

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

October 25, 2010

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED)

ROPER INDUSTRIES, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE

(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

(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

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

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 2.02. Results of Operations and Financial Condition.

On October 25, 2010, Roper Industries, Inc. (the "Company") issued a press release containing information about the Company's results of operations for the quarter ended September 30, 2010. A copy of the press release is furnished as Exhibit 99.1.

In the press release, the Company uses the non-GAAP financial measures EBITDA and Free Cash Flow. EBITDA is defined as net earnings plus (a) interest expense, (b) income taxes and (c) depreciation and amortization. The Company believes EBITDA is an important indicator of operational strength and performance of the Company's business because it provides a link between profitability and operating cash flow. EBITDA as calculated by the Company is not necessarily comparable to similarly titled measures reported by other companies. In addition, EBITDA: (a) does not represent net income or cash flows from operations as defined by GAAP; (b) is not necessarily indicative of cash available to fund the Company's cash flow needs; and (c) should not be considered as an alternative to net earnings, operating income, cash flows from operating activities or the Company's other financial information determined under GAAP. The Company believes that the line on the Company's consolidated statement of operations entitled net earnings is the most directly comparable GAAP measure to EBITDA. Free Cash Flow is defined as "Cash Provided by Operating Activities" ("Operating Cash Flow") as stated in our Consolidated Statements of Cash Flows, reduced by capital expenditures. We believe that Free Cash Flow is useful to investors as the basis for comparing our performance and coverage ratios with other companies in our industries, although our measure of Free Cash Flow may not be comparable to similar measures used by other companies.

Item 9.01. Financial Statements and Exhibits.

(a) *Financial Statements of Businesses Acquired.*

Not applicable.

(b) *Pro Forma Financial Information.*

Not applicable.

(c) *Shell Company Transactions.*

Not applicable

(d) *Exhibits.*

99.1 Press Release of the Company dated October 25, 2010.

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.

Roper Industries, Inc.
(Registrant)

BY: /s/ John Humphrey
John Humphrey,
Vice President and Chief Financial Officer

Date: October 25, 2010

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99.1 | Press Release of the Company dated October 25, 2010 |

Contact Information:

Investor Relations
941-556-2601
investor-relations@roperind.com



Roper Industries Announces Record Third Quarter Results

Net Earnings Increase 49%; Sales Increase 25%; Orders Increase 31%; Operating Cash Flow Increases 60%; Guidance Raised

Sarasota, Florida, October 25, 2010 ... Roper Industries, Inc. (NYSE: ROP) reported record results for its third quarter ended September 30, 2010.

Net earnings for the third quarter were \$84 million, a 49% increase over the third quarter of 2009, and diluted earnings per share (DEPS) were \$0.87 compared to \$0.61 in the prior year third quarter. Orders increased 31% to \$654 million and sales increased 25% to \$605 million, representing a 1.08 book-to-bill ratio. Operating Cash Flow was a record \$139 million.

Free cash flow represented 21.9% of sales and 158% of net earnings. Third quarter gross margin expanded 260 basis points to 53.2% and operating margin increased 230 basis points to 21.2%. EBITDA grew to \$163 million, or 27.0% of sales.

“Roper performed exceptionally well in the third quarter,” said Brian Jellison, Roper’s Chairman, President and CEO. “We achieved record levels in orders, sales, net earnings, DEPS, EBITDA and cash flow. Our continued growth in orders and backlog gives us confidence that we will finish 2010 with record performance and enter 2011 with significant momentum.”

Third quarter results include the acquisition of iTradeNetwork which was completed on July 27, 2010. “Our integration and international market development with iTradeNetwork is off to a good start, and we are excited about the growth prospects we see in all of our software businesses,” said Mr. Jellison. “We saw substantial order growth in our businesses, led by Medical & Imaging (+81%), Industrial Technology (+35%) and Energy Systems & Controls (+29%). Our backlog finished the third quarter at a record \$770 million, up 39% from the prior year.”

Fourth Quarter and Full Year Guidance

Roper is increasing its full year DEPS guidance to \$3.22-\$3.26 from \$3.05-\$3.15, and establishing fourth quarter DEPS guidance of \$0.96-\$1.00. The Company is increasing its guidance for operating cash flow to \$465-\$485 million from \$425-\$450 million. The Company’s guidance excludes future acquisitions and the first quarter impact of acquisition-related inventory charges.

Table 1:

| | Q3 Sales Growth | Q3 Orders Growth |
|-----------------------------|--------------------|---------------------|
| Organic Growth | 13.7% | 19.6% |
| Acquisitions / Divestitures | 11.9% | 12.6% |
| Foreign Exchange | (1.0%) | (1.1%) |
| Total Growth | 24.6% | 31.1% |

Table 2: Free Cash Flow (millions)

| | Q3 2010 |
|---|---------|
| Sales (A) | 605.1 |
| Net Earnings (B) | 84.3 |
| Operating Cash Flow | \$139.1 |
| Less: Capital Expenditures | (6.3) |
| Free Cash Flow (C) | \$132.8 |
| Free Cash Flow as % of Net Earnings (C)/(B) | 158% |
| Free Cash Flow as % of Q2 Revenue (C)/(A) | 22% |

Table 3: EBITDA (millions)

| | Q3 2010 |
|------------------------------------|---------|
| Net Earnings | \$84.3 |
| Add: Interest Expense | 17.1 |
| Add: Income Taxes | 29.5 |
| Add: Depreciation and Amortization | 32.2 |
| EBITDA | \$163.1 |

Conference Call to be Held at 8:30 AM (ET) Today

A conference call to discuss these results has been scheduled for 8:30 AM ET on Monday, October 25, 2010. The call can be accessed via webcast or by dialing +1 888-280-4443 (US/Canada) or +1 719-325-2106, using confirmation code 4932667. Webcast information and conference call materials will be made available in the Investors section of Roper's website (www.roperind.com) prior to the start of the call. Telephonic replays will be available for up to two weeks by calling +1 (719) 457-0820 and using the access code 4932667.

About Roper Industries

Roper Industries is a market-driven, diversified growth company and is a constituent of the S&P 500, Fortune 1000, and the Russell 1000 indices. Roper provides engineered products and solutions for global niche markets, including water, energy, radio frequency and research/medical applications. Additional information about Roper Industries is available on the Company's website at www.roperind.com.

The information provided in this press release contains forward looking statements within the meaning of the federal securities laws. These forward looking statements include, among others, statements regarding operating results, the success of our internal operating plans, and the prospects for newly acquired businesses to be integrated and contribute to future growth and profit expectations. Forward looking statements may be indicated by words or phrases such as "anticipate," "estimate," "plans," "expects," "projects," "should," "will," "believes" or "intends" and similar words and phrases. These statements reflect management's current beliefs and are not guarantees of future performance. They involve risks and uncertainties that could cause actual results to differ materially from those contained in any forward looking statement. Such risks and uncertainties include our ability to integrate our acquisitions and realize expected synergies. We also face other general risks, including our ability to realize cost savings from our operating initiatives, general economic conditions, unfavorable changes in foreign exchange rates, difficulties associated with exports, risks associated with our international operations, difficulties in making and integrating acquisitions, risks associated with newly acquired businesses, increased product liability and insurance costs, increased warranty exposure, future competition, changes in the supply of, or price for, parts and components, environmental compliance costs and liabilities, risks and cost associated with asbestos related litigation and potential write-offs of our substantial intangible assets, and risks associated with obtaining governmental approvals and maintaining regulatory compliance for new and existing products. Important risks may be discussed in current and subsequent filings with the SEC. You should not place undue reliance on any forward looking statements. These statements speak only as of the date they are made, and we undertake no obligation to update publicly any of them in light of new information or future events.

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Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets (unaudited)
(Amounts in thousands)

| | <u>September 30,</u> <u>2010</u> | <u>December 31,</u> <u>2009</u> |
|---|-------------------------------------|------------------------------------|
| ASSETS | | |
| CURRENT ASSETS: | | |
| Cash and cash equivalents | \$ 250,813 | \$ 167,708 |
| Accounts receivable | 378,323 | 381,658 |
| Inventories | 180,929 | 178,795 |
| Deferred taxes | 28,941 | 27,306 |
| Unbilled receivable | 76,928 | 57,153 |
| Other current assets | 41,708 | 58,125 |
| Total current assets | <u>957,642</u> | <u>870,745</u> |
| | | |
| PROPERTY, PLANT AND EQUIPMENT, NET | <u>105,878</u> | <u>109,493</u> |
| | | |
| OTHER ASSETS: | | |
| Goodwill | 2,727,249 | 2,388,432 |
| Other intangible assets, net | 1,128,435 | 868,900 |
| Deferred taxes | 60,828 | 33,123 |
| Other assets | 76,095 | 57,043 |
| Total other assets | <u>3,992,607</u> | <u>3,347,498</u> |
| | | |
| TOTAL ASSETS | <u>\$ 5,056,127</u> | <u>\$ 4,327,736</u> |
| | | |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| CURRENT LIABILITIES: | | |
| Accounts payable | \$ 134,316 | \$ 110,103 |
| Accrued liabilities | 269,309 | 253,441 |
| Income taxes payable | - | - |
| Deferred taxes | 9,933 | 1,671 |
| Current portion of long-term debt | 95,788 | 112,796 |
| Total current liabilities | <u>509,346</u> | <u>478,011</u> |
| | | |
| NONCURRENT LIABILITIES: | | |
| Long-term debt | 1,380,742 | 1,040,962 |
| Deferred taxes | 466,356 | 328,299 |
| Other liabilities | 63,308 | 58,974 |
| Total liabilities | <u>2,419,752</u> | <u>1,906,246</u> |
| | | |
| STOCKHOLDERS' EQUITY: | | |
| Common stock | 967 | 958 |
| Additional paid-in capital | 1,019,993 | 982,321 |
| Retained earnings | 1,583,997 | 1,395,586 |
| Accumulated other comprehensive earnings | 52,514 | 63,945 |
| Treasury stock | (21,096) | (21,320) |
| Total stockholders' equity | <u>2,636,375</u> | <u>2,421,490</u> |
| | | |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | <u>\$ 5,056,127</u> | <u>\$ 4,327,736</u> |

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Statements of Earnings (unaudited)
(Amounts in thousands, except per share data)

| | <u>Three months ended</u> <u>September 30,</u> | | <u>Nine months ended</u> <u>September 30,</u> | |
|---|---|------------------|--|-------------------|
| | <u>2010</u> | <u>2009</u> | <u>2010</u> | <u>2009</u> |
| Net sales | \$ 605,088 | \$ 485,676 | \$ 1,706,633 | \$ 1,496,030 |
| Cost of sales | <u>283,339</u> | <u>240,156</u> | <u>803,372</u> | <u>744,304</u> |
| Gross profit | 321,749 | 245,520 | 903,261 | 751,726 |
| Selling, general and administrative expenses | <u>193,516</u> | <u>153,648</u> | <u>555,125</u> | <u>477,098</u> |
| Income from operations | 128,233 | 91,872 | 348,136 | 274,628 |
| Interest expense | 17,134 | 14,437 | 49,608 | 41,708 |
| Other income | <u>2,631</u> | <u>105</u> | <u>1,421</u> | <u>2,917</u> |
| Earnings from continuing operations before income taxes | 113,730 | 77,540 | 299,949 | 235,837 |
| Income taxes | <u>29,467</u> | <u>21,130</u> | <u>84,680</u> | <u>68,280</u> |
| Net Earnings | <u>\$ 84,263</u> | <u>\$ 56,410</u> | <u>\$ 215,269</u> | <u>\$ 167,557</u> |
| Earnings per share: | | | | |
| Basic | \$ 0.89 | \$ 0.62 | \$ 2.29 | \$ 1.85 |
| Diluted | \$ 0.87 | \$ 0.61 | \$ 2.23 | \$ 1.81 |
| Weighted average common and common equivalent shares outstanding: | | | | |
| Basic | 94,312 | 90,877 | 94,046 | 90,526 |
| Diluted | <u>96,671</u> | <u>92,908</u> | <u>96,374</u> | <u>92,635</u> |

Roper Industries, Inc. and Subsidiaries
Selected Segment Financial Data (unaudited)
(Amounts in thousands and percents of net sales)

| | Three months ended September 30, | | | | Nine months ended September 30, | | | |
|---|---|--------------|-------------------|--------------|--|--------------|---------------------|--------------|
| | 2010 | | 2009 | | 2010 | | 2009 | |
| | Amount | % | Amount | % | Amount | % | Amount | % |
| Net sales: | | | | | | | | |
| Industrial Technology | \$ 161,205 | | \$ 130,538 | | \$ 442,007 | | \$ 397,730 | |
| Energy Systems & Controls | 123,458 | | 102,988 | | 348,523 | | 314,997 | |
| Scientific & Industrial Imaging | 134,434 | | 78,934 | | 393,192 | | 238,914 | |
| RF Technology | 185,991 | | 173,216 | | 522,911 | | 544,389 | |
| Total | <u>\$ 605,088</u> | | <u>\$ 485,676</u> | | <u>\$ 1,706,633</u> | | <u>\$ 1,496,030</u> | |
| Gross profit: | | | | | | | | |
| Industrial Technology | \$ 82,383 | 51.1% | \$ 62,060 | 47.5% | \$ 223,825 | 50.6% | \$ 190,501 | 47.9% |
| Energy Systems & Controls | 65,590 | 53.1% | 52,464 | 50.9% | 183,884 | 52.8% | 164,123 | 52.1% |
| Scientific & Industrial Imaging | 82,610 | 61.5% | 44,169 | 56.0% | 238,427 | 60.6% | 132,385 | 55.4% |
| RF Technology | 91,166 | 49.0% | 86,827 | 50.1% | 257,125 | 49.2% | 264,717 | 48.6% |
| Total | <u>\$ 321,749</u> | <u>53.2%</u> | <u>\$ 245,520</u> | <u>50.6%</u> | <u>\$ 903,261</u> | <u>52.9%</u> | <u>\$ 751,726</u> | <u>50.2%</u> |
| Operating profit*: | | | | | | | | |
| Industrial Technology | \$ 44,954 | 27.9% | \$ 30,547 | 23.4% | \$ 115,462 | 26.1% | \$ 91,614 | 23.0% |
| Energy Systems & Controls | 28,611 | 23.2% | 19,214 | 18.7% | 76,606 | 22.0% | 59,926 | 19.0% |
| Scientific & Industrial Imaging | 31,193 | 23.2% | 14,818 | 18.8% | 88,323 | 22.5% | 43,300 | 18.1% |
| RF Technology | 37,155 | 20.0% | 38,918 | 22.5% | 104,060 | 19.9% | 115,724 | 21.3% |
| Total | <u>\$ 141,913</u> | <u>23.5%</u> | <u>\$ 103,497</u> | <u>21.3%</u> | <u>\$ 384,451</u> | <u>22.5%</u> | <u>\$ 310,564</u> | <u>20.8%</u> |
| Operating profit excluding restructuring*: | | | | | | | | |
| Industrial Technology | \$ 44,954 | 27.9% | \$ 31,494 | 24.1% | \$ 115,462 | 26.1% | \$ 95,931 | 24.1% |
| Energy Systems & Controls | 28,611 | 23.2% | 20,503 | 19.9% | 76,606 | 22.0% | 63,739 | 20.2% |
| Scientific & Industrial Imaging | 31,193 | 23.2% | 15,195 | 19.3% | 88,323 | 22.5% | 44,797 | 18.8% |
| RF Technology | 37,155 | 20.0% | 38,976 | 22.5% | 104,060 | 19.9% | 116,542 | 21.4% |
| Total | <u>\$ 141,913</u> | <u>23.5%</u> | <u>\$ 106,168</u> | <u>21.9%</u> | <u>\$ 384,451</u> | <u>22.5%</u> | <u>\$ 321,009</u> | <u>21.5%</u> |
| Net Orders: | | | | | | | | |
| Industrial Technology | \$ 169,887 | | \$ 125,776 | | \$ 488,665 | | \$ 391,049 | |
| Energy Systems & Controls | 135,224 | | 104,593 | | 377,484 | | 298,551 | |
| Scientific & Industrial Imaging | 152,499 | | 84,329 | | 418,874 | | 235,433 | |
| RF Technology | 196,265 | | 184,243 | | 555,427 | | 534,251 | |
| Total | <u>\$ 653,875</u> | | <u>\$ 498,941</u> | | <u>\$ 1,840,450</u> | | <u>\$ 1,459,284</u> | |

* Operating profit is before unallocated corporate general and administrative expenses. These expenses were \$13,680 and \$11,625 for the three months ended September 30, 2010 and 2009, respectively and \$36,315 and \$35,936 for the nine months ended September 30, 2010 and 2009, respectively.

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows (unaudited)
(Amounts in thousands)

| | Nine months ended | |
|--|--------------------------|-------------------|
| | September 30, | |
| | 2010 | 2009 |
| Net earnings | \$ 215,269 | \$ 167,557 |
| Non-cash items: | | |
| Depreciation | 27,271 | 25,828 |
| Amortization | 61,430 | 51,280 |
| Stock-based compensation expense | 19,384 | 20,821 |
| Income taxes | 10,943 | (24,146) |
| Changes in assets and liabilities: | | |
| Receivables | (13,118) | 53,303 |
| Inventory | (7,277) | 14,496 |
| Accounts payable | 22,549 | (22,354) |
| Accrued liabilities | 10,561 | (42,375) |
| Other, net | (2,594) | 3,439 |
| Cash provided by operating activities | <u>344,418</u> | <u>247,849</u> |
| Business acquisitions, net of cash acquired | (536,413) | (1,248) |
| Capital expenditures | (20,391) | (18,708) |
| Other, net | 1,815 | 6,983 |
| Cash used by investing activities | <u>(554,989)</u> | <u>(12,973)</u> |
| Principal debt borrowings | - | 500,000 |
| Principal debt payments | (20,123) | (466,186) |
| Revolver borrowings (payments), net | 318,000 | (179,000) |
| Debt issuance costs | - | (4,310) |
| Dividends | (26,722) | (22,343) |
| Excess tax benefit from share-based payment | 4,287 | 1,055 |
| Proceeds from exercise of stock options | 16,955 | 4,845 |
| Other, net | 922 | (604) |
| Cash provided/(used) by financing activities | <u>293,319</u> | <u>(166,543)</u> |
| Effect of exchange rate changes on cash | 357 | 9,622 |
| Net increase in cash and equivalents | 83,105 | 77,955 |
| Cash and equivalents, beginning of period | <u>167,708</u> | <u>178,069</u> |
| Cash and equivalents, end of period | <u>\$ 250,813</u> | <u>\$ 256,024</u> |