive injury or expend significant resources enforcing our rights.
- Third parties may claim that we are infringing or misappropriating their intellectual property rights and we could suffer significant litigation expenses, losses or licensing expenses or be prevented from selling products or services.
- A significant disruption in, or breach in security of, our information technology systems could adversely affect our business.
- Defects and unanticipated use or inadequate disclosure with respect to our products (including software) or services could adversely affect our business, reputation and financial statements.
- Adverse changes in our relationships with, or the financial condition, performance, purchasing patterns or inventory levels of, key distributors and other channel partners could adversely affect our financial statements.
- Our financial results are subject to fluctuations in the cost and availability of commodities that we use in our operations.
- If we cannot adjust our manufacturing capacity or the purchases required for our manufacturing activities to reflect changes in market conditions and customer demand, our profitability may suffer. In addition, our reliance upon sole or limited sources of supply for certain materials, components and services could cause production interruptions, delays and inefficiencies.
- Our restructuring actions could have long-term adverse effects on our business.
- Work stoppages, union and works council campaigns and other labor disputes could adversely impact our productivity and results of operations.
- If we suffer loss to our facilities, supply chains, distribution systems or information technology systems due to catastrophe or other events, our operations could be seriously harmed.
- Certain provisions in our amended and restated certificate of incorporation and bylaws, and of Delaware law, may prevent or delay an acquisition of our company, which could decrease the trading price of our common stock.
- Changes in U.S. GAAP could adversely affect our reported financial results and may require significant changes to our internal accounting systems and processes.
- Our amended and restated certificate of incorporation designates the state courts in the State of Delaware or, if no state court located within the State of Delaware has jurisdiction, the federal court for the District of Delaware, as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our shareholders, which could discourage lawsuits against us and our directors and officers.

- Certain of our executive officers and directors may have actual or potential conflicts of interest because of their equity interest in Danaher.
- Potential liabilities may arise due to fraudulent transfer considerations, which would adversely affect our financial condition and our results of operations.

See “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2018 for a further discussion regarding reasons that actual results may differ materially from the results, developments and business decisions contemplated by our forward-looking statements. Forward-looking statements speak only as of the date of the report, document, press release, webcast, call, materials or other communication in which they are made. We do not assume any obligation to update or revise any forward-looking statement, whether as a result of new information, future events and developments or otherwise.

## OVERVIEW

### General

Fortive is a diversified, multinational industrial technology growth company with global operations and our businesses are affected by worldwide, regional and industry-specific economic and political factors. Our geographic and industry diversity, as well as the range of our products, software and services, typically help limit the impact of any one industry or the economy of any single country (except for the United States) on our operating results. Given the broad range of products manufactured, software and services provided and geographies served, we do not use any indices other than general economic trends to predict the overall outlook for the Company. Our individual businesses monitor key competitors and customers, including to the extent possible their sales, to gauge relative performance and the outlook for the future.

As a result of our geographic and industry diversity, we face a variety of opportunities and challenges, including technological development in most of the markets we serve, the expansion and evolution of opportunities in high-growth markets, trends and costs associated with a global labor force and consolidation of our competitors. We define high-growth markets as developing markets of the world experiencing extended periods of accelerated growth in gross domestic product and infrastructure which include Eastern Europe, the Middle East, Africa, Latin America and Asia with the exception of Japan and Australia. We operate in a highly competitive business environment in most markets, and our long-term growth and profitability will depend in particular on our ability to expand our business across geographies and market segments, identify, consummate and integrate appropriate acquisitions, develop innovative and differentiated new products, services and software, expand and improve the effectiveness of our sales force and continue to reduce costs and improve operating efficiency and quality, and effectively address the demands of an increasingly regulated environment. We are making significant investments, organically and through acquisitions, to address technological change in the markets we serve and to improve our manufacturing, research and development and customer-facing resources in order to be responsive to our customers throughout the world.

On October 1, 2018, we completed the split-off of businesses in our automation and specialty platform (excluding our Hengstler and Dynapar businesses) (the “A&S Business”) and have reported the A&S Business as discontinued operations in our Consolidated Condensed Statements of Income, Consolidated Condensed Balance Sheets, and Consolidated Condensed Statements of Cash Flows for all periods presented. Unless otherwise noted discussion within this MD&A relates to continuing operations.

In this report, references to sales from existing businesses refers to sales from operations calculated according to generally accepted accounting principles in the United States (“GAAP”) but excluding (1) the impact from acquired businesses and (2) the impact of currency translation. References to sales attributable to acquisitions or acquired businesses refer to GAAP sales from acquired businesses recorded prior to the first anniversary of the acquisition less the amount of sales attributable to certain divested businesses or product lines not considered discontinued operations prior to the first anniversary of the divestiture. The portion of sales attributable to the impact of currency translation is calculated as the difference between (a) the period-to-period change in sales (excluding sales impact from acquired businesses) and (b) the period-to-period change in sales (excluding sales impact from acquired businesses) after applying the current period foreign exchange rates to the prior year period. Sales from existing businesses should be considered in addition to, and not as a replacement for or superior to, sales, and may not be comparable to similarly titled measures reported by other companies.

Management believes that reporting the non-GAAP financial measure of sales from existing businesses provides useful information to investors by helping identify underlying growth trends in our business and facilitating comparisons of our sales performance with our performance in prior and future periods and to our peers. We exclude the effect of acquisitions and divestiture related items because the nature, size and number of such transactions can vary dramatically from period to period and between us and our peers. We exclude the effect of currency translation from sales from existing businesses because the impact of currency translation is not under management’s control and is subject to volatility. Management believes the

exclusion of the effect of acquisitions and divestitures and currency translation may facilitate the assessment of underlying business trends and may assist in comparisons of long-term performance. References to sales volume refer to the impact of both price and unit sales.

### Business Performance and Outlook

While differences exist among our businesses, on an overall basis, demand for our products, software and services increased during the three months ended March 29, 2019 as compared to the comparable period of 2018 resulting in aggregate year-over-year total sales growth of 6.7% and sales growth from existing businesses of 3.7%. Our continued application and deployment of the Fortive Business System including investments in sales growth initiatives and new product introductions, as well as increased demand in both high-growth and developed markets and other business-specific factors discussed below, contributed to overall sales growth from existing businesses across the majority of our businesses in the period.

On a year-over-year basis, both segments experienced sales growth from existing businesses with Professional Instrumentation growing 1.8% and Industrial Technologies growing 6.4%. In our Industrial Technologies segment, the liability shift related to enhanced credit card security requirements in the United States based on the Europay, Mastercard and Visa (“EMV”) global standards is continuing to drive demand within our transportation technologies platform.

Geographically, sales from existing businesses grew at a mid-single digit rate in high-growth markets and at a low-single digit rate in developed markets during the three months ended March 29, 2019 as compared to the comparable 2018 period. Year-over-year sales from existing businesses grew at a high-single digit rate in China and Japan and at a mid-single digit rate in North America and Latin America during the three months ended March 29, 2019. Sales in Europe during the three months ended March 29, 2019 were relatively consistent with the comparable period in 2018.

We expect overall sales from existing businesses to continue to grow on a year-over-year basis during the remainder of 2019; however, we continue to monitor developments from macro-economic and geopolitical uncertainties, including Brexit and global uncertainties related to governmental policies toward international trade, monetary and fiscal policies; including the current uncertainty about the future relationship between the United States and China with respect to trade policies, treaties, government regulations, and tariffs. We are also monitoring other factors identified above in “—Information Relating to Forward-Looking Statements.”

### Completed Acquisitions

We entered into a purchase agreement, effective June 6, 2018, with Ethicon, Inc., a subsidiary of Johnson & Johnson, to purchase its Advanced Sterilization Products (“ASP”) business for approximately \$2.7 billion in cash. The transaction was completed in accordance with the terms of the purchase agreement, and on April 1, 2019, we paid \$2.7 billion in cash to acquire the ASP business. ASP is a leading global provider of innovative sterilization and disinfection solutions and pioneered low-temperature hydrogen peroxide sterilization technology. ASP’s products, which are sold globally, include the STERRAD system for sterilizing instruments and the EVOTECH and ENDOCLENS systems for endoscope reprocessing and cleaning.

We are in the process of transitioning ownership of certain non-principal countries, which are subject to various statutory closing requirements. During this transition, we will be operating under a transition services agreement with Johnson & Johnson.

## RESULTS OF OPERATIONS

### Sales Growth

The following tables summarize total aggregate year-over-year sales growth and the components of aggregate year-over-year sales growth during the three months ended March 29, 2019 as compared to the comparable period of 2018:

#### Components of Sales Growth

	% Change Three Months Ended March 29, 2019 vs. Comparable 2018 Period
<b>Total revenue growth (GAAP)</b>	<b>6.7 %</b>
Existing businesses (Non-GAAP)	3.7 %
Acquisitions (Non-GAAP)	5.8 %
Currency exchange rates (Non-GAAP)	(2.8)%

**Operating Profit Margins**

Operating profit margin was 13.6% for the three months ended March 29, 2019, a decrease of 500 basis points as compared to 18.6% in the comparable period of 2018. Year-over-year operating profit margin comparisons were unfavorably impacted by:

- Higher 2019 sales volumes from existing businesses, price increases, incremental year-over-year cost savings associated with restructuring and productivity improvement initiatives which were more than offset by unfavorable sales mix, increased material costs associated primarily with inflationary pressures and recently enacted tariffs, and changes in foreign currency exchange rates — 70 basis points
- The incremental year-over-year net dilutive effect of acquired businesses — 240 basis points
- The incremental year-over-year net dilutive effect of acquisition and divestiture-related transaction costs — 190 basis points

**Business Segments**

Sales by business segment for each of the periods indicated were as follows (\$ in millions):

	Three Months Ended	
	March 29, 2019	March 30, 2018
Professional Instrumentation	\$ 947.3	\$ 871.7
Industrial Technologies	645.6	620.5
Total	\$ 1,592.9	\$ 1,492.2

**PROFESSIONAL INSTRUMENTATION**

The Professional Instrumentation segment consists of our Advanced Instrumentation & Solutions and Sensing Technologies businesses. The Advanced Instrumentation & Solutions businesses provide product realization and field solutions services and products. Field solutions products include a variety of compact professional test tools, thermal imaging and calibration equipment for electrical, industrial, electronic and calibration applications, online condition-based monitoring equipment; portable gas detection equipment, consumables, and software as a service (SaaS) offerings including safety/user behavior, asset management, and compliance monitoring; subscription-based technical, analytical, and compliance services to determine occupational and environmental radiation exposure; and software data analytics and services for critical infrastructure in utility, industrial, energy, construction, facilities management, public safety, mining, and healthcare applications. Product realization services and products help developers and engineers across the end-to-end product creation cycle from concepts to finished products and also include highly-engineered energetic materials components in specialized vertical applications. Our Sensing Technologies business offers devices that sense, monitor and control operational or manufacturing variables, such as temperature, pressure, level, flow, turbidity and conductivity.

**Professional Instrumentation Selected Financial Data**

(\$ in millions)	Three Months Ended	
	March 29, 2019	March 30, 2018
Sales	\$ 947.3	\$ 871.7
Operating profit	136.2	206.4
Depreciation	16.2	17.0
Amortization	44.1	17.2
Operating profit as a % of sales	14.4%	23.7%
Depreciation as a % of sales	1.7%	2.0%
Amortization as a % of sales	4.7%	2.0%

**Components of Sales Growth**

	<b>% Change Three Months Ended March 29, 2019 vs. Comparable 2018 Period</b>
<b>Total revenue growth (GAAP)</b>	<b>8.7 %</b>
Existing businesses (Non-GAAP)	1.8 %
Acquisitions (Non-GAAP)	9.5 %
Currency exchange rates (Non-GAAP)	(2.6)%

Sales from existing businesses in the segment's Advanced Instrumentation & Solutions businesses grew at a low-single digit rate during the three months ended March 29, 2019 as compared to the comparable period of 2018. Year-over-year sales from existing businesses of field solutions products and services grew at a low-single digit rate during the three months ended March 29, 2019 due to strong demand for portable gas detection and industrial test equipment, SaaS offerings and calibration tools, offset somewhat by declines in demand for electrical grid condition-based monitoring equipment.

Year-over-year sales from existing businesses of product realization solutions increased at a low-single digit rate during the three months ended March 29, 2019 as compared to the comparable period of 2018. The results were driven by strong growth in our energetic materials business, industrial and manufacturing and government end markets, and increased demand for oscilloscopes, driven by new product introductions, that were offset somewhat by declines in demand for our products in the 3D sensing market.

Geographically, demand from existing businesses increased on a year-over-year basis during the three months ended March 29, 2019 in North America and China.

Sales from existing businesses in the segment's Sensing Technologies businesses declined at a low-single digit rate during the three months ended March 29, 2019 as compared to the comparable period of 2018 largely due to a decline in the industrial end market. Geographically, increased demand from existing businesses in China on a year-over-year basis was more than offset by declines in North America.

Year-over-year price increases in the Professional Instrumentation segment contributed 0.8% during the three months ended March 29, 2019 as compared to the comparable period of 2018, and are reflected as a component of the change in sales from existing businesses.

Operating profit margin decreased 930 basis points during the three months ended March 29, 2019 as compared to the comparable period of 2018. Year-over-year operating profit margin comparisons were unfavorably impacted by:

- Higher 2019 sales volumes from existing businesses, price increases and incremental year-over-year cost savings associated with restructuring and productivity improvement initiatives that were more than offset by incremental year-over-year costs associated with various product development investments, unfavorable sales mix, increased material costs associated primarily with inflationary pressures and recently enacted tariffs, and changes in currency exchange rates — 190 basis points
- The incremental year-over-year net dilutive effect of acquired businesses, including amortization and acquisition-related fair value adjustments to deferred revenue — 410 basis points
- Acquisition-related transaction costs, including costs related to our acquisition of ASP, and acquisition-related restructuring — 330 basis points

## INDUSTRIAL TECHNOLOGIES

The Industrial Technologies segment consists of our Transportation Technologies and Franchise Distribution businesses. Our Transportation Technologies business is a leading worldwide provider of solutions and services focused on fuel dispensing, remote fuel management, point-of-sale and payment systems, environmental compliance, vehicle tracking and fleet management, and traffic management. Our Franchise Distribution business manufactures and distributes professional tools and a full-line of wheel service equipment.

### Industrial Technologies Selected Financial Data

(\$ in millions)	Three Months Ended	
	March 29, 2019	March 30, 2018
Sales	\$ 645.6	\$ 620.5
Operating profit	105.3	94.2
Depreciation	13.1	12.4
Amortization	8.1	7.7
Operating profit as a % of sales	16.3%	15.2%
Depreciation as a % of sales	2.0%	2.0%
Amortization as a % of sales	1.3%	1.2%

### Components of Sales Growth

	% Change Three Months Ended March 29, 2019 vs. Comparable 2018 Period
<b>Total revenue growth (GAAP)</b>	<b>4.0 %</b>
Existing businesses (Non-GAAP)	6.4 %
Acquisitions (Non-GAAP)	0.8 %
Currency exchange rates (Non-GAAP)	(3.2)%

During the three months ended March 29, 2019, sales from existing businesses in the segment's Transportation Technologies businesses grew at a low-double digit rate and in all geographies as compared to the comparable period of 2018. The results were largely attributable to broad based demand for fuel management systems, specifically in North America, China and India, as well as demand for payment solutions. Results in North America were favorably impacted by the approaching deadline of the liability shift related to EMV global standards.

Sales from existing businesses in the segment's Franchise Distribution businesses declined at a low-single digit rate during the three months ended March 29, 2019 compared to the comparable period of 2018. Year-over-year increases in demand for specialty tools and shop equipment were more than offset by declines in wheel service equipment.

Year-over-year price increases in the Industrial Technologies segment contributed 2.7% during the three months ended March 29, 2019 as compared to the comparable period of 2018, and are reflected as a component of the change in sales from existing businesses.

Operating profit margin increased 110 basis points during the three months ended March 29, 2019 as compared to the comparable period of 2018. Year-over-year operating profit margin comparisons were favorably impacted by:

- Higher 2019 sales volumes from existing businesses, price increases and incremental year-over-year cost savings associated with restructuring and productivity improvement initiatives that were partially offset by changes in foreign currency exchange rates — 130 basis points

Year-over-year operating profit margin comparisons were unfavorably impacted by:

- The incremental year-over-year net dilutive effect of acquired businesses — 20 basis points

**COST OF SALES AND GROSS PROFIT**

(\$ in millions)	Three Months Ended	
	March 29, 2019	March 30, 2018
Sales	\$ 1,592.9	\$ 1,492.2
Cost of sales	(780.2)	(725.9)
Gross profit	\$ 812.7	\$ 766.3
Gross profit margin	51.0%	51.4%

The year-over-year increase in cost of sales during the three months ended March 29, 2019 as compared to the comparable period in 2018 is due primarily to the impact of higher year-over-year sales volumes from existing businesses, incremental cost of sales from our recently acquired businesses, increased material costs associated primarily with inflationary pressures and recently enacted tariffs, partly offset by incremental cost savings associated with restructuring and productivity improvement initiatives and material cost and supply chain improvement actions. Changes in currency exchange rates decreased cost of sales in the three months ended March 29, 2019.

The year-over-year increase in gross profit for the three months ended March 29, 2019, is due primarily to the favorable impact of pricing improvements and higher year-over-year sales volumes from existing businesses, incremental year-over-year cost savings associated with restructuring and productivity improvement initiatives and material cost and supply chain improvement actions and the impact of recently acquired businesses and changes in foreign currency exchange rates. These factors were partially offset by increased material costs associated primarily with inflationary pressures and recently enacted tariffs and changes in currency exchange rates. The 40 basis point decrease in gross profit margin for the three months ended March 29, 2019 as compared to the comparable period in 2018 is due primarily to unfavorable sales mix and increased material costs associated primarily with inflationary pressures and recently enacted tariffs.

**OPERATING EXPENSES**

(\$ in millions)	Three Months Ended	
	March 29, 2019	March 30, 2018
Sales	\$ 1,592.9	\$ 1,492.2
Selling, general and administrative (“SG&A”) expenses	486.4	388.5
Research and development (“R&D”) expenses	109.0	99.9
SG&A as a % of sales	30.5%	26.0%
R&D as a % of sales	6.8%	6.7%

SG&A expenses increased during the three months ended March 29, 2019 as compared to the comparable period of 2018 due primarily to costs associated with the preparation for integration and execution of the ASP acquisition, higher amortization expense due primarily to our recently acquired businesses, continued investments in our sales and marketing growth initiatives, and incremental expenses from our recently acquired businesses. These increases were partly offset by incremental year-over-year cost savings associated with restructuring and productivity improvement initiatives and changes in currency exchange rates. On a year-over-year basis, SG&A expenses as a percentage of sales increased 450 basis points in the three months ended March 29, 2019 due primarily to costs associated with the preparation for integration and execution of the ASP acquisition, higher amortization from our recently acquired businesses and higher relative spending levels at our recently acquired businesses.

R&D expenses (consisting principally of internal and contract engineering personnel costs) increased during the three months ended March 29, 2019 as compared to the comparable period of 2018 due to incremental year-over-year investments in our product development initiatives. On a year-over-year basis, R&D expenses as a percentage of sales were relatively flat during the three months ended March 29, 2019.

**INTEREST COSTS**

For a discussion of our outstanding indebtedness, refer to Note 6 to the accompanying Consolidated Condensed Financial Statements.

Net interest expense of \$25 million was recorded for the three months ended March 29, 2019 compared to \$23 million for the three months ended March 30, 2018. The increase in interest expense was attributable to an increase in the average debt balance as compared to the comparable periods of 2018.

**INCOME TAXES**

Our effective tax rate for the three months ended March 29, 2019 was 14.8% as compared to 15.7% for the three months ended March 30, 2018. The year-over-year decrease was due primarily to favorable impacts of certain federal and international tax benefits.

Our effective tax rate for 2019 and 2018 differs from the U.S. federal statutory rate of 21% due primarily to the effect of the Tax Cuts and Jobs Act (“TCJA”) U.S. federal permanent differences, the impact of credits and deductions provided by law, and earnings outside the United States that are indefinitely reinvested and taxed at rates lower than the U.S. federal statutory rate.

**COMPREHENSIVE INCOME**

Comprehensive income decreased by \$117 million during the three months ended March 29, 2019 as compared to the comparable period in 2018 due primarily to net earnings that were lower by \$97 million and unfavorable changes in foreign currency translation adjustments of \$20 million.

**INFLATION**

The effect of inflation on our sales and net earnings was not significant in the three month period ended March 29, 2019.

**LIQUIDITY AND CAPITAL RESOURCES**

We assess our liquidity in terms of our ability to generate cash to fund our operating, investing and financing activities. We generate substantial cash from operating activities and expect that our operating cash flow and other sources of liquidity will be sufficient to allow us to continue to invest in existing businesses, consummate strategic acquisitions, make interest payments on our outstanding indebtedness, and manage our capital structure on a short and long-term basis.

**Overview of Cash Flows and Liquidity**

Following is an overview of our cash flows and liquidity for the three months ended March 29, 2019:

(\$ in millions)	Three Months Ended	
	March 29, 2019	March 30, 2018
<b>Total operating cash provided by continuing operations</b>	\$ 161.2	\$ 130.8
Cash paid for acquisitions, net of cash received	\$ —	\$ (7.7)
Payments for additions to property, plant and equipment	(24.0)	(25.9)
All other investing activities	—	0.1
<b>Total investing cash used in continuing operations</b>	\$ (24.0)	\$ (33.5)
Net proceeds from (repayments of) commercial paper borrowings	\$ 443.8	\$ (74.2)
Proceeds from borrowings (maturities greater than 90 days), net of \$24.3 million of issuance costs	2,417.8	—
Repayment of borrowings (greater than 90 days)	(402.9)	—
Payment of common stock cash dividend to shareholders	(23.4)	(24.3)
Payment of mandatory convertible preferred stock cash dividend to shareholders	(17.3)	—
All other financing activities	(6.8)	4.4
<b>Total financing cash provided by (used in) financing activities from continuing operations</b>	\$ 2,411.2	\$ (94.1)

**Operating Activities**

Cash flows from operating activities can fluctuate significantly from period-to-period as working capital needs and the timing of payments for income taxes, various employee liabilities, restructuring activities and other items impact reported cash flows.

Cash flows from operating activities were approximately \$161 million for the first three months of 2019, an increase of \$30 million, or approximately 23%, as compared to the comparable period of 2018. The year-over-year change in operating cash flows was primarily attributable to the following factors:



- 2019 operating cash flows were impacted by lower net earnings for the first three months of 2019 as compared to the comparable period in 2018. Net earnings for the three months ended March 29, 2019 were impacted by a year-over-year decrease in operating profits of \$60.6 million and an increase in net interest expense of \$2.0 million associated with our financing activities. The year-over-year decrease in operating profit includes costs associated with the stand-up of the ASP acquisition and a net year-over-year increase in depreciation and amortization expenses of \$26.0 million largely attributable to recently acquired businesses. Depreciation and amortization are noncash expenses that decrease earnings without a corresponding impact to operating cash flows.
- The aggregate of accounts receivable, inventories and trade accounts payable used \$24.0 million of cash during the first three months of 2019 compared to using \$62.2 million of cash in the comparable period of 2018. The amount of cash flow generated from or used by the aggregate of accounts receivable, inventories and trade accounts payable depends upon how effectively we manage the cash conversion cycle, which effectively represents the number of days that elapse from the day we pay for the purchase of raw materials and components to the collection of cash from our customers, and can be significantly impacted by the timing of collections and payments in a period.
- The aggregate of prepaid expenses and other assets and accrued expenses and other liabilities used \$73.6 million of cash during the first three months of 2019 as compared to using \$87.9 million of cash in the comparable period of 2018. The timing of various employee benefit accruals drove the majority of this change.

### **Investing Activities**

Cash flows relating to investing activities consist primarily of cash used for acquisitions and capital expenditures. Net cash used in investing activities decreased \$9.5 million during the three months ended March 29, 2019 as compared to the comparable period of 2018, due primarily to business acquisitions completed in 2018.

Capital expenditures are made primarily for increasing capacity, replacing equipment, supporting product development initiatives, improving information technology systems and purchasing equipment that is used in operating-type lease arrangements with customers. For the full year 2019, we expect capital spending to be between approximately \$150 million and \$160 million, which includes approximately \$35 million of one-time capital expenditures related to the integration of the ASP acquisition. Actual expenditures will ultimately depend on business conditions.

### **Financing Activities and Indebtedness**

Cash flows from financing activities consist primarily of cash flows associated with the issuance of equity and issuance and repayments of debt and commercial paper, and payments of quarterly cash dividends to shareholders. Financing activities generated cash of \$2.4 billion during the three months ended March 29, 2019, of which \$1.4 billion was due to the issuance of our 0.875% senior convertible notes and \$1.0 billion was related to the issuance of our 364-day delayed-draw term loan facility due in 2020 (“2020 Delayed-Draw Term Loan”), which was partially offset by the repayment of \$400.0 million of our 2019 delayed draw term loan. In the comparable 2018 period, financing activities used cash of approximately \$94.1 million. In the three months ended March 29, 2019, we made net repayments of commercial paper under the U.S. and Euro commercial paper programs (“Commercial Paper Programs”) of \$443.8 million and paid \$40.7 million of cash dividends to shareholders of our common stock and MCPS.

#### *Convertible Senior Notes*

On February 22, 2019, we issued \$1.4 billion in aggregate principal amount of our 0.875% Convertible Senior Notes due 2022 (the “Convertible Notes”), including \$187.5 million in aggregate principal amount resulting from an exercise in full of an over-allotment option, to fund, in part, the ASP acquisition. The Convertible Notes bear interest at a rate of 0.875% per year, payable semiannually in arrears on February 15 and August 15 of each year, beginning on August 15, 2019. The Convertible Notes mature on February 15, 2022, unless earlier repurchased or converted in accordance with their terms prior to such date.

The Convertible Notes are convertible into shares of our common stock at an initial conversion rate of 9.3777 shares per \$1,000 principal amount of Convertible Notes (which is equivalent to an initial conversion price of \$106.64 per share), subject to adjustment upon the occurrence of certain events. The initial conversion price represents a premium of approximately 32.5% to the \$80.48 per share closing price of our common stock on February 19, 2019. Upon conversion of the Convertible Notes, holders will receive cash, shares of our common stock, or a combination thereof, at our election. Our current intention is to settle such conversions through cash up to the principal amount of the converted Convertible Notes and, if applicable, through shares of our common stock for conversion value, if any, in excess of the principal amount of the converted Convertible Notes.

### *2020 Delayed-Draw Term Loan Due 2020*

On March 1, 2019, we entered into the credit facility agreement that provides for a 364-day delayed-draw term loan facility in an aggregate principal amount of \$1.0 billion. On March 20, 2019, we drew down the full \$1.0 billion available under the 2020 Delayed-Draw Term Loan in order to fund, in part, the ASP Acquisition. The 2020 Delayed-Draw Term Loan bears interest at a variable rate equal to the London inter-bank offered rate plus a ratings based margin currently at 75 basis points. As of March 29, 2019, borrowings under this facility bore an interest rate of 3.24% per annum. The 2020 Delayed-Draw Term Loan is prepayable at our option, and we are not permitted to re-borrow once the term loan is repaid. The terms and conditions, including covenants, applicable to the Delayed-Draw Term Loan are substantially similar to those applicable to the Revolving Credit Facility.

We generally expect to satisfy any short-term liquidity needs that are not met through operating cash flows and available cash primarily through issuances of commercial paper under the Commercial Paper Programs. Credit support for the Commercial Paper Programs is provided by our five-year, \$2.0 billion senior unsecured revolving credit facility that expires on November 30, 2023 (“Revolving Credit Facility”). We classified our borrowings outstanding under the Commercial Paper Programs as long-term debt in the accompanying Consolidated Condensed Balance Sheet as of March 29, 2019, as we have the intent and ability, as supported by availability under the Revolving Credit Facility, to refinance these borrowings for at least one year from the balance sheet date. As commercial paper obligations mature, we may issue additional short-term commercial paper obligations to refinance all or part of these borrowings.

We had \$2.0 billion available under the Revolving Credit Facility as of March 29, 2019. Of this amount, approximately \$1.1 billion was being used to backstop outstanding U.S. and Euro commercial paper balances. Accordingly, we had the ability to incur an additional \$902 million of indebtedness under the Revolving Credit Facility as of March 29, 2019. Refer to Note 6 of the consolidated condensed financial statements for information regarding our financing activities and indebtedness.

The availability of the Revolving Credit Facility as a standby liquidity facility to repay maturing commercial paper is an important factor in maintaining the existing credit ratings of the Commercial Paper Programs. We expect to limit any borrowings under the Revolving Credit Facility to amounts that would leave sufficient credit available under the facility to allow us to borrow, if needed, to repay all of the outstanding commercial paper as it matures.

As of March 29, 2019, commercial paper outstanding under the U.S. dollar-denominated commercial paper program had an annual effective rate of 2.82% and a weighted average remaining maturity of approximately 16 days. As of March 29, 2019, commercial paper outstanding under the Euro-denominated commercial paper program had an annual effective rate of (0.10)% and a weighted average remaining maturity of approximately 78 days.

Pursuant to our senior note and term loan agreements, \$1.1 billion of our long-term debt is scheduled for maturity and repayment within 12 months. Accordingly, we have classified these as current debt on the accompanying Consolidated Condensed Balance Sheet.

### Dividends

On January 29, 2019, we declared a regular quarterly dividend of \$0.07 per share of common stock paid on March 29, 2019, to holders of record on February 22, 2019 and a regular quarterly cash dividend of \$12.50 per share on our MCPS payable on April 1, 2019 to preferred stockholders of record on March 15, 2019.

Aggregate cash payments for the dividends paid to shareholders during the three months ended March 29, 2019 were \$40.7 million and were recorded as dividends to shareholders in the Consolidated Condensed Statement of Changes in Equity and the Consolidated Condensed Statement of Cash Flows.

### **Cash and Cash Requirements**

As of March 29, 2019, we held approximately \$3.7 billion of cash and cash equivalents that were invested in highly liquid investment-grade instruments with a maturity of 90 days or less with an annual effective interest rate that approximated 1.04% during the three months ended March 29, 2019. Of the \$3.7 billion of cash and cash equivalents we held as of March 29, 2019, approximately \$2.7 billion was used to fund the ASP acquisition on April 1, 2019, and substantially all of the remaining cash was held outside of the United States.

We have cash requirements to support working capital needs, capital expenditures and acquisitions, pay interest and service debt, pay taxes and any related interest or penalties, fund our restructuring activities and pension plans as required, pay dividends to shareholders and support other business needs or objectives. With respect to our cash requirements, we generally intend to use available cash and internally generated funds to meet these cash requirements, but in the event that additional liquidity is required, particularly in connection with acquisitions, we may also borrow under our commercial paper programs or

credit facilities, enter into new credit facilities and either borrow directly thereunder or use such credit facilities to backstop additional borrowing capacity under our commercial paper programs and/or access the capital markets. We also may from time to time access the capital markets, including to take advantage of favorable interest rate environments or other market conditions.

The TCJA eliminated the U.S. tax cost for qualified repatriation beginning in 2018. Foreign cumulative earnings remain subject to foreign remittance taxes. We have made an election regarding the amount of earnings that we do not intend to repatriate due to local working capital needs, local law restrictions, high foreign remittance costs, previous investments in physical assets and acquisitions, or future growth needs. For most of our foreign operations, we make an assertion regarding the amount of earnings in excess of intended repatriation that are expected to be held for indefinite reinvestment. No provisions for foreign remittance taxes have been made with respect to earnings that are planned to be reinvested indefinitely. The amount of foreign remittance taxes that may be applicable to such earnings is not readily determinable given local law restrictions that may apply to a portion of such earnings, unknown changes in foreign tax law that may occur during the applicable restriction periods caused by applicable local corporate law for cash repatriation, and the various tax planning alternatives we could employ if we repatriated these earnings.

As of March 29, 2019, we expect to have sufficient liquidity to satisfy our cash needs for the foreseeable future, including our cash needs in the United States.

#### **CRITICAL ACCOUNTING ESTIMATES**

There were no material changes during the three months ended March 29, 2019 to the items we disclosed as our critical accounting estimates in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our 2018 Annual Report on Form 10-K.

#### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Quantitative and qualitative disclosures about market risk appear in “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Financial Instruments and Risk Management,” in our 2018 Annual Report on Form 10-K. There were no material changes during the three months ended March 29, 2019 to the information reported in our 2018 Annual Report on Form 10-K.

#### **ITEM 4. CONTROLS AND PROCEDURES**

Our management, with the participation of the President and Chief Executive Officer, and Senior Vice President and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) as of the end of the period covered by this report. Based on such evaluation, the President and Chief Executive Officer, and Senior Vice President and Chief Financial Officer, have concluded that, as of the end of such period, these disclosure controls and procedures were effective.

There have been no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the most recent completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II - OTHER INFORMATION****ITEM 1A. RISK FACTORS**

Information regarding risk factors appears in “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Information Related to Forward-Looking Statements,” in Part I - Item 2 of this Form 10-Q and in the “Risk Factors” section of our 2018 Annual Report on Form 10-K. There were no material changes during the quarter ended March 29, 2019 to the risk factors reported in the “Risk Factors” section of our 2018 Annual Report on Form 10-K.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

During the fiscal quarter ended March 29, 2019, we acquired the following shares in settlement of the withholding obligations pertaining to vesting of our Performance Stock Awards:

<b>Period</b>	<b>Total number of shares (or units) purchased <sup>(1)</sup></b>	<b>Average price paid per share (or unit) <sup>(1)</sup></b>	<b>Total number of shares (or units) purchased as part of publicly announced plans or programs</b>	<b>Maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs</b>
January 1 - January 31	—	—	N/A	N/A
February 1 - February 28	25,146	\$ 81.54	N/A	N/A
March 1 - March 29	—	—	N/A	N/A
Total	25,146	\$ 81.54	N/A	N/A

<sup>(1)</sup> In connection with the separation of the Company from Danaher Corporation (“Danaher”), Performance Stock Units issued by Danaher on February 24, 2015 to James A. Lico and Performance-Based Restricted Stock Units issued by Danaher on February 24, 2016 to Martin Gafinowitz and Barbara Hult that remained unvested as of July 2, 2016 were canceled and replaced with Performance Stock Awards (“PSAs”) of the Company. In accordance with the terms of the Company’s 2016 Stock Incentive Plan, the Company withheld 25,146 shares of the Company’s common stock based on the corresponding closing price to offset tax withholding obligations that arose upon vesting of the PSAs.

**ITEM 6. EXHIBITS**

<u>Exhibit Number</u>	<u>Description</u>
3.1	<a href="#"><u>Amended and Restated Certificate of Incorporation of Fortive Corporation (incorporated by reference to Exhibit 3.1 to Fortive Corporation's Current Report on Form 8-K filed on June 9, 2017, File No. 1-37654).</u></a>
3.2	<a href="#"><u>Amended and Restated Bylaws of Fortive Corporation (incorporated by reference to Exhibit 3.2 to Fortive Corporation's Current Report on Form 8-K filed on June 9, 2017, File No 1-37654).</u></a>
3.3	<a href="#"><u>Certificate of Designations of the 5.00% Mandatory Convertible Preferred Stock, Series A (incorporated by reference to Exhibit 3.1 to Fortive Corporation's Current Report on Form 8-K filed on June 29, 2018, File No 1-37654).</u></a>
4.1	<a href="#"><u>Specimen Certificate of the 5.00% Mandatory Convertible Preferred Stock, Series A (incorporated by reference to Exhibit 3.1 to Fortive Corporation's Current Report on Form 8-K filed on June 29, 2018, File No. 1-37654).</u></a>
4.2	<a href="#"><u>Indenture (including form of Notes) with respect to Fortive Corporation's 0.875% Convertible Senior Notes due 2022, dated as of February 22, 2019, among Fortive Corporation, the guarantors party thereto, and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.1 to Fortive Corporation's Current Report on Form 8-K filed on February 22, 2019, File No. 1-37654).</u></a>
10.1	<a href="#"><u>Amendment No. 1 to Term Loan Credit Agreement, dated as of February 21, 2019, among Fortive Corporation, Bank of America, N.A., as Administrative Agent, and the lenders referred to therein (incorporated by reference to Exhibit 10.1 to Fortive Corporation's Current Report on Form 8-K filed on February 22, 2019, File No. 1-37654).</u></a>
10.2	<a href="#"><u>Amendment No. 1 to Revolving Credit Agreement, dated as of February 21, 2019, among Fortive Corporation, Bank of America N.A., as Administrative Agent and a Swing Line Lender, and the lenders referred to therein (incorporated by reference to Exhibit 10.2 to Fortive Corporation's Current Report on Form 8-K filed on February 22, 2019, File No. 1-37654).</u></a>
10.3	<a href="#"><u>Term Loan Credit Agreement, dated as of March 1, 2019, among Fortive Corporation, Bank of America, N.A., as Administrative Agent, and the lenders referred to therein (incorporated by reference to Exhibit 10.1 to Fortive Corporation's Current Report on Form 8-K filed on March 4, 2019, File No. 1-37654).</u></a>
10.4	<a href="#"><u>Employee Matters Agreement, dated as of March 7, 2018, by and among Fortive Corporation, Stevens Holding Company, Inc. and Altra Industrial Motion Corp. (incorporated by reference from Exhibit 10.3 to Altra Industrial Motion Corp's Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, File No. 1-33209).</u></a>
31.1	<a href="#"><u>Certification of Chief Executive Officer Pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u></a>
31.2	<a href="#"><u>Certification of Chief Financial Officer Pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u></a>
32.1	<a href="#"><u>Certification of Chief Executive Officer, Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u></a>
32.2	<a href="#"><u>Certification of Chief Financial Officer, Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u></a>
101.INS	XBRL Instance Document* - the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.
101.SCH	XBRL Taxonomy Extension Schema Document*

[Table of Contents](#)

101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document*
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document*
101.LAB	XBRL Taxonomy Extension Label Linkbase Document*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document*

\* Exhibit 101 to this report includes the following documents formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Condensed Balance Sheets as of March 29, 2019 and December 31, 2018, (ii) Consolidated Condensed Statements of Earnings for the three months ended March 29, 2019 and March 30, 2018, (iii) Consolidated Condensed Statements of Comprehensive Income for the three months ended March 29, 2019 and March 30, 2018, (iv) Consolidated Condensed Statement of Changes in Equity for the three months ended March 29, 2019 and March 30, 2018, (v) Consolidated Condensed Statements of Cash Flows for the three months ended March 29, 2019 and March 30, 2018, and (vi) Notes to Consolidated Condensed Financial Statements.

**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, thereunto duly authorized.

**FORTIVE CORPORATION:**

Date: April 25, 2019

By: /s/ Charles E. McLaughlin  
Charles E. McLaughlin  
Senior Vice President and Chief Financial Officer

Date: April 25, 2019

By: /s/ Emily A. Weaver  
Emily A. Weaver  
Chief Accounting Officer

**Certification**

I, James A. Lico, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Fortive Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 25, 2019

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



**Certification**

I, Charles E. McLaughlin, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Fortive Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 25, 2019

By: /s/ Charles E. McLaughlin

Charles E. McLaughlin

Senior Vice President and Chief Financial Officer

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, James A. Lico, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge, Fortive Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended March 29, 2019 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of Fortive Corporation.

Date: April 25, 2019

By: /s/ James A. Lico

James A. Lico

President and Chief Executive Officer

This certification accompanies the Quarterly Report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section. This certification shall not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that Fortive Corporation specifically incorporates it by reference.

**CERTIFICATION OF CHIEF FINANCIAL OFFICER  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Charles E. McLaughlin, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge, Fortive Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended March 29, 2019 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of Fortive Corporation.

Date: April 25, 2019

By: /s/ Charles E. McLaughlin

Charles E. McLaughlin

Senior Vice President and Chief Financial Officer

This certification accompanies the Quarterly Report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section. This certification shall not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that Fortive Corporation specifically incorporates it by reference.