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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): April 6, 2018



(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-4018
(Commission
File Number)

53-0257888
(IRS Employer
Identification No.)

3005 Highland Parkway
Downers Grove, Illinois
(Address of principal executive offices)

60515
(Zip Code)

(630) 541-1540
(Registrant's telephone number, including area code)

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 communications 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.

As announced in December 2017, Dover Corporation ("Dover") is pursuing a plan to spin-off Apergy Corporation ("Apergy") into a stand-alone, public company. This spin-off will result in the distribution of Apergy shares to Dover's shareholders, including shareholders who hold Dover common stock under the Dover Corporation Retirement Savings Plan (the "Plan"). To enable the Plan administrator to update its records to reflect the distribution of Apergy shares, Plan participants and beneficiaries will be temporarily unable to exercise certain rights otherwise available under the Plan, including the ability to transfer funds into or out of the Dover Stock Fund held in the Plan (the "blackout"). The blackout is expected to begin on May 7, 2018 and last five calendar days, with an expected end date of May 11, 2018.

During the blackout, Dover's directors and executive officers will be prohibited from directly or indirectly purchasing, selling, acquiring or transferring any Dover common stock or derivative security with respect to Dover common stock acquired in connection with their service or employment as a director or officer. On April 6, 2018, Dover sent a notice (the "Blackout Notice") to its directors and executive officers informing them of the blackout and the trading restrictions to be imposed on them. This Blackout Notice and the trading restrictions are required by Section 306(a) of the Sarbanes-Oxley Act of 2002 and Regulation BTR (i.e., the Blackout Trading Restriction) promulgated by the U.S. Securities and Exchange Commission.

Any inquiries about the blackout may be directed to: RetirementPlans@dovercorp.com, or Dianne Purcell, Retirement Plan Manager, 3005 Highland Ave, Downers Grove, IL, 60515, 630-451-1540.

Attached hereto as Exhibit 99.1 and incorporated by reference is a copy of the Blackout Notice.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Blackout Notice, dated April 6, 2018, provided to directors and Section 16 officers of Dover.](#)

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.

Date: April 6, 2018

DOVER CORPORATION

By: /s/ Ivonne M. Cabrera

Ivonne M. Cabrera

Senior Vice President, General Counsel & Secretary

Formal Notice of Blackout Period
Under the
Dover Corporation Retirement Savings Plan
(As Required Under Section 306(a)(6) of the Sarbanes-Oxley Act of 2002)

To: All Executive Officers and Directors of Dover Corporation
Securities and Exchange Commission

From: Ivonne M. Cabrera, Senior Vice President, General Counsel and Secretary, Dover Corporation

Date: April 6, 2018

Subject: Notice of Trading Blackout Period

This Notice is being provided to you pursuant to Rule 104 of Regulation BTR, promulgated under Section 306(a)(6) of the Sarbanes Oxley Act of 2002. The purpose of this Notice is to inform you of an impending “blackout period” under the Dover Corporation Retirement Savings Plan (the “Plan”), during which you will be generally prohibited from effecting any direct or indirect transactions in Dover Corporation common stock, par value \$1.00 per share (together with any derivative security thereof, “Company Stock”), that you acquired in connection with your employment or service as an executive officer or director of Dover Corporation (“Dover”). We are obligated under the Sarbanes-Oxley Act to provide you with this Notice, which contains specific information regarding the blackout period. In addition, we are required to file this Notice with the Securities Exchange Commission as part of a Form 8-K.

Reasons for Blackout Period

As you are aware, Dover will spin off Apergy Corporation into a separate, stand-alone company in May of this year. This transaction will cause certain changes to the Dover Stock Fund held in the Plan. As a result of these changes, Plan participants and beneficiaries will temporarily be unable to transfer funds into or out of the Dover Stock Fund. This period, during which participants and beneficiaries will be unable to exercise these rights otherwise available under the Plan, is called a “blackout period.” This blackout period is necessary in order to allow the Plan record keeper to make spin-off-related adjustments.

Length of Blackout Period

The blackout period for the Dover Stock Fund is expected to begin on May 7, 2018 and last five calendar days, with an expected end date of May 11, 2018. If the spin-off date changes and Dover is required to adjust the beginning date or the length of the blackout period, Dover will provide you with notice of such adjustment as soon as reasonably practicable.

Restrictions on Executive Officers and Directors During the Blackout Period

Because participants and beneficiaries of the Plan will be unable to move assets into or out of the Dover Stock Fund during the blackout period, Dover’s executive officers and directors will be subject to the trading restrictions imposed under Section 306(a) of the Sarbanes-Oxley Act of 2002 for the duration of the blackout period. Subject to limited exceptions, these restrictions generally prohibit the direct or indirect purchase, sale or other acquisition or transfer of any Company Stock that you acquired in connection with your employment or service as an executive officer or director of Dover, including, but not limited to, any Company Stock acquired through the Plan. For this purpose, there is a rebuttable presumption that any Company Stock that you attempt to transfer during the blackout period was acquired in connection with your Dover employment or service.

If you participate in the Plan, during the blackout period you will be unable to make any changes or request any transactions related to the Dover Stock Fund. However, you will continue to be able to do the following:

- Make investment changes for future contributions and/or existing balance transfers/exchanges to all funds, except the Dover Stock Fund.

- Request loans on available balances, except those in the Dover Stock Fund. Balances in this Fund will not be available for loan requests and will not be considered in determining permitted loan amounts.
- Request withdrawals or distributions on available balances, except those in the Dover Stock Fund. Balances in this Fund will not be available for withdrawal or distribution requests and will not be considered in determining permitted withdrawal or distribution amounts.
- Perform balance inquiries.

Who to Contact for Additional Information

If you have any questions about this Notice or the blackout period generally, you may contact RetirementPlans@dovercorp.com, or Dianne Purcell, Retirement Plan Manager, 3005 Highland Ave, Downers Grove, IL, 60515, 630-541-1540.