

ROPER INDUSTRIES INC  
Form 8-K  
June 06, 2013  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

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

June 6, 2013

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DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED)

ROPER INDUSTRIES, INC.

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(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE

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(STATE OR OTHER JURISDICTION OF INCORPORATION)

1-12273

51-0263969

(COMMISSION FILE NUMBER)

(IRS EMPLOYER IDENTIFICATION  
NO.)

6901 PROFESSIONAL PKWY. EAST, SUITE 200, SARASOTA,  
FLORIDA

34240

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

(ZIP CODE)

(941) 556-2601

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(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

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(FORMER NAME OR ADDRESS, IF CHANGED SINCE LAST REPORT)

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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 communication 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))

Item 8.01. Other Events.

On June 6, 2013, Roper Industries, Inc. (the "Company") consummated the issuance and sale of \$800,000,000 principal amount of its 2.050% Senior Notes due 2018 (the "Notes") pursuant to an underwriting agreement dated May 30, 2013 between the Company and J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC as representatives of the several underwriters named therein. The Notes have been issued pursuant to an Indenture dated as of August 4, 2008 (the "Indenture") between the Company and Wells Fargo Bank, National Association, as trustee.

The Notes have been offered pursuant to the Company's Registration Statement on Form S-3 filed on November 15, 2012 (Reg. No. 333-184954), including the prospectus contained therein (the "Registration Statement"), and a related preliminary prospectus supplement dated May 30, 2013 and a final prospectus supplement dated May 30, 2013. The material terms and conditions of the Notes are set forth in the form of Officer's Certificate filed herewith as Exhibit 4.1 and incorporated by reference herein and in the Indenture filed as Exhibit 4.2 to the Company Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 7, 2008.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed herewith:

Exhibit

Number Description

- |      |   |
|------|---|
| 4.1  | Form of Officer's Certificate setting forth the terms of the Notes (with form of Note attached) |
| 5.1  | Opinion of Davis Polk & Wardwell LLP  |
| 23.1 | Consent of Davis Polk & Wardwell LLP (contained in Exhibit 5.1)                                 |

Signatures

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

Roper Industries, Inc.  
(Registrant)

BY: /s/ John Humphrey  
John Humphrey,  
Executive Vice President and Chief Financial Officer      Date: June 6, 2013

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EXHIBIT INDEX

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