Roper
TECHNOLOGIES

January 2, 2025

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: Roper Technologies, Inc. – 2025 Annual Meeting of Stockholders Omission of Stockholder Proposal Submitted by John Chevedden
Securities Exchange Act of 1934 – Rule 14a-8

Ladies and Gentlemen:

Roper Technologies, Inc. (the "Company" or "Roper"), is submitting this letter pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Company received a stockholder proposal and related correspondence attached as *Exhibit A* hereto (the "Proposal") submitted by John Chevedden (the "Proponent") for inclusion in the Company's form of proxy, proxy statement and other proxy materials (together, the "Proxy Materials") for the Company's 2025 annual meeting of stockholders (the "2025 Annual Meeting"). In reliance on Rule 14a-8 under the Exchange Act, the Company intends to omit the Proposal from the Proxy Materials. We respectfully request the concurrence of the Staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "SEC") that no enforcement action will be recommended if the Company omits the Proposal from the Proxy Materials.

Pursuant to Rule 14a-8(j) and Staff Legal Bulletin No. 14D (November 7, 2008) ("SLB 14D"), the Company is submitting electronically to the Staff this letter and related exhibits. Also, in accordance with Rule 14a-8(j), a copy of this letter and related exhibits is being simultaneously provided by email on this date to the Proponent informing him of the Company's intention to exclude the Proposal from the Proxy Materials. The Company agrees to promptly forward to the Proponent any Staff response to the Company's no-action request that the Staff transmits to the Company by mail or email. Rule 14a-8(k) and SLB 14D provide that a stockholder proponent is required to send to the Company a copy of any correspondence which the proponent elects to submit to the SEC or the Staff. Accordingly, the Company hereby informs the Proponent that the undersigned is entitled on behalf of the Company to receive from the Proponent a concurrent copy of any additional correspondence submitted to the SEC or the Staff relating to the Proposal.

The Company advises that it currently intends to begin distribution of its definitive proxy materials on or after April 25, 2025. Accordingly, pursuant to Rule 14a-8(j), this letter is being submitted not less than 80 days before the Company currently intends to file its definitive proxy materials with the SEC.

THE PROPOSAL

The Proposal, including the supporting statement, dated December 10, 2024, was received by the Company on December 10, 2024, and reads in its entirety as follows:

Proposal 4 – Support for Special Shareholder Meeting Improvement

Shareholders ask our Board of Directors to take the steps necessary to amend the appropriate company governing documents to give the owners of a combined 10% of our outstanding common stock the power to call a special shareholder meeting or the owners of the lowest percentage of shareholders, as governed by state law, the power to call a special shareholder meeting. Such a meeting can be an online meeting.

Roper Technologies (ROP) stock has been going up. To guard against the ROP Board of Directors becoming complacent shareholders need the ability to call a special shareholder meeting to help the Board adopt new strategies if the need arises.

A shareholder right to call for a special shareholder meeting, as called for in this proposal, can help make shareholder engagement meaningful. A shareholder right to call for a special shareholder meeting will help ensure that the ROP Board and management engages with shareholders in good faith because shareholders will have a viable Plan B by calling for a special shareholder meeting.

With the widespread use of online shareholder meetings it is much easier for management to conduct a special shareholder meeting for important issues and the ROP bylaws thus need to be updated accordingly.

This proposal topic, as a shareholder proposal, received between 51% and 72% support each in 2024 at Jabil, Warner Brothers Discovery, ANSYS, Vertex Pharmaceuticals and DexCom.

Please vote yes:

Support for Special Shareholder Meeting Improvement – Proposal 4

BASIS FOR EXCLUSION

We hereby request that the Staff concur in our view that the Proposal may be excluded from the Proxy Materials because the Proponent has failed to provide the requisite proof of continuous stock ownership required by Rules 14a8(b)(1)(i), 14a-8(b)(2) and 14a-8(f)(1) of the Exchange Act in response to the Company's proper request for that information.

BACKGROUND

On December 10, 2024, the Company received a letter from the Proponent via email, dated December 10, 2024 (the "Proposal Letter"), requesting inclusion of the Proposal in the Proxy Materials. The Proposal requests that the Company amend its governing documents "to give the owners of a combined 10% of our outstanding common stock the power to call a special shareholder meeting. . . ."

The Proponent requested that the Company acknowledge the receipt of the Proposal "in an email message" to an email address specified by the Proponent. The Company provided acknowledgement of the receipt of the Proposal on December 10, 2024. A copy of the Company's acknowledgment email is attached hereto as *Exhibit B*. In addition, after reviewing its records, the Company was not able to ascertain whether the Proponent satisfied the ownership requirements of Rule 14a-8(b) permitting him to submit the Proposal for inclusion in the Proxy Materials. Consequently, and because the Proposal Letter also did not include evidence demonstrating satisfaction of the ownership requirements of Rule 14a-8(b), attached to the acknowledgement email, the Company provided the Proponent a notice of deficiency dated December 10, 2024, a copy of which is attached hereto as *Exhibit C* (the "Deficiency Notice"), identifying this procedural defect and explaining how the Proponent could cure it. The Company delivered the Deficiency Notice to the Proponent within fourteen (14) calendar days of receiving the Proposal Letter and advised the Proponent that in order to preserve his eligibility, if any, to have the Proposal included in the Proxy Materials, his response was required to be emailed or postmarked no later than 14 days from the date the Proponent received the Deficiency Notice. Also on December 10, 2024, the Proponent responded to the acknowledgement email and Deficiency Notice via email stating "I intend to continue holding the same required amount of Company shares through the date of the Company's next Annual Meeting of Stockholders as is or will be documented in my ownership proof." The Proponent's email response is attached hereto as *Exhibit D*. To date, the Proponent has not provided adequate proof that he satisfies any of the ownership requirements set forth in Rule 14a-8(b).

ANALYSIS

The Proposal May Be Excluded Under Rules 14a-8(b)(1)(i), 14a-8(b)(2) and 14a- 8(f)(1) for Failure to Establish the Requisite Eligibility to Submit the Proposal

Rule 14a-8(b)(1)(i) provides, in part, that to be eligible to submit a proposal for an annual or special meeting, a stockholder proponent must satisfy one of the ownership requirements by continuously having held either: at least (A) $2,000 in market value of the Company's securities entitled to vote on the proposal for at least three years; (B) $15,000 in market value of the Company's securities entitled to vote on the proposal for at least two years; or (C) $25,000 in market value of the Company's shares entitled to vote on the proposal for at least one year (collectively, the "Ownership Requirement"). Rule 14a-8(f) provides that a company may exclude a

stockholder proposal if the proponent fails to provide evidence of eligibility under Rule 14a-8, including the Ownership Requirement of Rule 14a-8(b).

Here, the Deficiency Notice (i) informed the Proponent that based on the Company's review of its records and the Proposal Letter, it could not determine whether the Proponent held the requisite amount of Roper securities for the requisite amount of time to satisfy the Ownership Requirement of Rule 14a-8(b) (the "Ownership Deficiency") and (ii) explained how the Proponent could cure the Ownership Deficiency. To date, the Proponent has failed to provide any evidence to support that he has satisfied the Ownership Requirement.

Accordingly, we ask that the Staff concur that the Company may exclude the Proposal pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1) under the Exchange Act. *See, e.g., The Home Depot, Inc.* (Mar. 9, 2023) ("There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(f) because the Proponent did not comply with Rule 14a-8(b)(1)(i). As required by Rule 14a-8(f), the Company notified the Proponent of the problem, and the Proponent failed to adequately correct it."); *CNA Financial Corp.* (Feb. 20, 2024) (same); *Exxon Mobil Corp.* (Feb. 13, 2017) (concurring with the exclusion of a stockholder proposal under Rule 14a-8(b) and Rule 14a-8(f) and noting that "the proponent appears to have failed to supply, within 14 days of receipt of ExxonMobil's request, documentary support sufficiently evidencing that she satisfied the minimum ownership requirement for the one-year period required by rule 14a-8(b)"); *Amazon.com, Inc.* (Mar. 29, 2011) (same).

CONCLUSION

For the foregoing reasons we believe that the Proposal may be omitted from the Proxy Materials and respectfully request that the Staff confirm that it will not recommend any enforcement action if the Proposal is excluded.

I would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. If I can be of any further assistance in this matter, please do not hesitate to contact me at mpeterson@ropertech.com or (941) 556-2651.

Sincerely,

Michael Peterson

Michael R. Peterson
Chief Sustainability Officer, Securities Counsel and
Assistant General Counsel

Cc: John Chevedden

EXHIBIT A

JOHN CHEVEDDEN

[redacted] [redacted]

Mr. John K. Stipancich
Roper Technologies, Inc. (ROP)
6901 Professional Parkway
Suite 200
Sarasota, FL 34240
PH: 941 556 2601

Dear Mr. Stipancich,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

This Rule 14a-8 proposal is intended as a low-cost method to improve company performance – especially compared to the substantial capitalization of our company.

This proposal is for the next annual shareholder meeting.

I intend to continue to hold the required amount of Company shares through the date of the Company's next Annual Meeting of Stockholders and beyond as is or will be documented in my ownership proof.

This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

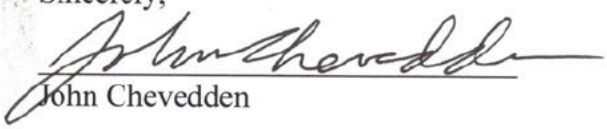
Please assign the proper sequential proposal number in each appropriate place.

Please use the title of the proposal in bold in all references to the proposal in the proxy including the table of contents, like Board of Directors proposals, and on the ballot. If there is objection to the title please negotiate or seek no action relief as a last resort.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message to [redacted]
it may very well save you from formally requesting a broker letter from me.

Please confirm that this proposal was sent to the correct email address for rule 14a-8 proposals. Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested."
I so request.

Sincerely,



John Chevedden

December 10, 2024
Date

cc: Mike Peterson <mpeterson@ropertech.com>
<investor-relations@ropertech.com>

[ROP – Rule 14a-8 Proposal, December 10, 2024]
[This line and any line above it is not for publication.]

Proposal 4 – Support for Special Shareholder Meeting Improvement

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This proposal topic, as a shareholder proposal, received between 51% and 72% support each in 2024 at Jabil, Warner Brothers Discovery, ANSYS, Vertex Pharmaceuticals and DexCom.

Please vote yes:

Support for Special Shareholder Meeting Improvement – Proposal 4

[The line above – *Is* for publication. Please assign the correct proposal number in the 2 places.]

Notes:
"Proposal 4" stands in for the final proposal number that management will assign.
The proposal number and title at the top of proposal is the number and title intended for publication in the proxy and on the ballot – word for word with no added words or mixture of shareholder words with management words.

It is critically important that the proponent have control of the ballot title with no words added or subtracted from the title because the title of the proposal may be the only words a voting shareholder sees. If management disagrees then it has the option of negotiating now or asking for no action relief.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(I)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT.
Please arrange in advance in a separate email message regarding a meeting if needed.

The proponent intends to continue holding the same required amount of Company shares through the date of the Company's 2025 Annual Meeting of Stockholders as is or will be documented in his ownership proof.

Please acknowledge this proposal promptly by email [redacted]

The color version of the below graphic is to be published immediately after the bold title line of the proposal at the top of the proposal and be center justified with the title.

EXHIBIT B

From:	Mike Peterson
To:	John Chevedden
Subject:	Roper Technologies
Date:	Tuesday, December 10, 2024 5:22:00 PM
Attachments:	Chevedden Deficiency Notice 12-10-24.docx.pdf image001.png

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Mr. Chevedden, we are in receipt of your shareholder proposal dated December 10, 2024. Please see the attached letter regarding the proposal and the need to provide additional information.

Please acknowledge receipt of this letter.

Thank you,

Michael R. Peterson
Chief Sustainability Officer and Securities Counsel, Assistant General Counsel
Roper Technologies, Inc. (Nasdaq: ROP)
6496 University Parkway, Sarasota, FL 34240
Tel: 941-556-2651 | **Mobile**: 941-210-9928 | **Email:** mpeterson@ropertech.com

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EXHIBIT C

Roper
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December 10, 2024

VIA ELECTRONIC MAIL
Mr. John Chevedden
[redacted]

Dear Mr. Chevedden:

I am writing on behalf of Roper Technologies, Inc. (the "***Company***"). On December 10, 2024 (the "***Submission Date***"), the Company received by email from you a letter, dated December 10, 2024, regarding a stockholder proposal submitted by you pursuant to Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the "***Exchange Act***"), for inclusion in the proxy statement for the Company's 2025 Annual Meeting of Stockholders (the "***Proposal***").

The Proposal contains certain procedural deficiencies, as set forth below, which the rules and regulations of the Securities and Exchange Commission ("***SEC***") require us to bring to your attention. Unless these deficiencies can be remedied in the appropriate timeframe required under applicable SEC rules as described below, the Company will be entitled to exclude the Proposal from its proxy materials for the Company's 2025 Annual Meeting of Stockholders.

Proof of Ownership under Rule 14a-8(b)

Rule 14a-8(b) of the Exchange Act provides that stockholder proponents must submit sufficient proof of their continuous ownership of:

- at least $2,000 in market value of the Company's securities entitled to vote on the Proposal for at least three years preceding and including the Submission Date; or
- at least $15,000 in market value of the Company's securities entitled to vote on the Proposal for at least two years preceding and including the Submission Date; or
- at least $25,000 in market value of the Company's securities entitled to vote on the Proposal for at least one year preceding and including the Submission Date (each, an "***Ownership Requirement***," and, collectively, the "***Ownership Requirements***").

The Company's stock records do not indicate that you are a record owner of sufficient shares of the Company's common stock (the "***Shares***") to satisfy any of the Ownership Requirements. In addition, to date, we have not received adequate proof that you have satisfied any of the Ownership Requirements as of the Submission Date.

To remedy this defect, you must submit sufficient proof that you have satisfied at least one of the Ownership Requirements. As explained in Rule 14a-8(b) and in SEC staff guidance, sufficient proof must be in the form of:

(1) a written statement from the "record" holder of your Shares (usually a broker or bank) verifying that, at the time you submitted the Proposal (the Submission Date), you continuously held the requisite amount of Shares to satisfy at least one of the Ownership Requirements; or

(2) if you have filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4, and/or Form 5, or amendments to those documents or updated forms demonstrating that you met at least one of the Ownership Requirements, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that you continuously held the requisite amount of Shares to satisfy at least one of the Ownership Requirements.

If you intend to demonstrate your ownership by submitting a written statement from the "record" holder of your Shares as set forth in (1) above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("***DTC***"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.), or an affiliate thereof. Under SEC Staff Legal Bulletin Nos. 14F and 14G, only DTC participants, or affiliates of DTC participants, are viewed as record holders of securities. You can confirm whether your broker or bank is a DTC participant or an affiliate of a DTC participant by asking your broker or bank or, in the case of DTC participants, by checking DTC's participant list, which is available at *https://www.dtcc.com/client-center/dtc-directories*. In these situations, stockholders need to obtain proof of ownership from the DTC participant or an affiliate of a DTC participant through which the securities are held, as follows:

(1) If the broker or bank is a DTC participant or an affiliate of a DTC participant, then you need to submit a written statement from the broker or bank verifying that you continuously held the requisite amount of Shares to satisfy at least one of the Ownership Requirements.

(2) If the broker or bank is not a DTC participant or an affiliate of a DTC participant, then you need to submit proof of ownership from the DTC participant or affiliate of a DTC participant through which the Shares are held verifying that you continuously held the requisite amount of Shares to satisfy at least one of the Ownership Requirements. If your broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant or affiliate of a DTC participant through your account statements, because the clearing broker identified on the account statements generally will be a DTC participant or an affiliate of a DTC participant. If the DTC participant or affiliate of a DTC participant that holds your Shares is not able to confirm your individual holdings but is able to confirm the holdings of your broker or bank, then you need to satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that you continuously held the requisite amount of Shares to satisfy at least one of the Ownership Requirements: (i) one

from your broker or bank confirming your ownership; and (ii) the other from the DTC participant or affiliate of a DTC participant confirming the broker or bank's ownership.

As discussed above, under Rule 14a-8(b) of the Exchange Act, you must provide the Company with a written statement of your intent to continue to hold through the date of the Company's 2025 Annual Meeting of Stockholders the requisite amount of Shares used to satisfy the applicable Ownership Requirement. As we have not yet received any proof of ownership from you, and therefore do not know with certainty which of the Ownership Requirements will be satisfied, we believe that your written statement in your letter accompanying the Proposal that you "intend to continue to hold through the date of the Company's 2025 Annual Meeting of Stockholders the requisite amount of Company shares used to satisfy the applicable ownership requirement" is not adequate as it does not specify which requisite amount of Shares is applicable to you. To remedy this defect, you must submit a written statement that you intend to continue to hold the same requisite amount of Shares through the date of the Company's 2025 Annual Meeting of Stockholders as will be documented in your proof of ownership.

The SEC's rules require that a response to remedy the deficiencies set forth in this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter that has been sent by electronic mail. Please address any response to me at mpeterson@ropertech.com and Roper Technologies, Inc., 6496 University Parkway, Sarasota, FL 34240.

If you have any questions with respect to the foregoing, please contact me at (941) 556-2651 or at my email address set forth above.

Sincerely,

Michael R. Peterson
Chief Sustainability Officer, Securities Counsel and Assistant General Counsel

EXHIBIT D

From: John Chevedden
To: Mike Peterson
Subject: [External] ROP
Date: Tuesday, December 10, 2024 11:53:08 PM

I intend to continue holding the same required amount of Company shares through the date of the Company's next Annual Meeting of Stockholders as is or will be documented in my ownership proof.