

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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): January 31, 2024

Fortive Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-37654
(Commission File Number)

47-5654583
(IRS Employer Identification No.)

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

98203
(Zip code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol	Name of each exchange on which registered
Common stock, par value \$0.01 per share	FTV	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition

On January 31, 2024, Fortive Corporation (the "Company") issued a press release announcing financial results for the quarter ended December 31, 2023. A copy of the release is furnished herewith as Exhibit 99.1 and incorporated by reference herein. The information set forth in this Item 2.02 of this Current Report on Form 8-K and the press release attached hereto as Exhibit 99.1 are being furnished pursuant to Item 2.02 of Form 8-K. This Item 2.02 of this Current Report on Form 8-K and the press release attached hereto as Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated January 31, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FORTIVE CORPORATION

Date: January 31, 2024

By: /s/ Daniel B. Kim
Daniel B. Kim
Vice President - Associate General Counsel and Secretary



**Fortive Reports Strong Fourth Quarter and Full Year 2023 Results
Introduces First Quarter and Full Year 2024 Outlook**

- **Strong execution and operational performance driven by the power of the Fortive Business System (FBS), delivering 2023 results above prior expectations**
- **Q4 total and core revenue growth of 4% and 3% respectively, with record margin performance**
- **Q4 GAAP diluted EPS of \$0.75, up 17%; adjusted diluted EPS of \$0.98, up 11%; reported operating cash flow of \$447 million and free cash flow of \$413 million, up 56% over the last two years**
- **Expect full-year 2024 revenue of \$6.4 to \$6.5 billion, up 6% to 8% percent; GAAP diluted EPS of \$2.58 to \$2.70, up 6% to 11%; full-year 2024 adjusted diluted EPS of \$3.73 to \$3.85, up 9% to 12%**

EVERETT, WA, January 31, 2024 - Fortive Corporation (“Fortive”) (NYSE: FTV) today announced financial results for the fourth quarter and full year 2023.

For the fourth quarter, net earnings were \$265 million. For the same period, adjusted net earnings were \$349 million. Diluted net earnings per share for the fourth quarter was \$0.75. For the same period, adjusted diluted net earnings per share was \$0.98.

For the fourth quarter, revenues increased 4% year-over-year to \$1.58 billion, which included core revenue growth of 3%.

For the full year, net earnings were \$866 million. For the same period, adjusted net earnings were \$1.2 billion. Diluted net earnings per share for the full year was \$2.43. For the same period, adjusted diluted net earnings per share was \$3.43.

For the full year, revenues increased 4% year-over-year to \$6.07 billion, which included core revenue growth of 5%.

James A. Lico, President and Chief Executive Officer, stated, “Fortive generated outstanding operating performance in the fourth quarter and 2023. Our transformed portfolio of businesses is delivering more consistent and profitable through-cycle growth. Throughout 2023, we focused on unleashing the power of the Fortive Business System, helping to drive operational and commercial success, record margins, and accelerated returns on organic and inorganic investments.”

For the first quarter of 2024, Fortive anticipates revenue of approximately \$1.5 billion, diluted net earnings per share of \$0.44 to \$0.47 and adjusted diluted net earnings per share of \$0.77 to \$0.80.

For the full year 2024, Fortive anticipates revenue of approximately \$6.4 billion to \$6.5 billion, diluted net earnings per share of \$2.58 to \$2.70, and adjusted diluted net earnings per share of \$3.73 to \$3.85.

Mr. Lico continued, “We remain committed to our strategy and its success is evident given the breadth of our results that are compounding over time. We are confident in our 2024 outlook, sustaining our multi-

year track record of mid-single-digit core growth and mid-teens compounded earnings and free cash flow annually since 2019. Our acceleration of disciplined capital deployment, as demonstrated in 2023, further positions Fortive as a premier company delivering higher growth cash compounding and fueling our value creation flywheel.”

Recent Developments

On January 3, 2024, we completed the acquisition of EA Elektro-Automatik (EA) Holding GmbH, enhancing our position in electronic test and measurement solutions within the Precision Technologies segment. EA's expected financial performance has been included in the full-year 2024 outlook.

In 2023, we entered into an agreement to optimize our real estate footprint within our Precision Technologies Segment for proceeds of approximately \$90 million. We expect the transaction to be completed in the first half of 2024, with a gain from the transaction recognized at the time of closing.

We recently discovered that Gems Setra, one of our subsidiaries, made certain incorrect representations regarding its status as a small business concern as defined by the Small Business Act for certain contracts that it was awarded by the Defense Logistics Agency ("DLA"). As a result, on January 26, 2024, we voluntarily notified the Department of Defense Office of Inspector General ("OIG") and the DLA of this matter. While we are continuing to investigate, we currently do not expect this matter to have a material adverse effect on our financial condition or results of operations.

CONFERENCE CALL DETAILS

Fortive will discuss results and outlook during its quarterly investor conference call today starting at 12:00 p.m. ET. The call and an accompanying slide presentation will be webcast on the “Investors” section of Fortive’s website, www.fortive.com, under “Events & Presentations.” A replay of the webcast will be available at the same location shortly after the conclusion of the presentation.

The conference call can be accessed by dialing 888-440-6928 within the U.S. or by dialing 646-960-0328 outside the U.S. a few minutes before 12:00 p.m. ET and notifying the operator that you are dialing in for Fortive’s earnings conference call (access code 6922572). A digital recording of the conference call will be available two hours after the completion of the call until Wednesday, February 14, 2024. Once available, you can access the conference call replay by dialing 800-770-2030 within the U.S. or 647-362-9199 outside the U.S. (access code 6922572) or visit the “Investors” section of the website under “Events & Presentations.”

ABOUT FORTIVE

Fortive is a provider of essential technologies for connected workflow solutions across a range of attractive end-markets. Fortive’s strategic segments - Intelligent Operating Solutions, Precision Technologies, and Advanced Healthcare Solutions - include well-known brands with leading positions in their markets. The company’s businesses design, develop, service, manufacture, and market professional and engineered products, software, and services, building upon leading brand names, innovative technologies, and significant market positions. Fortive is headquartered in Everett, Washington and employs a team of more than 18,000 research and development, manufacturing, sales, distribution, service and administrative employees in more than 50 countries around the world. With a culture rooted in continuous improvement, the core of our company’s operating model is the Fortive Business System. For more information please visit: www.fortive.com.

NON-GAAP FINANCIAL MEASURES

In addition to the financial measures prepared in accordance with generally accepted accounting principles (GAAP), this earnings release also references “adjusted net earnings,” “adjusted diluted net earnings per share,” “free cash flow,” and “core revenue growth,” which are non-GAAP financial measures. The reasons why we believe these measures, when used in conjunction with the GAAP financial measures, provide useful information to investors, how management uses such non-GAAP financial measures, a reconciliation of these measures to the most directly comparable GAAP measures and other information relating to these measures are included in the supplemental reconciliation schedule attached. The non-GAAP financial measures should not be considered in isolation or as a substitute for the GAAP financial measures, but should instead be read in conjunction with the GAAP financial measures. The non-GAAP financial measures used by Fortive in this release may be different from similarly-titled non-GAAP measures used by other companies.

FORWARD-LOOKING STATEMENTS

Statements in this release that are not strictly historical, including statements regarding anticipated financial results, business and acquisition opportunities, economic conditions, industry trends, future prospects, shareholder value, and any other statements identified by their use of words like “anticipate,” “expect,” “believe,” “outlook,” “guidance,” “target,” or “will” or other words of similar meaning are “forward-looking” statements within the meaning of the federal securities laws. These factors include, among other things: deterioration of or instability in the economy, the markets we serve, international trade policies, the condition of the financial markets and the banking systems, security breaches or other disruptions of our information technology systems, the spread of, and the future resurgence of COVID-19, our ability to adjust purchases, supply chain management, and manufacturing capacity to reflect market conditions and customer demand, reliance on sole sources of supply, changes in relations with China, contractions or lower growth rates and cyclicity of markets we serve, competition, changes in industry standards and governmental regulations, our ability to recruit and retain key employees, our ability to successfully identify, consummate, integrate and realize the anticipated value of appropriate acquisitions and successfully complete divestitures and other dispositions, our ability to develop and successfully market new products, software, and services and expand into new markets, the potential for improper conduct by our employees, agents or business partners, contingent liabilities relating to acquisitions and divestitures, impact of changes to tax laws, our compliance with applicable laws and regulations and changes in applicable laws and regulations, risks relating to international economic, geopolitical, including war and sanctions, legal, compliance and business factors, risks relating to potential impairment of goodwill and other intangible assets, currency exchange rates, tax audits and changes in our tax rate and income tax liabilities, the impact of our debt obligations, including our cost of debt, on our operations, litigation and other contingent liabilities including intellectual property and environmental, health and safety matters, our ability to adequately protect our intellectual property rights, risks relating to product, service or software defects, product liability and recalls, risks relating to product manufacturing, our relationships with and the performance of our channel partners, commodity costs and surcharges, adverse effects of restructuring activities, risk related to tax treatment of the separation of Vontier, impact of our indemnification obligation to Vontier, impact of changes to U.S. GAAP, labor matters, and disruptions relating to man-made and natural disasters and climate change. Additional information regarding the factors that may cause actual results to differ materially from these forward-looking statements is available in our SEC filings, including our Annual Report on Form 10-K for the year ended December 31, 2022. These forward-looking statements speak only as of the date of this release, and Fortive does 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.

CONTACT

Elena Rosman
Investor Relations
Fortive Corporation
6920 Seaway Boulevard
Everett, WA 98203
Telephone: (425) 446-5000

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

	Three Months Ended		Year Ended	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
	(unaudited)	(unaudited)	(unaudited)	
Sales	\$ 1,583.7	\$ 1,529.9	\$ 6,065.3	\$ 5,825.7
Cost of sales	(636.2)	(637.4)	(2,471.2)	(2,462.3)
Gross profit	947.5	892.5	3,594.1	3,363.4
Operating costs:				
Selling, general and administrative expenses	(537.4)	(499.8)	(2,062.6)	(1,956.6)
Research and development expenses	(99.2)	(101.2)	(397.8)	(401.5)
Russia exit and wind down costs	—	(0.6)	—	(17.9)
Operating profit	310.9	290.9	1,133.7	987.4
Non-operating income (expense), net:				
Interest expense, net	(28.5)	(32.1)	(123.5)	(98.3)
Other non-operating expense, net	(4.9)	(1.8)	(19.4)	(15.6)
Earnings before income taxes	277.5	257.0	990.8	873.5
Income taxes	(12.3)	(29.8)	(125.0)	(118.3)
Net earnings	<u>\$ 265.2</u>	<u>\$ 227.2</u>	<u>\$ 865.8</u>	<u>\$ 755.2</u>
Net earnings per share:				
Basic	\$ 0.75	\$ 0.64	\$ 2.46	\$ 2.12
Diluted	\$ 0.75	\$ 0.64	\$ 2.43	\$ 2.10
Average common stock and common equivalent shares outstanding:				
Basic	351.3	353.8	352.5	356.4
Diluted	354.5	356.7	355.6	360.8

This information is presented for reference only. Final audited statements will include footnotes, which should be referenced when available, to more fully understand the contents of this information.

FORTIVE CORPORATION AND SUBSIDIARIES
SEGMENT INFORMATION
(\$ in millions)

	Three Months Ended		Year Ended	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
	(unaudited)	(unaudited)	(unaudited)	
Sales:				
Intelligent Operating Solutions	\$ 682.7	\$ 634.7	\$ 2,612.2	\$ 2,466.1
Precision Technologies	549.3	553.0	2,132.8	2,038.2
Advanced Healthcare Solutions	351.7	342.2	1,320.3	1,321.4
Total	\$ 1,583.7	\$ 1,529.9	\$ 6,065.3	\$ 5,825.7
Operating Profit:				
Intelligent Operating Solutions	\$ 176.8	\$ 150.4	\$ 628.8	\$ 519.4
Precision Technologies	142.0	142.8	540.3	491.3
Advanced Healthcare Solutions	36.7	34.5	105.5	107.9
Other ^(a)	(44.6)	(36.2)	(140.9)	(113.3)
Russia exit and wind down costs	—	(0.6)	—	(17.9)
Total	\$ 310.9	\$ 290.9	\$ 1,133.7	\$ 987.4
Operating Margins:				
Intelligent Operating Solutions	25.9 %	23.7 %	24.1 %	21.1 %
Precision Technologies	25.9 %	25.8 %	25.3 %	24.1 %
Advanced Healthcare Solutions	10.4 %	10.1 %	8.0 %	8.2 %
Total	19.6 %	19.0 %	18.7 %	16.9 %

(a) 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.

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

	As of December 31	
	2023 (unaudited)	2022
ASSETS		
Current assets:		
Cash and equivalents	\$ 1,888.8	\$ 709.2
Accounts receivable less allowance for doubtful accounts of \$39.2 and \$43.9, respectively	960.8	958.5
Inventories	536.9	536.7
Prepaid expenses and other current assets	285.1	272.6
Total current assets	3,671.6	2,477.0
Property, plant and equipment, net	439.8	421.9
Other assets	518.9	455.8
Goodwill	9,121.7	9,048.5
Other intangible assets, net	3,159.8	3,487.4
Total assets	\$ 16,911.8	\$ 15,890.6
LIABILITIES AND EQUITY		
Current liabilities:		
Current portion of long-term debt	\$ 549.3	\$ 999.7
Trade accounts payable	608.6	623.0
Accrued expenses and other current liabilities	1,182.7	1,104.4
Total current liabilities	2,340.6	2,727.1
Other long-term liabilities	1,149.0	1,223.3
Long-term debt	3,096.9	2,251.6
Commitments and Contingencies (Note 14)		
Equity:		
Common stock: \$0.01 par value, 2.0 billion shares authorized; 363.7 and 361.5 issued; 350.7 and 352.9 outstanding; respectively	3.6	3.6
Additional paid-in capital	3,851.3	3,706.3
Treasury shares, at cost	(715.8)	(442.9)
Retained earnings	7,505.9	6,742.1
Accumulated other comprehensive loss	(326.1)	(325.7)
Total Fortive stockholders' equity	10,318.9	9,683.4
Noncontrolling interests	6.4	5.2
Total stockholders' equity	10,325.3	9,688.6
Total liabilities and equity	\$ 16,911.8	\$ 15,890.6

This information is presented for reference only. Final audited statements will include footnotes, which should be referenced when available, to more fully understand the contents of this information.

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

	Year Ended December 31	
	2023	2022
	(unaudited)	
Cash flows from operating activities:		
Net earnings	\$ 865.8	\$ 755.2
Noncash items:		
Amortization	370.4	382.1
Depreciation	86.4	83.5
Stock-based compensation expense	113.3	93.8
Russia exit and wind down costs	—	9.2
Change in deferred income taxes	(104.1)	(62.1)
Change in accounts receivable, net	9.8	(52.1)
Change in inventories	(1.7)	(40.3)
Change in trade accounts payable	(16.8)	81.3
Change in prepaid expenses and other assets	(69.0)	10.7
Change in accrued expenses and other liabilities	99.5	41.9
Net cash provided by operating activities	1,353.6	1,303.2
Cash flows from investing activities:		
Cash paid for acquisitions, net of cash received	(95.8)	(12.8)
Payments for additions to property, plant and equipment	(107.8)	(95.8)
Proceeds from sale of property	7.4	—
Proceeds from sale of business	—	9.6
All other investing activities	0.8	(3.5)
Net cash used in investing activities	(195.4)	(102.5)
Cash flows from financing activities:		
Proceeds from borrowings (maturities greater than 90 days), net of issuance costs	549.3	1,394.1
Net proceeds from commercial paper borrowings	839.9	38.5
Payment of 0.875% convertible senior notes due 2022	—	(1,156.5)
Repayment of borrowings (maturities greater than 90 days)	(1,000.0)	(1,000.0)
Repurchase of common shares	(272.9)	(442.9)
Payment of common stock cash dividend to shareholders	(102.0)	(99.5)
All other financing activities	18.0	(6.7)
Net cash provided by (used in) financing activities	32.3	(1,273.0)
Effect of exchange rate changes on cash and equivalents	(10.9)	(37.8)
Net change in cash and equivalents	1,179.6	(110.1)
Beginning balance of cash and equivalents	709.2	819.3
Ending balance of cash and equivalents	\$ 1,888.8	\$ 709.2

This information is presented for reference only. Final audited statements will include footnotes, which should be referenced when available, to more fully understand the contents of this information.

FORTIVE CORPORATION AND SUBSIDIARIES
RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL MEASURES
AND OTHER INFORMATION

Management believes that each of the non-GAAP financial measures described below provide useful information to investors by reflecting additional ways of viewing aspects of our operations that, when reconciled to the corresponding GAAP measure, help our investors to understand the long-term profitability trends of our business, and facilitate comparisons of our operational performance and profitability to prior and future periods and to our peers.

These non-GAAP measures should be considered in addition to, and not as a replacement for or superior to, the comparable GAAP measures, and may not be comparable to similarly titled measures reported by other companies.

Adjusted Net Earnings and Adjusted Diluted Net Earnings per Share

We disclose the non-GAAP measures of historical adjusted net earnings and historical and forecasted adjusted diluted net earnings per share, which to the extent applicable, make the following adjustments to GAAP net earnings and GAAP diluted net earnings per share:

- Excluding on a pretax basis amortization of acquisition related intangible assets and non-cash impairments;
- Excluding on a pretax basis acquisition and divestiture related items;
- Excluding on a pretax basis the costs incurred pursuant to discrete restructuring plans that are fundamentally different from ongoing productivity improvements in terms of the size, strategic nature, planning requirements and the inconsistent frequency of such plans as well as the associated macroeconomic drivers which underlie such plans (the “Discrete Restructuring Charges”); and
- Excluding on a pretax basis the effect of gains and losses from our equity investments;
- Excluding on a pretax basis Russia exit and wind down costs;
- Excluding on a pretax basis the gain on sale of business;
- Including the actual cash interest expense on our 0.875% Convertible Senior Notes due 2022 (“Convertible Notes”) that was not included under the if-converted methodology mandated in 2022 and, with respect to the adjusted diluted net earnings per share, excluding the outstanding shares of common stock imputed under the in-converted methodology for the Convertible Notes that, in fact, were repaid and settled without issuance of any shares of common stock. Since we settled the Convertible Notes in cash on February 15, 2022 and no common share conversion occurred, we have reversed the impacts of applying the if-converted method and included the actual cash interest expense in calculating the adjusted net earnings per share;
- Excluding the tax effect (to the extent tax deductible) of the pretax adjustments noted above. The tax effect of such adjustments was calculated by applying our overall estimated effective tax rate to the pretax amount of each adjustment (unless the nature of the item and/or the tax jurisdiction in which the item has been recorded requires application of a specific tax rate or tax treatment, in which case the tax effect of such item is estimated by applying such specific tax rate or tax treatment). We expect to apply our overall estimated effective tax rate to each adjustment going forward; and
- Excluding discrete non-cash tax benefit.

Amortization of Acquisition Related Intangible Assets and Non-cash Impairments

As a result of our acquisition activity, we have significant amortization expense associated with definite-lived intangible assets. We adjust for amortization expense of acquisition related intangible assets incurred in each period, and impairment charges incurred, if any. During the three and twelve month periods ended December 31, 2023, we recognized \$2.3 million and \$5.2 million, respectively, related to impairment charges. We believe that this adjustment provides our investors with additional insight into our operational performance and profitability as such impacts are not related to our core business performance.

Acquisition and Divestiture Related Items

While we have a history of acquisition and divestiture activity, we do not acquire and divest businesses or assets on a predictable cycle. The amount of an acquisition's purchase price allocated to inventory fair value adjustments are unique to each acquisition and can vary significantly from acquisition to acquisition. In addition, transaction costs, which include acquisition, divestiture, integration and restructuring costs related to completed or announced transactions, and the non-recurring gains on divestitures of businesses or assets are unique to each transaction and are impacted from period to period depending on the number of acquisitions or divestitures evaluated, pending, or completed during such period, and the complexity of such transactions.

We adjust for transaction costs, acquisition related fair value adjustments to inventory, integration costs and corresponding restructuring charges primarily related to acquisitions, in each case, incurred in a given period. We believe, however, that it is important for investors to understand that such inventory fair value adjustments related to past acquisitions will recur in future periods until such inventory fair value adjustments, as applicable, have been fully amortized.

Discrete Restructuring Costs

We will exclude costs incurred pursuant to discrete restructuring plans that are fundamentally different in terms of the size, strategic nature and planning requirements, as well as the inconsistent frequency, of such plans originating from significant macroeconomic trends or material disruptions to operations, economy or capital markets from the ongoing productivity improvements that result from application of the Fortive Business System or from execution of general cost saving strategies. Because these restructuring plans will be incremental to the fundamental activities that arise in the ordinary course of our business and we believe are not indicative of our ongoing operating costs in a given period, we exclude these costs to facilitate a more consistent comparison of operating results over time. Restructuring costs related primarily to an acquisition are not included in this adjustment but are instead included in acquisition and divestiture related items.

Gains and Losses from Equity Investments

We adjust for the effect of earnings and losses from our equity method investments over which we do not exercise control over the operations or the resulting earnings or losses. We believe that this adjustment provides our investors with additional insight into our operational performance. However, it should be noted that earnings and losses from our equity method investments will recur in future periods while we maintain such investments.

In addition, we adjust for remeasurement gains and losses, including impairment loss, on equity investments. We believe such adjustments facilitate comparison of our performance with prior and future periods and provides our investors with additional insight into our operational performance.

Russia Ukraine Conflict

In connection with the invasion of Ukraine by Russian forces, the Company exited business operations in Russia in the second quarter of 2022, other than for ASP's sterilization products, which are exempt from international sanctions as humanitarian products. Our business in Russia and Ukraine accounted for less than 1.0% of total revenue and less than 0.2% of total assets for the fiscal year ended December 31, 2021.

As a result of the exit of our business operations in Russia, the Company recorded a pre-tax charge totaling \$0.6 million and \$17.9 million during the three and twelve month periods ended December 31, 2022 to reflect the write-off of net assets, the write-off of the cumulative translation adjustment in earnings for legal entities deemed substantially liquidated, and to record provisions for employee severance and legal contingencies. These costs are identified as the "Russia exit and wind down costs" in the Consolidated Condensed Statements of Earnings. We adjust for the non-recurring Russia exit and wind down costs because we believe that this adjustment facilitates comparison of our performance with prior and future periods and provides our investors with additional insight into our operational performance.

Gain on sale of business

On September 30, 2022, we completed the sale of our Therapy Physics product line, which was reported in our Advanced Healthcare Solutions segment, to an unrelated third party for total consideration of \$9.6 million. As a result of the sale, during the three and twelve month periods ended December 31, 2022, we recorded a net realized pre-tax loss totaling \$1.8 million and a net realized pre-tax gain totaling \$0.5 million, respectively, net of transaction costs, which is recorded as "Other non-operating expense, net" in the Consolidated Condensed Statements of Earnings. We adjust for gain on the sale of our Therapy Physics product line because we believe that this adjustment facilitates comparison of our operational performance with prior and future periods.

Convertible 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”). The Notes matured on February 15, 2022 and were settled in cash.

On January 1, 2022, we adopted ASU 2020-06, which amends the accounting for certain financial instruments with characteristics of liabilities and equity, including convertible instruments and contracts in an entity’s own equity. Although the Convertible Notes were, pursuant to the terms of the corresponding indenture, repaid in cash only and retired without issuance of additional shares of common stock, we assumed share settlement of our outstanding Convertible Notes under the if-converted method when calculating GAAP diluted net earnings per share. Since we settled the Convertible Notes in cash on February 15, 2022 and no common share conversion occurred, we have reversed the share impacts of applying the if-converted method for purposes of calculating Adjusted average common stock and common equivalent shares outstanding. In addition, although the Company paid interest accrued on the Convertible Notes in cash, the interest expense is not included in the GAAP diluted net earnings and from GAAP diluted net earnings per share under the if-converted methodology. Because we paid the interest expense in cash and because the interest expense was included in the prior year’s results, we have added the cash interest expense on the Convertible Notes during the three months ended April 1, 2022 in calculating the adjusted net earnings for the same period.

Discrete non-cash tax benefit

As a result of revaluation of deferred tax assets required due to changes in tax rates in Switzerland, we recognized a non-cash tax benefit during the three and twelve month period ended December 31, 2023. We adjust for this non-cash tax benefit because we believe such benefit occurs with inconsistent frequency and for reasons that are unrelated to our commercial performance. We believe such adjustment facilitates comparison with prior and future periods and provides our investors with additional insight into our ongoing tax expenses.

Management believes that each of the non-GAAP financial measures noted above provide useful information to investors by reflecting additional ways of viewing aspects of our operations that, when reconciled to the corresponding GAAP measure, help our investors to understand the long-term profitability trends of our business, and facilitate comparisons of our operational performance and profitability to prior and future periods and to our peers.

These non-GAAP measures should be considered in addition to, and not as a replacement for or superior to, the comparable GAAP measures, and may not be comparable to similarly titled measures reported by other companies.

Core Revenue Growth

We use the term “core revenue growth” when referring to a corresponding year-over-year GAAP revenue measure, excluding (1) the impact from acquired or divested 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. This non-GAAP measure should be considered in addition to, and not as a replacement for or superior to, the comparable GAAP measure, and may not be comparable to similarly titled measures reported by other companies.

Management believes that this non-GAAP measure provides useful information to investors by helping identify underlying growth trends in our business and facilitating comparisons of our revenue performance with prior and future periods and to our peers. We exclude the effect of acquisition 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 measures because currency translation is not under management’s control and is subject to volatility. We believe that such exclusions, when presented with the corresponding GAAP measures, may assist in assessing the business trends and making comparisons of long-term performance.

Free Cash Flow

We use the term “free cash flow” when referring to cash provided by operating activities calculated according to GAAP less payments for capital expenditures.

Management believes that such non-GAAP measure provides useful information to investors in assessing our ability to generate cash without external financing, fund acquisitions and other investments and, in the absence of refinancing, repay our debt

obligations. However, it should be noted that free cash flow as a liquidity measure has material limitations because it excludes certain expenditures that are required or that we have committed to, such as debt service requirements and other non-discretionary expenditures. Such non-GAAP measure should be considered in addition to, and not as a replacement for or superior to, the comparable GAAP measure, and may not be comparable to similarly titled measures reported by other companies.

Adjusted Net Earnings and Adjusted Diluted Net Earnings Per Share (unaudited)

(\$ in millions, except per share amounts)	Three Months Ended				Year Ended			
	December 31, 2023		December 31, 2022		December 31, 2023		December 31, 2022	
	Per share values		Per share values		Per share values		Per share values	
Net Earnings and Net Earnings Per Share (GAAP)	\$ 265.2	\$ 0.75	\$ 227.2	\$ 0.64	\$ 865.8	\$ 2.43	\$ 755.2	\$ 2.10
Interest on the Convertible Notes to apply if-converted method ^(a)	—	—	—	—	—	—	2.1	—
Tax effect of the Convertible Notes to apply if-converted method	—	—	—	—	—	—	(0.3)	—
Diluted Net Earnings and Diluted Net Earnings Per Share (GAAP)	265.2	0.75	227.2	0.64	865.8	2.43	757.0	2.10
Pretax amortization of acquisition related intangible assets and non-cash impairments	95.5	0.27	94.8	0.27	375.6	1.06	382.2	1.06
Pretax acquisition and divestiture related items ^(b)	2.7	0.01	3.7	0.01	4.4	0.01	27.1	0.08
Pretax discrete restructuring charges	29.4	0.08	—	—	58.6	0.16	—	—
Pretax losses from equity investments ^(c)	4.4	0.01	2.1	0.01	17.3	0.05	17.3	0.05
Pretax Russia exit and wind down costs	—	—	0.6	—	—	—	17.9	0.05
Pretax (gain) loss on sale of business	—	—	1.8	0.01	—	—	(0.5)	—
Pretax interest expense on Convertible Notes to reverse if-converted method ^(a)	—	—	—	—	—	—	(2.1)	—
Tax effect of the adjustments reflected above	(23.0)	(0.07)	(17.2)	(0.05)	(76.1)	(0.21)	(65.9)	(0.19)
Discrete non-cash tax benefit	(25.5)	(0.07)	—	—	(25.5)	(0.07)	—	—
Adjusted Net Earnings and Adjusted Net Earnings Per Share (Non-GAAP)	\$ 348.7	\$ 0.98	\$ 313.0	\$ 0.88	\$ 1,220.1	\$ 3.43	\$ 1,133.0	\$ 3.15
Adjusted Diluted Shares (Non-GAAP)								
(shares in millions)								
Average common diluted stock outstanding	354.5		356.7		355.6		360.8	
Convertible Notes - if converted shares ^(a)	—		—		—		(1.6)	
Adjusted average common stock and common equivalent shares outstanding	354.5		356.7		355.6		359.2	

(a) Beginning with our adoption of ASU 2020-06 on January 1, 2022 we assumed share settlement of our outstanding Convertible Notes under the if-converted method when calculating GAAP diluted net earnings per share. Since we settled the Convertible Notes in cash on February 15, 2022 and no common share conversion occurred, we have reversed the impacts of applying the if-converted method and included the actual cash interest expense in calculating the adjusted net earnings per share, as well as excluded the assumed share settlement.

(b) Includes pretax transaction costs and acquisition-related fair value adjustments to inventory related to acquisitions.

(c) Includes pretax losses from equity method investments. The year ended December 31, 2022 also includes an \$8.1 pretax impairment loss on an equity investment.

The sum of the components of adjusted diluted net earnings per share may not equal due to rounding.

Core Revenue Growth (unaudited)

	% Change Three Months Ended December 31, 2023 vs. Comparable 2022 Period	% Change Year Ended December 31, 2023 vs. Comparable 2022 Period
Total Revenue Growth (GAAP)	3.5 %	4.1 %
Core (Non-GAAP)	2.7 %	4.8 %
Acquisitions and divestitures (Non-GAAP)	0.4 %	(0.1) %
Impact of currency translation (Non-GAAP)	0.4 %	(0.6) %

Free Cash Flow (unaudited)

(\$ in millions)

	Three Months Ended			2023 vs. 2022 % Change	2023 vs. 2021 % Change	Year Ended		2023 vs. 2022 % Change
	December 31, 2023	December 31, 2022	December 31, 2021			December 31, 2023	December 31, 2022	
Operating Cash Flows (GAAP)	\$ 446.8	\$ 464.2	\$ 287.0	(3.7)%	55.7 %	\$ 1,353.6	\$ 1,303.2	3.9 %
Less: purchases of property, plant & equipment (capital expenditures) (GAAP)	(34.1)	(36.1)	(22.0)			(107.8)	(95.8)	
Free Cash Flow (Non-GAAP)	\$ 412.7	\$ 428.1	\$ 265.0	(3.6)%	55.7 %	\$ 1,245.8	\$ 1,207.4	3.2 %

Forecasted Adjusted Diluted Net Earnings Per Share (unaudited)

	Three Months Ending March 29, 2024		Twelve Months Ending December 31, 2024	
	Low	High	Low	High
Forecasted Diluted Net Earnings Per Share (GAAP)	\$ 0.44	\$ 0.47	\$ 2.58	\$ 2.70
Anticipated pretax amortization of acquisition related intangible assets	0.31	0.31	1.25	1.25
Anticipated pretax acquisition-related items	0.07	0.07	0.08	0.08
Anticipated pretax losses from equity investments	0.02	0.02	0.05	0.05
Tax effect of the adjustments reflected above	(0.07)	(0.07)	(0.23)	(0.23)
Forecasted Adjusted Diluted Net Earnings Per Share (Non-GAAP)	\$ 0.77	\$ 0.80	\$ 3.73	\$ 3.85

The sum of the components of forecasted adjusted diluted net earnings per share may not equal due to rounding.