

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): April 25, 2012

DOVER CORPORATION

(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, IL
(Address of principal executive offices)

60515
(Zip Code)

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

Not applicable

(Former name or former 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 (see General Instruction A.2. below):

- 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))

Item 3.02. Unregistered Sales of Equity Securities

On April 25, 2012, Dover PCS Acquisition Co., a Delaware corporation and a wholly-owned subsidiary of Dover Corporation (the "Company"), was merged (the "Merger") with and into Production Control Services Holdings, Inc., a Delaware corporation ("PCS"). PCS was the surviving corporation in the Merger and became a wholly-owned subsidiary of the Company. In connection with the Merger, and as a portion of the consideration payable by the Company in the Merger, the Company issued 1,635,672 shares of its common stock, par value \$1.00 per share (the "Shares") to certain former stockholders of PCS who made a timely election to receive Shares as the consideration for all or a portion of their common stock of PCS in the Merger. The Shares were issued upon the surrender of a total of 1,038,195 shares of PCS common stock. For additional information regarding the Merger, see Item 8.01 of this Form 8-K and Exhibit 99.1.

The Shares were issued without registration under the Securities Act of 1933, as amended (the "Securities Act"), pursuant to the exemption from registration provided by Section 4(2) of the Securities Act and Rule 506 of Regulation D thereunder. All PCS stockholders – both "accredited investors" as defined in Rule 501 of Regulation D and non-accredited investors – received a Confidential Private Information Memorandum containing the information specified in Rule 502(b)(ii)(C) of Regulation D, and the Company made available to them the opportunity to receive additional information required by Rule 502(b)(ii)(v). The offering was made solely by means of the Confidential Private Information Memorandum, which was provided only to the stockholders of PCS in connection with the submission of the Merger to a vote of PCS stockholders. The Company did not utilize any form of general solicitation or general advertising in connection with the offering. The Company took reasonable care to assure that the PCS stockholders who elected to receive Shares in the Merger are not underwriters within the meaning of Section 2(11) of the Securities Act, including obtaining agreements from each such PCS stockholder not to sell, transfer or otherwise dispose of the Shares other than pursuant to a registration statement under the Securities Act or an available exemption from registration and instructing the Company's transfer agent to note restricted status of the Shares in the DRS account established for each recipient of Shares. The Company reasonably believes that less than 35 purchasers of the Shares are non-accredited investors and, immediately prior to issuing the Shares, reasonably believed, based on representations made by each non-accredited PCS stockholder who elected to receive Shares in the Merger, that such persons, either alone or together with their respective purchaser representatives, have such knowledge and experience in financial and business matters that they are capable of evaluating the merits and risks of an investment in the Shares. Contemporaneously with the filing of this Report, the Company is filing a notice of sale on Form D reporting the issuance of the Shares. The Company has agreed to file a registration statement on Form S-3 to register the resale of the Shares by the recipients and their distributees and charitable donees, and to keep such registration statement effective for up to 45 days from the closing date of the Merger.

Item 8.01. Other Information.

On April 25, 2012, Dover PCS Acquisition Co., a Delaware corporation and a wholly-owned subsidiary of the Company, was merged with and into PCS. PCS was the surviving corporation in the Merger and became a wholly-owned subsidiary of the Company. PCS is a leading developer, manufacturer, and provider of artificial lift products and services for the oil and gas industry. A copy of the Company's press release announcing completion of the Merger and the acquisition of PCS is filed as Exhibit 99.1 to this Report.

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.

The following exhibit is filed as part of this report:

99.1 Press Release of Dover Corporation dated April 25, 2012.

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.

April 25, 2012

DOVER CORPORATION

By: /s/ Joseph W. Schmidt
Joseph W. Schmidt
Senior Vice President, General Counsel and Secretary

EXHIBIT INDEX

Exhibit No.

Description

99.1

Press Release of Dover Corporation dated April 25, 2012.



CONTACT:
Paul Goldberg
Vice President – Investor Relations
(212) 922-1640

READ IT ON THE WEB
www.dovercorporation.com

DOVER ACQUIRES PRODUCTION CONTROL SERVICES, INC.

Acquisition Expands Artificial Lift Position

Downers Grove, IL, April 25, 2012 – Dover Corporation (NYSE: DOV) announced today that it has acquired Production Control Services, Inc. (“PCS”), a leading provider of artificial lift products and services for the oil and gas industry for \$220 million, subject to normal closing adjustments. PCS will become part of Norris Production Solutions (“NPS”), an operating unit within Dover’s Energy segment. PCS posted 2011 revenue of approximately \$90 million. Dover expects this acquisition to be slightly dilutive to 2012 continuing earnings per share.

PCS is a recognized developer, manufacturer, and provider of quality products in artificial lift and production optimization, including plunger lift, gas lift, nitrogen generation, and well site automation. PCS is headquartered in Frederick, Colorado, and operates a comprehensive sales and service organization within the U.S. and Canada.

“The PCS acquisition is consistent with our strategy of building our presence in the attractive artificial lift space. With the addition of PCS, we are now able to offer our customers a broader solution set in artificial lift. Like many of our other Energy businesses, PCS has a strong mix of recurring revenue and a reputation for innovation,” said Bob Livingston, Dover’s President and Chief Executive Officer.

About Dover

Dover Corporation is a multi-billion dollar diversified global manufacturer. For over 50 years, Dover has been providing its customers with outstanding products and services that reflect the company’s commitment to operational excellence, innovation and market leadership. The company focuses on innovative equipment and components, specialty systems and support services through its four major operating segments: Communication Technologies, Energy, Engineered Systems and Printing & Identification. Dover is headquartered in Downers Grove, Illinois and employs 35,000 people worldwide. Dover Corporation is traded on the New York Stock Exchange under “DOV.” Additional information is available at the company’s website at www.dovercorporation.com.

About NPS

Norris Production Solutions (“NPS”), based in The Woodlands, TX, is a Dover Corporation operating unit in Dover’s Energy segment. NPS provides integrated solutions across the artificial lift spectrum for the oil & gas industry, delivering the latest technologies, innovations and solutions in rod lifts, progressing cavity pumps, sucker rod pumps, plunger lifts and related equipment, well site controls, analytic tools and customer-centric training and educational programs. Additional information is available on the company’s website at www.npsdover.com.

About PCS

Production Control Services, Inc. ("PCS") is a leading developer, manufacturer, and provider of artificial lift products and services for the oil and gas industry. PCS offers an integrated and comprehensive product line, including PCS Plunger Lift, Opti-Flow™ Gas Lift, Nitro2Go™ Nitrogen Generation, and PCS Well Site SCADA, which increase the efficiency, longevity, and profitability of oil and natural gas wells. Additional information is available on the company's website at www.pcslift.com.

Forward Looking Statement

Dover Corporation makes information available to the public, orally and in writing, which may use words like "anticipates," "expects," "believes," "indicates," "suggests," "will," "plans" and "should," which are "forward-looking statements" under the Private Securities Litigation Reform Act of 1995. This press release contains forward-looking statements concerning future events and the performance of Dover Corporation that involve inherent risks and uncertainties that could cause actual results to differ materially from current expectations. Dover Corporation refers you to the documents that it files from time to time with the Securities and Exchange Commission, such as its reports on Form 10-K, Form 10-Q and Form 8-K, for a discussion of risks and uncertainties that could cause its actual results to differ materially from its current expectations and from the forward-looking statements contained in this press release. Dover Corporation undertakes no obligation to update any forward-looking statement.