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

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported): December 15, 2015**

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**DOVER CORPORATION**

(Exact name of registrant as specified in its charter)

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**State of Delaware**

(State or other jurisdiction of incorporation)

**1-4018**

(Commission File Number)

**53-0257888**

(I.R.S. 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)

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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))
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**Item 7.01 Regulation FD Disclosure**

On December 15, 2015, Dover Corporation (the “Company” or “Dover”) issued the Press Release attached hereto as Exhibit 99.1, announcing that, in connection with its investor meeting, it will provide an update on current market trends, revise its 2015 earnings per share (“EPS”) forecast and provide guidance for 2016 revenue and EPS from continuing operations.

As previously announced, the Company is holding an investor meeting on Tuesday, December 15, 2015 in New York, NY. The meeting will begin at 6:30 pm ET and will be available live to all interested parties via webcast and audio dial in. The webcast can be accessed on the Company’s website at [www.dovercorporation.com](http://www.dovercorporation.com). To listen via audio dial in, please dial 1-866-868-8070 (domestic) or 1-720-634-9961, reservation number 1978989. Additionally, the replay of the meeting and associated materials will be archived on the website and will be available starting on December 16, 2015 at 7:00 am ET. The presentation materials are attached hereto as Exhibit 99.2 and also are available on the Company’s website.

The information in this report (including Exhibits 99.1 and 99.2) shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that Section, and shall not be incorporated by reference into any registration statement or other document filed by Dover under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibits are furnished as part of this report:

99.1 Dover Corporation Press Release dated December 15, 2015.

99.2 Investor Presentation Materials dated December 15, 2015.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 15, 2015

**DOVER CORPORATION**  
(Registrant)

By: /s/ Ivonne M. Cabrera  
Ivonne M. Cabrera  
Senior Vice President, General Counsel & Secretary

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## EXHIBIT INDEX

<b>Number</b>	<b>Exhibit</b>
99.1	Dover Corporation Press Release dated December 15, 2015.
99.2	Investor Presentation Materials dated December 15, 2015.

**Investor Contact:**

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**DOVER REVISES ITS 2015 OUTLOOK AND INITIATES 2016 GUIDANCE**

- Revises full-year 2015 diluted earnings per share guidance to be approximately \$3.62, inclusive of acquisition-related costs and incremental restructuring totaling approximately \$0.07
- Initiates guidance for full-year 2016 diluted earnings per share from continuing operations at \$3.85 to \$4.05

**Downers Grove, IL, December 15, 2015** - Dover (NYSE: DOV) today announced that, in connection with its investor meeting scheduled for 6:30pm ET today, the Company is providing an update on current market trends, revising its 2015 earnings per share from continuing operations ("EPS") forecast and providing guidance for 2016 revenue and EPS from continuing operations.

Robert A. Livingston, President and Chief Executive Officer of Dover, said, "We are encouraged with the actions taken this year, which we believe position Dover well for 2016 as we continue to contend with difficult market conditions, especially in our oil & gas and China exposed markets. Although our full-year 2015 results will be below our prior expectations due to a challenging fourth quarter, our restructuring activities this year will provide us with meaningful benefits as we head into 2016. Further, the accretion from our recently announced acquisitions and carryover benefits from our share repurchase activities will also be of significant benefit in 2016, and provide a path for solid EPS growth."

Dover now expects full-year 2015 EPS from continuing operations to be approximately \$3.62 versus the prior forecast range of \$3.73 to \$3.80, driven by weaker market conditions, and the impact of completed acquisitions and incremental restructuring. This revised forecast includes an expected \$0.03 impact from recently completed acquisitions, including purchase accounting and deal-related costs, and also includes an estimated \$0.04 impact from incremental restructuring, above the Company's prior estimate.

Dover is initiating guidance of \$3.85 to \$4.05 for full-year 2016 EPS from continuing operations. This EPS guidance is based on expected full-year revenue growth in the range of 2% to 5%, comprised of an organic revenue decline of (3%) to 0%, acquisition growth of 7% and a 2% impact from currency.

The presentation materials for the investor meeting will be available on the Company's website at [www.dovercorporation.com](http://www.dovercorporation.com). Additionally, the meeting will be available live to all interested parties via webcast and audio dial in, beginning at 6:30 pm ET. The webcast can be accessed on the Company's website at [www.dovercorporation.com](http://www.dovercorporation.com). To listen via audio dial in, please dial 1-866-868-8070 (domestic) or 1-720-634-9961, reservation number 1978989.

**About Dover:**

Dover is a diversified global manufacturer with annual revenues of approximately \$7 billion. We deliver innovative equipment and components, specialty systems and support services through four major

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operating segments: Energy, Engineered Systems, Fluids, and Refrigeration & Food Equipment. Dover combines global scale with operational agility to lead the markets we serve. Recognized for our entrepreneurial approach for 60 years, our team of 26,000 employees takes an ownership mindset, collaborating with customers to redefine what's possible. Headquartered in Downers Grove, Illinois, Dover trades on the New York Stock Exchange under "DOV." Additional information is available at [www.dovercorporation.com](http://www.dovercorporation.com).

#### **Forward-Looking Statements:**

This press release contains "forward-looking" statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. Such statements relate to, among other things, operating and strategic plans, income, earnings, cash flows, foreign exchange, changes in operations, acquisitions, industries in which Dover businesses operate, anticipated market conditions and our positioning, global economies, and operating improvements. Forward-looking statements may be indicated by words or phrases such as "anticipates," "expects," "believes," "suggests," "will," "plans," "should," "would," "could," and "forecast", or the use of the future tense and similar words or phrases. Forward-looking statements are subject to inherent risks and uncertainties that could cause actual results to differ materially from current expectations, including, but not limited to, oil and natural gas demand, production growth, and prices; changes in exploration and production spending by Dover's customers and changes in the level of oil and natural gas exploration and development; changes in customer demand and capital spending; economic conditions generally and changes in economic conditions globally and in markets served by Dover businesses, including well activity and U.S. industrials activity; Dover's ability to achieve expected savings from integration and other cost-control initiatives, such as lean and productivity programs as well as efforts to reduce sourcing input costs; the impact of interest rate and currency exchange rate fluctuations; the ability of Dover's businesses to expand into new geographic markets; Dover's ability to identify and successfully consummate value-adding acquisition opportunities or planned divestitures; the impact of loss of a significant customer, or loss or non-renewal of significant contracts; the ability of Dover's businesses to develop and launch new products, timing of such launches and risks relating to market acceptance by customers; the relative mix of products and services which impacts margins and operating efficiencies; increased competition and pricing pressures; the impact of loss of a single-source manufacturing facility; short-term capacity constraints; increases in the cost of raw materials; domestic and foreign governmental and public policy changes or developments, including environmental regulations, conflict minerals disclosure requirements, and tax policies; protection and validity of patent and other intellectual property rights; the impact of legal matters and legal compliance risks; conditions and events affecting domestic and global financial and capital markets; and a downgrade in Dover's credit ratings which, among other matters, could make obtaining financing more difficult and costly. Dover 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 these and other risks and uncertainties that could cause its actual results to differ materially from its current expectations and from the forward-looking statements contained herein. Dover undertakes no obligation to update any forward-looking statement, except as required by law.



December 15, 2015

## Dover Investor Presentation

Bob Livingston  
President & Chief Executive Officer

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## Forward looking statements

We want to remind everyone that our comments may contain forward-looking statements that are inherently subject to uncertainties and risks. We caution everyone to be guided in their analysis of Dover by referring to the documents we file from time to time with the SEC, including our Form 10-K for 2014 and our Form 10-Q for the third quarter of 2015, for a list of factors that could cause our results to differ from those anticipated in any such forward-looking statements.

We would also direct your attention to our website, [www.dovercorporation.com](http://www.dovercorporation.com), where considerably more information can be found.



## Our strategy remains consistent

- Expanding our businesses in key markets with significant growth potential
- Capitalizing on our expertise and providing products and solutions globally to customers who value our offerings
- Innovating to address our customers' needs and help them win in their markets
- Maintaining and emphasizing our entrepreneurial culture with intense customer focus

## Strong execution

- Our business profile is more focused
  - We have invested in and expanded our businesses within key markets
  - We have built a very attractive portfolio featuring strong competitive positions and exposure to tailwinds
  
- We have accelerated our efforts and processes around innovation, focusing on technologies which create tangible value for our customers
  - We have increased our investment in new products and commercial excellence
  
- Our portfolio has strong margins and returns
  - Our focus on productivity and continuous improvement, driven by the Dover Excellence program (“DEx”), is broad-based and will unlock further value

## Creating value over the long-term

Market	Attributes	Areas of action
<b>Energy Production &amp; Automation</b>	<ul style="list-style-type: none"> <li>▪ Growth of 5% - 9%</li> <li>▪ Strong margin profile</li> <li>▪ International expansion potential</li> </ul>	<ul style="list-style-type: none"> <li>▪ Expand international capabilities in the Middle East and Latin America</li> <li>▪ Build infrastructure to serve life of well needs and track installed base</li> <li>▪ Pursue focused M&amp;A opportunities</li> </ul>
<b>Bearings &amp; Compression</b>	<ul style="list-style-type: none"> <li>▪ Growth of 3% - 5%</li> <li>▪ High competitive advantage from application engineering</li> </ul>	<ul style="list-style-type: none"> <li>▪ Invest in sales relationships</li> <li>▪ Look for small adjacent technology targets</li> <li>▪ Invest in and build out local service centers in Asia Pacific</li> </ul>
<b>Pumps</b>	<ul style="list-style-type: none"> <li>▪ Growth of 3% - 5%</li> <li>▪ Strong distribution network</li> <li>▪ Numerous product adjacencies</li> <li>▪ Leading position in polymer processing</li> </ul>	<ul style="list-style-type: none"> <li>▪ Expand sales force globally and adapt product to fit local needs</li> <li>▪ Invest to increase productivity</li> <li>▪ Look for acquisition targets in our next growth vertical.....the hygienic market</li> </ul>

Note: Growth rates represent a 5-year CAGR off 2015 base year

## Creating value over the long-term

Market	Attributes	Areas of action
<b>Printing &amp; Identification</b>	<ul style="list-style-type: none"> <li>▪ Growth of 4% - 6%</li> <li>▪ International expansion potential in APAC</li> <li>▪ Consolidated marking &amp; coding industry</li> </ul>	<ul style="list-style-type: none"> <li>▪ Invest in local sales and service in China and India</li> <li>▪ Drive conversion to digital textile printing through system solution</li> <li>▪ Invest to increase productivity</li> </ul>
<b>Retail Fueling</b>	<ul style="list-style-type: none"> <li>▪ Growth of 3% - 5%</li> <li>▪ Expansion opportunities in Asia and in CNG/LNG</li> <li>▪ Differentiated station-in-a-box offering</li> </ul>	<ul style="list-style-type: none"> <li>▪ Leverage position and expand sales in key de-regulating markets (ex. Mexico, India, Saudi Arabia)</li> <li>▪ Expand regional scale and broaden technology</li> </ul>
<b>Refrigeration &amp; Food Equipment</b>	<ul style="list-style-type: none"> <li>▪ Growth of 2% - 4%</li> <li>▪ Adjacencies in highly engineered category specialists</li> <li>▪ Strong productivity potential</li> </ul>	<ul style="list-style-type: none"> <li>▪ Build out dedicated marketing strategy and sales to target high growth markets</li> <li>▪ Broaden product offerings targeting retail food service</li> <li>▪ Invest to increase productivity</li> </ul>

Note: Growth rates represent a 5-year CAGR off 2015 base year

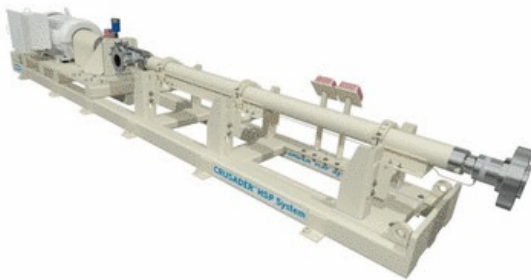
## Aggressively investing to drive product development & innovation



**MS JP3**



**Anthony Vacuum Glass Door**



**DAL Horizontal Pump**



**PSG Stainless G Series Pump**



## Creating a leading retail fueling systems provider, featuring a full "Station-in-a-Box"



- Hanging Hardware
- Emergency & Overfill Valves
- Stage I Vapor Recovery
- Fleet Fueling Systems
- Tank Gauges
- Car Wash Systems
- UST & AST Valves
- Piping & Containment
- Access and Fill Covers



- Retail & Commercial Dispensers
- Automation & POS Systems
- Transaction & Data Management



- A differentiated position in the retail fueling sector with complete product offering
- Combined revenue of ≈\$900M with ≈22% EBITDA margin before synergies
- >50% of revenue outside N. America
- Synergy target: ≈5% of revenue by year 3

## Building a total solution for the global polymer and plastic processing market

- Combination creates a leading solution provider with strong brands and technologies serving the unique needs of multi-national customers
- Global footprint and world class aftermarket capabilities
- ≈\$275 million in total revenue with ≈19% EBITDA margin before synergies
- Synergy target: ≈8% of revenue by year 3



### Representative Customers



**Baxter**



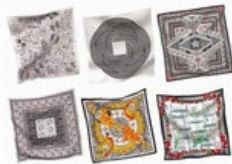
### Plastic Pellets and End Uses



# Digital textile printing – A full solution set will drive growth



- Full printer portfolio
- Consistent print quality
- Integrated solution including printer, ink, service & support
- Nearly 100 sales & service technicians and access to 400+ distributors
- Opportunity to leverage integrated digital solution for other substrates





## Q4 update

- Overall challenging market conditions driving lower than expected performance
  - Oil & gas related end-markets continue to deteriorate sequentially; impact felt primarily in Energy and Fluids
  - China markets continue to be sluggish; impact across portfolio
  
- Continued focus on 'self-help' actions – cost management, restructuring
  - Anticipate incremental restructuring in Q4<sup>(1)</sup>
  
- Capital allocation
  - Closed three acquisitions: JK, Gala and Reduction Engineering Scheer
  - Expect to close Tokheim in early Q1 2016
  - Anticipated acquisition impact in Q4 (inc. deal costs, purchase accounting, and performance)<sup>(2)</sup>
  - Two dispositions to further focus portfolio (one closed, one in process) with approximately \$200M in 2015 annualized revenue<sup>(3)</sup>

(1) Estimated to be (\$0.04) EPS

(2) Estimated to be (\$0.03) EPS

(3) Approximately \$100M in annualized 2015 revenue in Refrigeration & Food Equipment and \$100M in Engineered Systems

## 2016 Preview

- 2016 will be driven by actions we have already implemented
  - Meaningful benefits from prior restructuring actions and lower 2016 restructuring costs
    - Lower restructuring costs: \$0.15 - \$0.17 EPS; carryover benefits: \$0.21 - \$0.22 EPS
  - Solid accretion from acquisitions: ≈\$0.18 EPS
  - Carryover benefits from 2015 share repurchase activities: ≈\$0.08 EPS
  - Offsets from compensation and investment: \$0.26 - \$0.28 cents
  
- Market outlook
  - Continuation of difficult North American oil & gas markets; modest China markets
  - Generally solid markets for marking & coding, refrigeration & food equipment, retail fueling, plastics & polymers and US industrial markets
  - Strength in digital printing and bio pharma applications
  
- Multiple growth opportunities across each segment will help mitigate tough markets
  
- Core margin improvement
  
- Our strong financial position enables meaningful capital deployment

## FY 2016F Guidance

### 2016F adjusted organic growth rate

Energy	(11%) - (8%)
Engineered Systems	1% - 3% <sup>(1)</sup>
Fluids	(1%) - 2%
Refrigeration & Food Equipment	2% - 4% <sup>(1)</sup>
Total adjusted organic	<u>(3%) - 0% <sup>(1)</sup></u>
Acquisitions	≈7% <sup>(2)</sup>
FX Impact	<u>(2%)</u>
Total adjusted revenue	2% - 5%

- **FY 2016F EPS from continuing operations:**

**\$3.85 – \$4.05**

- **FY 2016F adjusted segment margin target (ex. acq):**

**≈16.6%<sup>(3)</sup>**

(1) Adjusted for the impact of Q4 2015 disposition in Refrigeration & Food Equipment and a pending disposition in Engineered Systems. On an un-adjusted basis, expected 2016 organic growth is (4%) – (2%) in Refrigeration & Food Equipment, (3%) – (1%) in Engineered Systems, and (6%) – (3%) for total Dover

(2) Reflects completed acquisitions, and Tokheim (anticipated to close early in Q1 2016)

(3) At midpoint of EPS range

## Organic growth drivers in 2016

- Energy
  - Increasing our sales and service capabilities in the Middle East and Columbia
  - Continuing to invest in customer facing activities to gain share (ex. ESP's)
  
- Engineered Systems
  - Markem-Imaje launching five new printers
  - Launching new products to accelerate analog to digital conversion in textile with system solution approach (New low-end JP3 and high-end LaRio)
  
- Fluids
  - Leveraging Tokheim acquisition to offer complete “station-in-a-box”
  - Launching new gear and screw pump technology
  
- Refrigeration & Food Equipment
  - Providing modular CO<sub>2</sub> system for small store format
  - Launching vacuum glass for retail refrigeration
  - Expanding heat exchanger applications, such as engine oil cooling

## DEx drives margin enhancement

- Global supply chain
  - Target \$40+ million in annual savings
    - Capturing the benefits of commodity price weakness
      - ≈\$20M in price reductions in metal and fuels in 2015; more to come
    - Utilizing partnership to improve supplier payment terms, resulting in working capital improvements (ex. \$15M alone at OPW)
    - Capturing integration supply chain synergies
- Continuous improvement (“CI”) and lean mindset embedded in organization
  - Creating problem solvers and solution providers for customers
- Shared services and ERP/back office consolidations
  - Significant investment in shared service infrastructure underway
    - Audit, IT and financial transaction processing to be consolidated over time

## Capital allocation



- Invest in growth; acquisitions and capex  $\approx$  50%
- Consistently return cash to shareholders; dividends and repurchases  $\approx$  50%
- Investment spending will remain focused and disciplined

- We expect to continue our longstanding record of raising the dividend
- We will continue to invest in our businesses with an increased spend on productivity projects
- We will continue to build our businesses via acquisitions
- Share repurchases remain an important component of capital allocation



## Key take-a-ways

- Our **strategy remains consistent**. We have great businesses serving markets that offer ample opportunities for growth
- We are **investing for growth** and have above market share expectations of this portfolio. Even in challenging markets we continue to invest even more and expand our capabilities to service our customers and win share gains
- We are **committed to margin enhancement** through our set of productivity tools and processes
- We will remain **aggressive to pursue opportunities** to expand internationally and into adjacencies
- We will continue to generate **strong free cash flow**, while maintaining our consistent approach to capital allocation

# Appendix



## FY 2015 guidance update

▪ <b>Prior 2015 EPS Guidance – Continuing Ops (GAAP)</b>	<b>\$3.73 - \$3.80</b>
	↓
▪ <b>Mid-point of prior EPS guidance</b>	<b>≈\$3.76</b>
– Less: Q4 performance:	≈(\$0.07)
– Less: incremental Q4 restructuring and acquisition-related costs <sup>(1)</sup> :	≈(\$0.07)
	<hr/>
▪ <b>Revised 2015 EPS Guidance– Continuing Ops (GAAP)</b>	<b>≈\$3.62</b>

(1) Reflects approximately (\$0.04) EPS of incremental Q4 restructuring actions above prior forecast. Also reflects Q4 deal costs associated with JK, Gala, Reduction Scheer and Tokheim, as well as Q4 operating performance and purchase accounting amortization of JK, Gala and Reduction Scheer estimated to total (\$0.03) EPS

## FY 2016 Guidance – Adjusted revenue by segment

2016F	Energy	Engineered Systems	Fluids	Refrigeration & Food Equip	Total
Organic	(11%) - (8%)	1% - 3%	(1%) - 2%	2% - 4%	(3%) - 0%
Acquisitions	-	≈ 3%	≈ 30%	-	≈ 7%
Currency	(1%)	(2%)	(2%)	(1%)	(2%)
Total	(12%) - (9%)	2% - 4%	27% - 30%	1% - 3%	2% - 5%

Note: Adjusted for the impact of Q4 2015 disposition in Refrigeration & Food Equipment and pending disposition in Engineered Systems. On an un-adjusted basis expected 2016 organic growth is (4%) – (2%) in Refrigeration & Food Equipment, (3%) – (1%) in Engineered Systems, and (6%) – (3%) for total Dover

## FY 2016F Guidance

- **Revenue**
  - Organic revenue: (3%) - 0%
  - Completed acquisitions<sup>(a)</sup>: ≈7%
  - FX impact: (2%)
  - Total revenue: 2% - 5%
  
- **Corporate expense:** ≈ \$120 million
  
- **Interest expense:** ≈ \$128 million
  
- **Full-year tax rate:** ≈ 29%
  
- **Capital expenditures:** ≈ 2.3% of revenue
  
- **FY free cash flow:** ≈ 11% of revenue

(a) Reflects completed acquisitions, and Tokheim (anticipated to close in early Q1 2016)

## 2016F EPS Guidance – Bridge

▪ 2015E EPS – Continuing Ops (GAAP) <sup>(1)</sup> :	\$ 3.62
– Less 2015 tax items <sup>(2)</sup> :	(0.05)
– Less dispositions <sup>(3)</sup> :	(0.08)
▪ 2015E Adjusted EPS	<u>\$ 3.49</u>
– Net restructuring <sup>(4)</sup> :	0.15 - 0.17
– Performance including restructuring benefits <sup>(5)</sup> :	0.33 - 0.47
– Compensation & investment:	(0.28 - 0.26)
– Acquisitions <sup>(6)</sup> :	≈ 0.18
– Shares <sup>(7)</sup> :	≈ 0.08
– Interest / Corp. / Tax rate / Other (net):	<u>(0.10 - 0.08)</u>
▪ 2016F EPS – Continuing Ops	<u><u>\$3.85 - \$4.05</u></u>

(1) Mid-point of EPS guidance provided December 15, 2015

(2) \$0.05 in Q3 2015

(3) Reflecting the Q4 2015 disposition of a product line in Refrigeration & Food Equipment and the pending disposition of a business in Engineered Systems

(4) Includes restructuring costs of approximately \$0.25 in FY 2015 and \$0.08 - \$0.10 in FY 2016

(5) Includes restructuring benefits of \$0.21 - \$0.22

(6) Deals completed, and Tokheim (expected to close in early Q1 2016)

(7) Based on carryover benefit from 2015 share repurchase activity

