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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ROPER TECHNOLOGIES, 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.)

6496 University Parkway, Sarasota, Florida
(Address of Principal Executive Offices)

34240
(Zip Code)

Roper Technologies, Inc. 2021 Incentive Plan
(Full title of the plan)

John K. Stipancich
Executive Vice President, General Counsel and Corporate Secretary
Roper Technologies, Inc.
6496 University Parkway
Sarasota, Florida 34240
(941) 556-2601

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by Roper Technologies, Inc., a Delaware corporation (the “Company”), to register under the Securities Act of 1933, as amended (the “Securities Act”), an additional 14,150,000 shares (the “Additional 2026 Shares”) of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), that may be issued or transferred pursuant to the Roper Technologies, Inc. 2021 Incentive Plan, as amended through May 19, 2026.

The Additional 2026 Shares are an incremental increase to the shares of Common Stock previously registered for issuance or transfer under the Roper Technologies, Inc. 2021 Incentive Plan pursuant to the Company’s Registration Statement on Form S-8 (SEC File No. 333-257062), filed with the United States Securities and Exchange Commission (the “SEC”) on June 14, 2021 (the “Prior Registration Statement”). This Registration Statement relates to securities of the same class as that to which the Prior Registration Statement relates, and is submitted in accordance with General Instruction E to Form S-8 regarding registration of additional securities. Pursuant to such instruction, the contents of the Prior Registration Statement are incorporated by reference and made part of this Registration Statement, except to the extent modified, superseded, or amended by the information set forth herein.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Company (SEC File No. 001-12273) with the SEC pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference:

- a) The Company’s Annual Report on [Form 10-K](#) for the year ended December 31, 2025 filed with the SEC on February 24, 2026;
- b) The Company’s Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2026 filed with the SEC on May 1, 2026;
- c) The Company’s Current Reports on Form 8-K filed with the SEC on [April 1, 2026](#) and [May 19, 2026](#); and
- d) The description of the Common Stock contained in [Exhibit 4.15](#) to the Company’s Annual Report on Form 10-K for the year ended December 31, 2024 filed with the SEC on February 24, 2025, as amended by any subsequent amendments or reports filed for the purpose of updating such description.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing such documents. The Company will not, however, incorporate by reference any documents or portions thereof that are not deemed “filed” with the SEC, including any information furnished pursuant to Item 2.02 or Item 7.01 of the Company’s Current Reports on Form 8-K (including the related exhibits under Item 9.01) unless, and except to the extent, specified in such report.

Any statement contained herein, or in a document incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document that also is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 6. Indemnification of Directors and Officers.

As permitted by Section 102(b)(7) of the Delaware General Corporation Law (the “DGCL”), the Company’s amended and restated certificate of incorporation (the “Certificate of Incorporation”) includes a provision that eliminates the personal liability of each of the Company’s directors and officers (as such term is defined in Section 102(b)(7) of the DGCL as the same exists or hereafter may be amended) for monetary damages for breach of such director’s or officer’s fiduciary duty as a director or an officer, except for liability:

(i) for any breach of the director's or officer's duty of loyalty to the Company or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (iii) with respect to directors, under Section 174 of the DGCL; (iv) for any transaction from which the director or officer derived an improper personal benefit; or (v) with respect to officers, in any action by or in the right of the Company. The directors' and officers' liability will be further limited to the extent permitted by any future amendments to the DGCL authorizing the further limitation or elimination of the liability of directors or officers.

In addition, as permitted by Section 145 of the DGCL, the Company's amended and restated by-laws (the "By-laws") provide that: (i) the Company is required to indemnify its directors and officers to the fullest extent permitted by Delaware law, including those circumstances in which indemnification would otherwise be discretionary; (ii) the Company is required to advance expenses, as incurred, to such directors and officers in connection with defending a proceeding (except that it is not required to advance expenses to a person against whom we bring a claim for breach of the duty of loyalty, failure to act in good faith, intentional misconduct, knowing violation of the law or deriving an improper personal benefit); and (iii) the rights conferred in the Company's By-laws are not exclusive and the Company is authorized to enter into indemnification agreements with such directors, officers and employees.

The Company has entered into indemnification agreements with its directors and a number of its officers containing provisions which provide for the indemnification of such director or officer, as applicable, to the fullest extent permitted by Delaware law.

The indemnification provisions in the By-laws, and any indemnification agreements entered into between the Company and its directors or officers, may be sufficiently broad to permit indemnification of our directors and officers for liabilities arising under the Securities Act.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
4.1	<u>Amended and Restated Certificate of Incorporation effective as of June 13, 2023 (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed June 14, 2023 (file no. 1-12273)).</u>
4.2	<u>Amended and Restated By-Laws (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed November 7, 2024 (file no. 1-12273)).</u>
4.3	<u>Description of Registrant's Securities Registered Pursuant to Section 12 of the Exchange Act (incorporated herein by reference to Exhibit 4.15 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2024 filed February 24, 2025 (file no. 1-12273)).</u>
4.4	<u>Roper Technologies, Inc. 2021 Incentive Plan, as amended through May 19, 2026 (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed May 19, 2026 (file no. 1-12273)).</u>
*5.1	<u>Opinion of John K. Stipancich.</u>
*23.1	<u>Consent of PricewaterhouseCoopers LLP.</u>
*23.2	<u>Consent of John K. Stipancich, which is included as part of Exhibit 5.1.</u>
*24	<u>Power of Attorney, included on the signatures page of this Registration Statement on Form S-8.</u>
*107	<u>Filing Fee Table</u>

* Filed herewith

Item 9. Undertakings.

- (a) The undersigned Company hereby undertakes:
- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Filing Fee Tables" or "Calculation of Registration Fee" table, as applicable, in the effective Registration Statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Company pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.
 - (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Company hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company 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 this 19th day of May, 2026.

ROPER TECHNOLOGIES, INC.
(Registrant)

By: /s/ John K. Stipancich
Name: John K. Stipancich
Title: Executive Vice President, General Counsel and
Corporate Secretary

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints L. Neil Hunn, Jason P. Conley and John K. Stipancich, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, supplements and exhibits) to this Registration Statement and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the SEC, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or their or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ L. Neil Hunn</u> L. Neil Hunn	President and Chief Executive Officer and Director (Principal Executive Officer)	May 19, 2026
<u>/s/ Jason P. Conley</u> Jason P. Conley	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 19, 2026
<u>/s/ Brandon Cross</u> Brandon Cross	Vice President and Chief Accounting Officer (Principal Accounting Officer)	May 19, 2026
<u>/s/ Amy Woods Brinkley</u> Amy Woods Brinkley	Chair of the Board of Directors	May 19, 2026
<u>/s/ Shellye L. Archambeau</u> Shellye L. Archambeau	Director	May 19, 2026
<u>/s/ Irene M. Esteves</u> Irene M. Esteves	Director	May 19, 2026
<u>/s/ Robert D. Johnson</u> Robert D. Johnson	Director	May 19, 2026
<u>/s/ Thomas P. Joyce, Jr.</u> Thomas P. Joyce, Jr.	Director	May 19, 2026

/s/ John F. Murphy
John F. Murphy

/s/ Laura G. Thatcher
Laura G. Thatcher

/s/ Richard F. Wallman
Richard F. Wallman

Director

May 19, 2026

Director

May 19, 2026

Director

May 19, 2026

May 19, 2026

Roper Technologies, Inc.
6496 University Parkway
Sarasota, Florida 34240

**Re: Registration Statement on Form S-8
Roper Technologies, Inc. 2021 Incentive Plan**

Ladies and Gentlemen:

I am acting as your counsel in connection with the Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), registering an additional 14,150,000 shares of common stock, \$0.01 par value (the "Shares"), of Roper Technologies, Inc., a Delaware corporation (the "Company"), which may be issued pursuant to the terms of the Company's 2021 Incentive Plan, as amended through May 19, 2026 (the "Plan").

I am Executive Vice President, General Counsel and Corporate Secretary of the Company and have acted in connection with the preparation of the Registration Statement. I have been requested to furnish an opinion to be included as Exhibit 5.1 to the Registration Statement. In conjunction with the furnishing of this opinion, I or other professionals on my staff who report to me have examined and are familiar with originals or copies, certified or otherwise identified to my satisfaction, of such documents or corporate records, and have made such investigation of matters of fact and law, as I have deemed necessary or advisable to render this opinion. This opinion is subject to the following qualifications, which are in addition to any other qualifications contained herein:

- A. I have assumed without verification the genuineness of all signatures on all documents, the authority of the parties (other than the Company) executing such documents, the authenticity of all documents submitted to me as originals, and the conformity to original documents of all documents submitted to me as copies.
- B. I express no opinion as to the effect or application of any laws or regulations other than the Delaware General Corporation Law as in effect on this date and current federal law.
- C. The opinions set forth herein are based on existing laws, ordinances, rules, regulations, and judicial and administrative decisions as they presently have been interpreted, and I assume no obligation to revise or supplement the opinion rendered in this letter if present laws or the interpretation thereof are changed in respect of any circumstances or events subsequent to the date hereof.

Based on and subject to the foregoing, I am of the opinion that the Plan has been duly authorized by appropriate corporate action and the Shares, when issued pursuant to further action by the Board of Directors of the Company or an appropriate committee thereof and in accordance with the provisions of the Plan, will be validly issued, fully paid and nonassessable, assuming that the exercise price of stock options is not less than par value and that prior to awarding shares of restricted stock there is a determination by the Company's Board of Directors or an appropriate committee thereof that the Company has received consideration having a value not less than the par value of the shares awarded.

This letter is given for the sole benefit of the Company and does not address any matters other than those expressly addressed herein. No one else is entitled to rely hereupon. This letter speaks only as of the date hereof. I undertake no responsibility to update or supplement it after such date.

I hereby consent to the filing of this opinion as Exhibit 5.1 to the Company's Registration Statement on Form S-8. In giving such consent, I do not thereby admit that I am included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ John K. Stipancich

John K. Stipancich

Executive Vice President, General Counsel and Corporate Secretary

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Roper Technologies, Inc. of our report dated February 24, 2026 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Roper Technologies, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ PricewaterhouseCoopers LLP
Tampa, Florida
May 19, 2026

