

**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): October 30, 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
3.700% Notes due 2026	FTV26A	New York Stock Exchange
3.700% Notes due 2029	FTV29	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 October 30, 2024, Fortive Corporation (the "Company") issued a press release announcing financial results for the quarter ended September 27, 2024. 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 October 30, 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: October 30, 2024

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



Fortive Reports Strong Third Quarter 2024 Results Raises Full Year 2024 Outlook

- **Strong earnings and cash flow performance, above the high-end of Q3 guidance**
- **Delivered consistent revenue growth of 3% year-over-year to \$1.54 billion**
- **Operating profit margin was 19%, with adjusted operating profit margin of 27%, up 90 bps year-over-year**
- **GAAP diluted EPS of \$0.63, adjusted diluted EPS of \$0.97, up 14% year-over-year; reported operating cash flow of \$459 million and free cash flow of \$431 million, up 12% year-over-year**
- **Strong full-year 2024 outlook; GAAP diluted EPS of \$2.47 to \$2.50, year-over-year increase of 2% to 3%; adjusted diluted EPS of \$3.84 to \$3.87, year-over-year increase of 12% to 13%**

EVERETT, WA, October 30, 2024 - Fortive Corporation (“Fortive”) (NYSE: FTV) today announced financial results for the third quarter of 2024.

For the third quarter, net earnings were \$222 million. For the same period, adjusted net earnings were \$342 million. Diluted net earnings per share for the third quarter were \$0.63. For the same period, adjusted diluted net earnings per share were \$0.97.

For the third quarter, revenues increased 3% year-over-year to \$1.54 billion, which included 1% core revenue growth.

James A. Lico, President and Chief Executive Officer, stated, “Fortive generated strong operating performance in the third quarter, with better than expected earnings and free cash flow. Our portfolio of high-quality businesses is delivering consistent and more profitable growth, evidenced by robust recurring revenue growth in Intelligent Operating Solutions and Advanced Healthcare Solutions. We are also pleased with the positive momentum in orders growth across all our segments, including double-digit orders growth in Precision Technologies in the third quarter.”

For the fourth quarter of 2024, Fortive anticipates revenue of \$1.63 billion to \$1.65 billion, diluted net earnings per share of \$0.72 to \$0.75 and adjusted diluted net earnings per share of \$1.11 to \$1.14.

For the full year 2024, Fortive anticipates revenue of approximately \$6.24 billion to \$6.26 billion, diluted net earnings per share of \$2.47 to \$2.50, and adjusted diluted net earnings per share of \$3.84 to \$3.87.

Mr. Lico continued, “Our updated outlook for 2024 continues to forecast double-digit growth in both earnings and cash flow. We maintain a balanced perspective on our end markets, as stabilizing demand trends drive sequential improvement as we move through the remainder of the year. Looking forward to 2025, we are poised to accelerate our strategy and ensure consistent value creation as we progress toward the separation of Fortive and the PT segment, creating two focused, independent public companies, both positioned to provide greater value to all of our stakeholders.”

Pending Separation Into Two Independent, Publicly Traded Companies

On September 4, 2024, Fortive announced its intention to separate into two independent, publicly traded companies (the “Separation”). The Separation, if effectuated, will create (i) a technology solutions company, retaining the Fortive name, with a portfolio of the brands currently operating under Fortive’s Intelligent Operating Solutions and Advanced Healthcare Solutions business segments, focused on resilient, high-quality recurring growth by delivering productivity, safety, and reliability value to customers, and (ii) a new global industrial company consisting of the brands currently operating under the Precision Technologies business segment with a focus on powerful secular growth trends by leveraging mission critical technologies in test and measurement, specialty sensors, and aerospace and defense subsystems. The Separation is expected to be structured in a tax-free manner for Fortive shareholders. Fortive is targeting to complete the Separation by the fourth quarter of 2025, subject to the satisfaction of certain conditions, including, among others, final approval of Fortive’s Board of Directors, satisfactory completion of financing, receipt of a favorable opinion of legal counsel and/or a private letter ruling from the U.S. Internal Revenue Service with respect to the tax treatment of the transaction for U.S. federal income tax purposes, the effectiveness of a Form 10 registration statement filed with the SEC, and other regulatory approvals.

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 877-407-3110 within the U.S. or by dialing 215-268-9915 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. A digital recording of the conference call will be available two hours after the completion of the call until Wednesday, November 13, 2024. You can access the conference call replay on the “Investors” section of Fortive’s website, www.fortive.com, under “Events/Presentations,” or by dialing 877-660-6853 within the U.S. or 201-612-7415 outside the U.S. (Access ID: 13747614).

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,” “adjusted operating profit margin,” “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 presentation that are not strictly historical, including statements regarding anticipated financial results, global and regional economic conditions, industry trends, geopolitical events, our plans to separate into two independent, publicly-traded companies, including the timing and cost related to the planned separation, interest rate and current exchange rate impact, 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 United States federal securities laws. Factors that could cause actual results to differ materially from those in the forward-looking statements include, among other things: deterioration of or instability in the economy, the markets we serve, geopolitical conditions and conflicts, international trade policies and the financial markets, security breaches or other disruptions of our information technology systems, supply chain constraints, our ability to adjust purchases and manufacturing capacity to reflect market conditions, reliance on sole sources of supply, changes in trade 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 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, our plans to separate into two independent, publicly-traded companies, risk related to tax treatment of our 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, 2023 and Quarterly Report on Form 10-Q for the quarter ended September 27, 2024. These forward-looking statements speak only as of the date of this presentation, 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

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

	Three Months Ended		Nine Months Ended	
	September 27, 2024	September 29, 2023	September 27, 2024	September 29, 2023
Sales	\$ 1,534.6	\$ 1,494.5	\$ 4,611.5	\$ 4,481.6
Cost of sales	(613.3)	(601.5)	(1,857.7)	(1,835.0)
Gross profit	921.3	893.0	2,753.8	2,646.6
Operating costs:				
Selling, general and administrative expenses	(524.1)	(503.5)	(1,610.5)	(1,525.2)
Research and development expenses	(101.7)	(98.4)	(306.9)	(298.6)
Gain on sale of property	—	—	63.1	—
Operating profit	295.5	291.1	899.5	822.8
Non-operating income (expense), net:				
Interest expense, net	(37.0)	(29.8)	(119.7)	(95.0)
Loss from divestiture	—	—	(25.6)	—
Other non-operating expense, net	(26.3)	(4.2)	(59.3)	(14.5)
Earnings before income taxes	232.2	257.1	694.9	713.3
Income taxes	(10.6)	(39.1)	(70.8)	(112.7)
Net earnings	<u>\$ 221.6</u>	<u>\$ 218.0</u>	<u>\$ 624.1</u>	<u>\$ 600.6</u>
Net earnings per share:				
Basic	\$ 0.63	\$ 0.62	\$ 1.78	\$ 1.70
Diluted	\$ 0.63	\$ 0.61	\$ 1.76	\$ 1.69
Average common stock and common equivalent shares outstanding:				
Basic	349.2	352.1	350.7	352.9
Diluted	352.3	356.1	354.4	356.0

This information is presented for reference only. A complete copy of Fortive's Form 10-Q financial statements is available on the Company's website (www.fortive.com).

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

	Three Months Ended		Nine Months Ended	
	September 27, 2024	September 29, 2023	September 27, 2024	September 29, 2023
Sales:				
Intelligent Operating Solutions	\$ 661.2	\$ 644.3	\$ 2,003.9	\$ 1,929.5
Precision Technologies	550.9	552.5	1,661.7	1,653.9
Advanced Healthcare Solutions	322.5	297.7	945.9	898.2
Total	\$ 1,534.6	\$ 1,494.5	\$ 4,611.5	\$ 4,481.6

Operating Profit:				
Intelligent Operating Solutions	\$ 167.7	\$ 156.8	\$ 505.0	\$ 452.0
Precision Technologies	122.0	140.9	386.4	401.3
Advanced Healthcare Solutions	41.0	25.0	108.7	65.8
Other ^(a)	(35.2)	(31.6)	(100.6)	(96.3)
Total	\$ 295.5	\$ 291.1	\$ 899.5	\$ 822.8

Operating Margins:				
Intelligent Operating Solutions	25.4 %	24.3 %	25.2 %	23.4 %
Precision Technologies	22.1 %	25.5 %	23.3 %	24.3 %
Advanced Healthcare Solutions	12.7 %	8.4 %	11.5 %	7.3 %
Total	19.3 %	19.5 %	19.5 %	18.4 %

(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 CONDENSED BALANCE SHEETS
(\$ and shares in millions, except per share amounts)

	As of	
	September 27, 2024 (unaudited)	December 31, 2023
ASSETS		
Current assets:		
Cash and equivalents	\$ 811.3	\$ 1,888.8
Accounts receivable less allowance for doubtful accounts of \$29.4 and \$39.2, respectively	912.2	960.8
Inventories:		
Finished goods	225.6	214.1
Work in process	111.8	108.9
Raw materials	226.5	213.9
Inventories	563.9	536.9
Prepaid expenses and other current assets	347.8	285.1
Total current assets	2,635.2	3,671.6
Property, plant and equipment, net of accumulated depreciation of \$816.6 and \$809.0, respectively	425.1	439.8
Other assets	561.0	518.9
Goodwill	10,322.3	9,121.7
Other intangible assets, net	3,510.0	3,159.8
Total assets	\$ 17,453.6	\$ 16,911.8
LIABILITIES AND EQUITY		
Current liabilities:		
Current portion of long-term debt	\$ 408.1	\$ —
Trade accounts payable	623.8	608.6
Accrued expenses and other current liabilities	1,068.9	1,182.7
Total current liabilities	2,100.8	1,791.3
Other long-term liabilities	1,339.5	1,149.0
Long-term debt	3,451.8	3,646.2
Commitments and Contingencies (Note 9)		
Equity:		
Common stock: \$0.01 par value, 2,000.0 shares authorized; 366.1 and 363.7 issued; 346.9 and 350.7 outstanding, respectively	3.7	3.6
Additional paid-in capital	3,982.1	3,851.3
Treasury shares, at cost	(1,142.8)	(715.8)
Retained earnings	8,046.1	7,505.9
Accumulated other comprehensive loss	(334.2)	(326.1)
Total Fortive stockholders' equity	10,554.9	10,318.9
Noncontrolling interests	6.6	6.4
Total stockholders' equity	10,561.5	10,325.3
Total liabilities and equity	\$ 17,453.6	\$ 16,911.8

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

	Nine Months Ended	
	September 27, 2024	September 29, 2023
Cash flows from operating activities:		
Net earnings	\$ 624.1	\$ 600.6
Noncash items:		
Amortization	340.4	277.2
Depreciation	68.7	63.9
Stock-based compensation	81.0	85.2
Gain on sale of property	(63.1)	—
Loss from divestiture	25.6	—
Loss from equity investments	39.4	12.9
Change in trade accounts receivable, net	64.6	25.0
Change in inventories	4.3	(21.7)
Change in trade accounts payable	10.6	(45.7)
Change in prepaid expenses and other assets	(57.0)	(45.8)
Change in accrued expenses and other liabilities	(114.0)	(44.8)
Net cash provided by operating activities	1,024.6	906.8
Cash flows from investing activities:		
Cash paid for acquisitions, net of cash received	(1,721.8)	(57.7)
Payments for additions to property, plant and equipment	(83.4)	(73.7)
Proceeds from sale of property	21.0	7.2
Cash infusion into divestiture	(14.0)	—
All other investing activities	(1.6)	—
Net cash used in investing activities	(1,799.8)	(124.2)
Cash flows from financing activities:		
Net proceeds from (repayments of) commercial paper borrowings	(571.2)	(252.6)
Proceeds from borrowings (maturities greater than 90 days), net of issuance costs	1,733.5	—
Repayment of borrowings (maturities greater than 90 days)	(1,000.0)	(250.0)
Repurchase of common shares	(423.0)	(207.9)
Payment of dividends	(83.9)	(73.9)
All other financing activities	47.9	18.1
Net cash used in financing activities	(296.7)	(766.3)
Effect of exchange rate changes on cash and equivalents	(5.6)	(11.4)
Net change in cash and equivalents	(1,077.5)	4.9
Beginning balance of cash and equivalents	1,888.8	709.2
Ending balance of cash and equivalents	\$ 811.3	\$ 714.1

This information is presented for reference only. A complete copy of Fortive's Form 10-Q financial statements is available on the Company's website (www.fortive.com).

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, Adjusted Diluted Net Earnings per Share, and Adjusted Operating Profit Margin

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

- 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 gain on sale of property; and
- 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”).

In addition, with respect to the non-GAAP measures of historical adjusted net earnings and historical and forecasted adjusted diluted net earnings per share, we make the following adjustments to GAAP net earnings and GAAP diluted net earnings per share:

- Excluding on a pretax basis the effect of gains and losses from our equity investments;
- Excluding the loss from divestiture;
- Excluding on a pretax basis the charitable contribution expense; and
- 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.

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 nine-month periods ended September 29, 2023 we recognized \$2.9 million 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, restructuring, and separation 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 related to acquisitions, in each case, incurred in a given period.

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.

Loss from Divestiture

In June 2024, we divested and transferred ownership of Invetech, excluding the Motion Solution Business, to its management team (the "Invetech Divestiture"). We adjust for the loss from the Invetech Divestiture because we believe the 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 Property and Charitable Contribution Expense

On March 14, 2024 we completed a transaction to sell land and certain office buildings in our Precision Technologies segment for \$90 million, for which we received \$20 million cash proceeds and a \$70 million promissory note secured by a letter of credit. We received \$10 million of principal in August and the remaining is due in November 2024. During the nine-month period ended September 27, 2024, we recorded a gain on sale of property of \$63.1 million in the Consolidated Condensed Statements of Earnings.

Concurrently, we pledged to make a charitable donation of \$20 million to the Fortive Foundation, a related party, without any donor imposed conditions or restrictions. During the first quarter of 2024, we recorded a charitable contribution expense of \$20 million within the "Other non-operating expense, net" line in the Consolidated Condensed Statements of Earnings.

We adjust for the gain on sale of property and charitable donation expense because we believe the adjustment facilitates comparison of our performance with prior and future periods and provides our investors with additional insight into our operational performance.

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. Discrete restructuring charges adjusted for in the quarter and the year-to-date period in 2023 are related to our 2023 discrete plan. We expect to execute a discrete restructuring plan related to the Separation beginning in the fourth quarter of 2024, for which we will adjust for the related discrete restructuring charges.

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 that have been divested or, at the time of reporting, are pending divestiture but are not, and will not be, 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 Operating Profit and Adjusted Operating Profit Margin (unaudited)

(\$ in millions)	Three Months Ended		Nine Months Ended	
	September 27, 2024	September 29, 2023	September 27, 2024	September 29, 2023
Revenue (GAAP)	\$ 1,534.6	\$ 1,494.5	\$ 4,611.5	\$ 4,481.6
Operating Profit (GAAP)	\$ 295.5	\$ 291.1	\$ 899.5	\$ 822.8
Amortization of Acquisition-Related Intangible Assets and Non-cash Impairments	113.3	93.1	340.4	280.1
Acquisition and Divestiture Related Items	3.2	1.7	34.9	1.7
Gain on sale of property	—	—	(63.1)	—
Discrete Restructuring Charges	—	0.9	—	29.2
Adjusted Operating Profit (Non-GAAP)	\$ 412.0	\$ 386.8	\$ 1,211.7	\$ 1,133.8
Operating Profit Margin (GAAP)	19.3 %	19.5 %	19.5 %	18.4 %
Adjusted Operating Profit Margin (Non-GAAP)	26.8 %	25.9 %	26.3 %	25.3 %

The sum of the components of adjusted operating profit may not equal due to rounding.

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

(\$ in millions, except per share amounts)	Three Months Ended				Nine Months Ended			
	September 27, 2024		September 29, 2023		September 27, 2024		September 29, 2023	
	Per share values		Per share values		Per share values		Per share values	
Net Earnings and Net Earnings Per Share (GAAP)	\$ 221.6	\$ 0.63	\$ 218.0	\$ 0.61	\$ 624.1	\$ 1.76	\$ 600.6	\$ 1.69
Pretax amortization of acquisition related intangible assets and non-cash impairments	113.3	0.32	93.1	0.26	340.4	0.96	280.1	0.79
Pretax acquisition and divestiture related items	3.2	0.01	1.7	—	34.9	0.10	1.7	—
Pretax losses from equity investments	26.2	0.07	3.8	0.01	39.4	0.11	12.9	0.04
Loss from divestiture	—	—	—	—	25.6	0.07	—	—
Pretax gain on sale of property and charitable contribution expense	—	—	—	—	(43.1)	(0.12)	—	—
Pretax discrete restructuring charges	—	—	0.9	—	—	—	29.2	0.08
Tax effect of the adjustments reflected above ^(a)	(22.7)	(0.06)	(15.9)	(0.04)	(55.3)	(0.16)	(53.1)	(0.15)
Adjusted Net Earnings and Adjusted Net Earnings Per Share (Non-GAAP)	\$ 341.6	\$ 0.97	\$ 301.6	\$ 0.85	\$ 966.0	\$ 2.73	\$ 871.4	\$ 2.45
Average Common Diluted Stock Outstanding (shares in millions)	352.3		356.1		354.4		356.0	

(a) The loss from divestiture had no tax impact. The tax effect of the adjustments includes all other line items. 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 September 27, 2024 vs. Comparable 2023 Period	% Change Nine Months Ended September 27, 2024 vs. Comparable 2023 Period
Total Revenue Growth (GAAP)	2.7 %	2.9 %
Core (Non-GAAP)	1.1 %	1.2 %
Acquisitions and divestitures (Non-GAAP)	1.6 %	2.3 %
Impact of currency translation (Non-GAAP)	— %	(0.6) %

Free Cash Flow (unaudited)

(\$ in millions)

	Three Months Ended			Nine Months Ended		
	September 27, 2024	September 29, 2023	% Change	September 27, 2024	September 29, 2023	% Change
Operating Cash Flows (GAAP)	\$ 459.0	\$ 411.4	11.6 %	\$ 1,024.6	\$ 906.8	13.0 %
Less: purchases of property, plant & equipment (capital expenditures) (GAAP)	(27.8)	(27.9)		(83.4)	(73.7)	
Free Cash Flow (Non-GAAP)	<u>\$ 431.2</u>	<u>\$ 383.5</u>	12.4 %	<u>\$ 941.2</u>	<u>\$ 833.1</u>	13.0 %

Forecasted Adjusted Diluted Net Earnings Per Share (unaudited)

	Three Months Ending December 31, 2024		Twelve Months Ending December 31, 2024	
	Low	High	Low	High
Forecasted Diluted Net Earnings Per Share (GAAP)	\$ 0.72	\$ 0.75	\$ 2.47	\$ 2.50
Anticipated pretax amortization of acquisition related intangible assets	0.33	0.33	1.29	1.29
Anticipated pretax acquisition and divestiture related items	0.07	0.07	0.18	0.18
Anticipated pretax discrete restructuring charges	0.06	0.06	0.06	0.06
Anticipated pretax losses from equity investments	—	—	0.11	0.11
Loss from divestiture	—	—	0.07	0.07
Pretax gain from sale of property and charitable contribution expense	—	—	(0.12)	(0.12)
Tax effect of the adjustments reflected above	(0.07)	(0.07)	(0.22)	(0.22)
Forecasted Adjusted Diluted Net Earnings Per Share (Non-GAAP)	<u>\$ 1.11</u>	<u>\$ 1.14</u>	<u>\$ 3.84</u>	<u>\$ 3.87</u>

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