

ROPER INDUSTRIES INC  
Form 10-K/A  
April 28, 2014

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

FORM 10-K/A  
(Amendment No. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2013

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 1-12273

ROPER INDUSTRIES, INC.  
(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or other jurisdiction of  
incorporation or  
organization)

51-0263969  
(I.R.S. Employer  
Identification No.)

6901 Professional Parkway East, Suite 200  
Sarasota, Florida 34240  
(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code: (941) 556-2601

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

|  |  |
|--|--|
|  | Name of Each<br>Exchange<br>On Which<br>Registered |
| Title of Each Class<br>Common Stock,<br>\$0.01 Par Value | New York Stock<br>Exchange                         |

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
 Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes  No

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 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§223.405) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act).

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark if the registrant is a shell company (as defined in Rule 12-b2 of the Act).  Yes  No

Based on the closing sale price on the New York Stock Exchange on June 28, 2013, the aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant was: \$12,365,836,908.

Number of shares of registrant's Common Stock outstanding as of February 14, 2014: 99,547,874.

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#### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement to be furnished to Stockholders in connection with its Annual Meeting of Stockholders to be held on May 21, 2014, are incorporated by reference into Part III of this Annual Report on Form 10-K.

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EXPLANATORY NOTE

The sole purpose of this Amendment No. 1 on Form 10-K/A (this “Amendment”) to the Annual Report on Form 10-K of Roper Industries, Inc. for the year ended December 31, 2013 that was filed with the Securities and Exchange Commission on February 21, 2014 (the “Original Filing”) is to update the exhibit list and provide as an exhibit the Company’s Amended and Restated Certificate of Incorporation, which was inadvertently omitted from the exhibits filed with the Original Filing. Other than correcting the exhibit list and providing the exhibit, this Amendment does not amend or otherwise update any other information in the Original Filing.

In accordance with Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Amendment also includes as exhibits the new certifications required by Section 302 of the Sarbanes-Oxley Act of 2002. Because no financial statements have been included in this Amendment and this Amendment does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4 and 5 of the certifications have been omitted.

PART IV

Item 15. Exhibits, Financial Statement Schedules

- (a)(1) Financial Statements. Our consolidated financial statements are set forth in Part II, Item 8 of the Original Filing.
- (2) Financial Statement Schedules. The financial statement schedule required to be filed in our Annual Report on Form 10-K is set forth in Schedule II—Consolidated Valuation and Qualifying Accounts to the Original Filing. All other schedules have been omitted as they are not required, not applicable or the information is otherwise included
- (b) Exhibits.

| Exhibit No. | Description of Exhibit   |
|-------------|--|
| (a)2.1      | Stock Purchase Agreement, dated as of July 28, 2012 among Sunquest Holdings, Inc., the selling shareholders named therein and Roper Industries, Inc. |
| 3.1         | Amended and Restated Certificate of Incorporation, filed herewith.   |
| (b)3.2      | Amended and Restated By-Laws.  |
| (c)4.2      | Indenture between Roper Industries, Inc. and SunTrust Bank, dated as of November 28, 2003.   |
| 4.3         | Form of Debt Securities (included in Exhibit 4.2).   |
| (d)4.4      | First Supplemental Indenture between Roper Industries, Inc. and SunTrust Bank, dated as of December 29, 2003.  |
| (e)4.5      | Second Supplemental Indenture between Roper Industries, Inc. and SunTrust Bank, dated as of December 7, 2004.  |
| (f)4.6      | Indenture between Roper Industries, Inc. and Wells Fargo Bank, dated as of August 4, 2008.   |
| (g)4.7      | Form of Note.  |
| (h)4.8      | Form of 2.05% Senior Notes due 2018.   |
| (i)4.9      | Form of 6.25% Senior Notes due 2019.   |
| (j)4.10     | Form of 1.850% Senior Notes due 2017.  |

- 4.11 Form of 3.125% Senior Notes due 2022 (included in Exhibit 4.10).
- (k)10.01 Form of Amended and Restated Indemnification Agreement. †
- (l)10.02 Employee Stock Purchase Plan, as amended and restated. †
- (m)10.03 2000 Stock Incentive Plan, as amended. †
- (n)10.04 Non-Qualified Retirement Plan, as amended. †
- (o)10.05 Brian D. Jellison Employment Agreement, dated as of December 29, 2008. †
- (p)10.06 Credit Agreement, dated as of July 27, 2012, among Roper Industries, Inc., as parent borrower, the foreign subsidiary borrowers of Roper Industries, Inc. from time to time parties thereto, the several lenders from time to time parties thereto, Bank of Tokyo-Mitsubishi UFJ Ltd., Barclays Bank PLC, Mizuho Corporate Bank, Ltd. and SunTrust Bank, as documentation agents, Wells Fargo Bank, N.A. and Bank of America Securities, N.A., as syndication agents, and JPMorgan Chase Bank, N.A., as administrative agent.
- (q)10.07 Form of Executive Officer Restricted Stock Award Agreement. †
- (q)10.08 Brian D. Jellison Restricted Stock Unit Award Agreement. †
- (r)10.09 Offer letter for John Humphrey, dated March 31, 2006. †
- (s)10.10 Amended and Restated 2006 Incentive Plan. †
- (t)10.11 Form of Restricted Stock Agreement for Non-Employee Directors. †
- (t)10.12 Form of Restricted Stock Agreement for Employees. †
- (t)10.13 Form of Incentive Stock Option Agreement. †
- (t)10.14 Form of Non-Statutory Stock Option Agreement. †
- (u)10.15 Director Compensation Plan, as amended. †

- (v)10.16 David B. Liner offer letter dated July 21, 2005. †
  - (v)10.17 Amendment to John Humphrey offer letter. †
  - (v)10.18 Amendment to David B. Liner offer letter. †
  - (w)21.1 List of Subsidiaries.
  - (w)23.1 Consent of Independent Registered Public Accounting Firm.
    - 31.1 Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer, filed herewith.
    - 31.2 Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer, filed herewith.
  - (w)32.1 Section 1350 Certification of Chief Executive and Chief Financial Officers.
  - (x)101.INS XBRL Instance Document.
  - (x)101.SCH XBRL Taxonomy Extension Schema Document.
  - (x)101.CAL XBRL Taxonomy Extension Calculation Linkbase Document.
  - (x)101.DEF XBRL Taxonomy Extension Definition Linkbase Document.
  - (x)101.LAB XBRL Taxonomy Extension Label Linkbase Document.
  - (x)101.PRE XBRL Taxonomy Extension Presentation Linkbase Document.
- 
- (a) Incorporated herein by reference to Exhibit 2.1 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed November 5, 2012 (file no. 1-12273).
  - (b) Incorporated herein by reference to Exhibit 3.1 to the Roper Industries, Inc. Current Report on Form 8-K filed April 24, 2012 (file no. 1-12273).
  - (c) Incorporated herein by reference to Exhibit 4.2 to the Roper Industries, Inc. Pre-Effective Amendment No. 1 to the Registration Statement on Form S-3 filed November 28, 2003 (file no. 333-110491).
  - (d) Incorporated herein by reference to Exhibit 4.1 to the Roper Industries, Inc. Current Report on Form 8-K filed January 13, 2004 (file no. 1-12273).
  - (e) Incorporated herein by reference to Exhibit 4.1 to the Roper Industries, Inc. Current Report on Form 8-K filed December 7, 2004 (file no. 1-12273).
  - (f) Incorporated herein by reference to Exhibit 4.2 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed on November 7, 2008 (file no. 1-12273).
  - (g) Incorporated herein by reference to Exhibit 4.2 to the Registration Statement on Form S-3 filed July 29, 2008 (file no. 333-152590).
  - (h) Incorporated herein by reference to Exhibit 4.1 to the Roper Industries, Inc. Current Report on Form 8-K filed June 6, 2013 (file no. 1-12273).
  - (i) Incorporated herein by reference to Exhibit 4.1 to the Roper Industries, Inc. Current Report on Form 8-K filed September 2, 2009 (file no. 1-12273).
  - (j) Incorporated herein by reference to Exhibit 4.1 to the Roper Industries, Inc. Current Report on Form 8-K filed November 21, 2012 (file no. 1-12273).
  - (k) Incorporated herein by reference to Exhibit 10.04 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed August 31, 1999 (file no. 1-12273).
  - (l) Incorporated herein by reference to Exhibit 10.1 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed November 5, 2010 (file no. 1-12273).
  - (m) Incorporated herein by reference to Exhibit 10.05 to the Roper Industries, Inc. Annual Report on Form 10-K filed March 2, 2009 (file no. 1-12273).
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- (q) Incorporated herein by reference to Exhibits 99.1 and 99.2 to the Roper Industries, Inc. Current Report on Form 8-K filed December 30, 2004 (file no. 1-12273).
- (r) Incorporated herein by reference to Exhibit 10.1 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed August 9, 2006 (file no. 1-12273).
- (s) Incorporated herein by reference to Appendix A to the Roper Industries, Inc. Definitive Proxy Statement on Schedule 14A filed April 30, 2012 (file no. 1-12273).
- (t) Incorporated herein by reference to Exhibits 10.2, 10.3, 10.4 and 10.5 to the Roper Industries, Inc. Current Report on Form 8-K filed December 6, 2006 (file no. 1-12273).
- (u) Incorporated herein by reference to Exhibit 10.01 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed May 7, 2009 (file no. 1-12273).
- (v) Incorporated herein by reference to Exhibits 10.20, 10.21 and 10.23 to the Roper Industries, Inc. Annual Report on Form 10-K filed March 2, 2009 (file no. 1-12273).
- (w) Incorporated herein by reference to Exhibits 21.1, 21.3 and 32.1 to the Roper Industries, Inc. Annual Report on Form 10-K filed February 21, 2014 (file no. 1-12273).
- (x) Furnished with the Roper Industries, Inc. Annual Report on Form 10-K filed February 21, 2014 (file no. 1-12273).

† Management contract or compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

ROPER INDUSTRIES, INC.

(Registrant)

By: /S/ DAVID B. LINER  
David B. Liner, Vice President, General Counsel and  
Secretary

April 28, 2014

EXHIBIT INDEX

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