

ROPER INDUSTRIES INC  
Form S-8 POS  
July 01, 2013

As filed with the Securities and Exchange Commission on July 1, 2013

**Registration No. 33-77770**

**Registration No. 33-78026**

**Registration No. 333-59130**

**Registration No. 333-73139**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**POST EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 33-77770**

**POST EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 33-78026**

**POST EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-59130**

**POST EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-73139**

**UNDER THE SECURITIES ACT OF 1933**

**ROPER INDUSTRIES, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**51-0263969**  
(I.R.S. Employer  
Identification Number)

**6901 Professional Pkwy, Suite 200**  
**Sarasota, FL 34240**  
**(941) 556-2601**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Roper Industries, Inc. 1991 Stock Option Plan**

**Roper Industries, Inc. 1993 Stock Option Plan for Nonemployee Directors**

(Full Title of the Plan)

**David B. Liner**

**Vice President, General Counsel and Secretary**

**Roper Industries, Inc.**

**6901 Professional Pkwy, Suite 200**

**Sarasota, FL 34240**

**(941) 556-2601**

(Name, address and telephone number, including area code, of agent for service)

Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company



**PART I**

**EXPLANATORY NOTE**

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment relates to the following registration statements of Roper Industries, Inc. (the Company ) on Form S-8 (collectively, the Registration Statements ):

(i) Registration Statement No. 33-77770, which was filed with the Securities and Exchange Commission ( SEC ) on April 14, 1994, registering shares of Company common stock issuable pursuant to the Roper Industries, Inc. 1993 Stock Option Plan for Nonemployee Directors (the 1993 Plan );

(ii) Registration Statement No. 33-78026, which was filed with the SEC on April 18, 1994, registering shares of Company common stock issuable pursuant to the Roper Industries, Inc. 1991 Stock Option Plan (the 1991 Plan );

(iii) Registration Statement No. 333-73139, which was filed with the SEC on March 1, 1999, registering additional shares of Company common stock issuable pursuant to the 1993 Plan; and

(iv) Registration Statement No. 333-59130, which was filed with the SEC on April 18, 2001, registering additional shares of Company common stock issuable pursuant to the 1991 Plan.

The 1991 Plan expired on December 17, 2001, and in December 2011, the 1993 Plan was replaced with Roper Industries, Inc. Director Compensation Plan and was thereafter terminated by the Company s Board of Directors. There are no outstanding awards under either the 1991 Plan or the 1993 Plan.

This Amendment is being filed for the sole purpose of terminating the Registration Statements and deregistering any unissued shares previously registered thereunder. The Company hereby removed from registration any and all unissued shares of Company common stock registered under the Registration Statements.

**SIGNATURES**

The Registrant. Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sarasota, State of Florida, on the 28th day of June, 2013.

**ROPER INDUSTRIES, INC.**

By: /s/ David B. Liner  
 Name: David B. Liner  
 Title: Vice President, General Counsel

and Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the following capacities on the 28th day of June, 2013.

| Signature  | Title   | Date          |
|--|---|---------------|
| /s/ Brian D. Jellison<br>Brian D. Jellison             | President, Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer) | June 28, 2013 |
| /s/ John Humphrey<br>John Humphrey                     | Executive Vice President and Chief Financial Officer (Principal Financial Officer)                      | June 28, 2013 |
| /s/ Paul J. Soni<br>Paul J. Soni                       | Vice President and Controller (Principal Accounting Officer)  | June 28, 2013 |
| /s/ David W. Devonshire<br>David W. Devonshire         | Director  | June 28, 2013 |
| /s/ John F. Fort III<br>John F. Fort III               | Director  | June 28, 2013 |
| /s/ Robert D. Johnson<br>Robert D. Johnson             | Director  | June 28, 2013 |
| /s/ Robert E. Knowling, Jr.<br>Robert E. Knowling, Jr. | Director  | June 28, 2013 |
| /s/ Wilbur J. Prezzano<br>Wilbur J. Prezzano           | Director  | June 28, 2013 |
| /s/ Richard F. Wallman                                 | Director  | June 28, 2013 |

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Richard F. Wallman

/s/ Christopher Wright

Director

June 28, 2013

Christopher Wright