Live Nation Entertainment, Inc.
Form S-3
April 08, 2010
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As filed with the Securities and Exchange Commission on April 8, 2010

Registration No. 333-______

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Live Nation Entertainment, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**20-3247759**
(State or other jurisdiction of	**(I.R.S. Employer**

Incorporation or organization)	**Identification No.)**

9348 Civic Center Drive

Beverly Hills, California 90210

(310) 867-7000

(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)

Michael G. Rowles

General Counsel

Live Nation Entertainment, Inc.

9348 Civic Center Drive

Beverly Hills, California 90210

(310) 867-7000

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

Approximate date of commencement of proposed sale to the public: From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ¨

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. x

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. x

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ¨

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
Common Stock, $.01 par value per share (Common Stock)(3)	2,969,187(4)	$14.46	$42,934,444	$3,061.23(5)

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement also covers an indeterminate number of additional shares that may become issuable under the Amended and Restated Ticketmaster Entertainment, Inc. 2008 Stock and Annual Incentive Plan (the Ticketmaster Plan) as a result of stock splits, stock dividends or similar transactions.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) and Rule 457(c) under the Securities Act, based upon the average of the high and low prices of the Common Stock on April 1, 2010, as quoted on The New York Stock Exchange.

(3) Each share of Common Stock includes one Series A Junior Participating Preferred Stock Purchase Right (the Rights), which initially attach to and trade with the shares of Common Stock being registered hereby. The terms of the Rights are described in the Rights Agreement filed as Exhibit 4.1 to the registrant s Current Report on Form 8-K with the Securities and Exchange Commission (the SEC) on December 23, 2005, as amended by the First Amendment to Rights Agreement filed as Exhibit 4.1 to the registrant s Current Report on Form 8-K with the SEC on March 3, 2009.

(4) Represents shares of Common Stock subject to outstanding equity awards under the Ticketmaster Plan granted to current and former employees and directors of IAC/InterActiveCorp, HSN, Inc., Interval Leisure Group, Inc. and Tree.com, Inc. and certain former employees and a former director of Ticketmaster Entertainment, Inc.

(5) The registration fee will be offset by $1,622.01 previously paid by the registrant with respect to 2,969,187 shares of Common Stock subject to outstanding equity awards under the Ticketmaster Plan under the registrant s Registration Statement on Form S-4/A (Registration No. 333-159991) filed with the SEC on November 4, 2009.

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PROSPECTUS

2,969,187 Shares

Common Stock

This prospectus covers the offer and sale by us of up to 2,969,187 shares of our common stock, par value $0.01 per share, issued or to be issued upon the exercise of certain outstanding equity awards held by current and former employees and directors of IAC/InterActiveCorp, HSN, Inc., Interval Leisure Group, Inc. and Tree.com, Inc. and certain former employees and a former director of Ticketmaster under the Amended and Restated Ticketmaster Entertainment, Inc. 2008 Stock and Annual Incentive Plan. Many of the awards outstanding as of the date hereof were adjusted from awards originally issued by IAC in connection with the spin-offs from IAC of HSN, Interval Leisure Group, Ticketmaster and Tree.com, which were effective following the close of the market on August 20, 2008. We assumed the Ticketmaster Plan in connection with the merger of Ticketmaster with our wholly owned subsidiary. We will receive the exercise price of these equity awards under the Ticketmaster Plan if and when such awards are exercised.

Our Common Stock is quoted on the New York Stock Exchange under the symbol *LYV*. On April 7, 2010, the last reported sales price of our common stock was $15.59 per share.

Investing in these securities involves risks. See Rick Factors beginning on Page 1.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is April 8, 2010.

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References in this prospectus to Live Nation, we, our or us refer to Live Nation Entertainment, Inc. together with its consolidated subsidiaries. References in this prospectus to Ticketmaster refer to Ticketmaster Entertainment LLC, which was formerly known as Ticketmaster Entertainment, Inc., together with its consolidated subsidiaries.

PROSPECTUS SUMMARY

This prospectus covers the offer and sale by us of up to 2,969,187 shares of our common stock, par value $0.01 per share, issued or to be issued upon the exercise of certain outstanding equity awards held by current and former employees and directors of IAC/InterActiveCorp, or IAC, HSN, Inc., Interval Leisure Group, Inc. and Tree.com, Inc. and certain former employees and a former director of Ticketmaster under the Amended and Restated Ticketmaster Entertainment, Inc. 2008 Stock and Annual Incentive Plan, or the Ticketmaster Plan. Many of the awards outstanding as of the date hereof were adjusted from awards originally issued by IAC in connection with the spin-offs from IAC of Ticketmaster, HSN, Inc., Interval Leisure Group, Inc. and Tree.com, Inc., which were effective following the close of the market on August 20, 2008. We assumed the Ticketmaster Plan in connection with the merger of Ticketmaster with our wholly owned subsidiary, which is referred to as the merger.

RISK FACTORS

Investment in any securities offered pursuant to this prospectus involves risks. You should carefully consider the risk factors incorporated by reference herein, including the matters discussed under Risk Factors in our most recent Annual Report on

Form 10-K and the other information contained in this prospectus, as updated by our subsequent filings under the Securities Exchange Act of 1934, as amended, or the Exchange Act, before acquiring any of such securities. The occurrence of any of these risks might cause you to lose all or part of your investment in the offered securities.

FORWARD-LOOKING STATEMENTS

This prospectus includes forward-looking statements, within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Exchange Act, with respect to our financial condition, results of operations and business and our expectations or beliefs concerning future events. Forward-looking statements include, but are not limited to, statements about: our prospects for delivering increased annual cash flows; reducing our long-term debt and strengthening our balance sheet; our anticipated achievement of our strategic objectives; and the amount of anticipated synergies and other benefits associated with the merger. We have based our forward-looking statements on our beliefs and assumptions based on information available to us at the time the statements are made. Use of the words may, should, continue, plan, potential, anticipate, believe, estimate, expect, intend, outlook, could, target, project, seek, words and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements.

Forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties that could cause actual results to differ materially from those in such statements. Factors that could cause actual results to differ from those discussed in the forward-looking statements include, but are not limited to, those set forth herein or in our annual, quarterly and other reports we file with the Securities and Exchange Commission, or SEC. Based upon changing conditions, should any one or more of these risks or uncertainties materialize, or should any underlying assumptions prove incorrect, actual results may vary materially from those described in any forward-looking statements. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the applicable cautionary statements. We do not intend to update these forward-looking statements, except as required by applicable law. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this prospectus might not occur.

USE OF PROCEEDS

We will receive proceeds from the sale of shares of common stock offered by this prospectus only to the extent that equity awards issued under the Ticketmaster Plan are exercised for shares of common stock covered by this prospectus and are paid for in cash. We currently have no specific plans for the use of the net proceeds received upon exercise of such awards. We anticipate that we will use the net proceeds received by us for general corporate purposes, including working capital.

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PLAN OF DISTRIBUTION

The Ticketmaster Plan permits us to issue shares of our common stock, or the cash equivalent thereof, to our and our subsidiaries eligible officers, employees, non-employee directors or consultants. Shares of our common stock being registered hereunder are issuable pursuant to outstanding stock options, restricted stock and restricted stock units issued under the Ticketmaster Plan, which is further described below.

INFORMATION ABOUT THE TICKETMASTER PLAN

On January 25, 2010, pursuant to the terms of the Agreement and Plan of Merger dated as of February 10, 2009, or the merger agreement, Ticketmaster became our wholly owned subsidiary, and we assumed the Ticketmaster Plan.

Each outstanding option to purchase shares of Ticketmaster common stock, whether or not exercisable, was converted into an option to purchase Live Nation common stock on the same terms and conditions applicable to the corresponding Ticketmaster stock option immediately before the completion of the merger, except that (i) the number of shares of Live Nation common stock subject to each such converted option became equal to the product, rounded down to the nearest whole number of shares of Live Nation common stock, of (a) the number of shares of Ticketmaster common stock subject to the corresponding Ticketmaster stock option and (b) 1.4743728, which is referred to as the exchange ratio, and (ii) the per-share exercise price of the converted Ticketmaster stock options will equal the per share exercise price applicable to the corresponding Ticketmaster stock option divided by the exchange ratio, rounded up to the nearest whole cent.

Each outstanding award of Ticketmaster restricted stock and each outstanding award of Ticketmaster restricted stock units was converted, on the same terms and conditions applicable to the corresponding Ticketmaster restricted stock or Ticketmaster restricted stock units immediately before the completion of the merger, into the number of shares of Live Nation restricted stock or Live Nation restricted stock units, as applicable, equal to the product of (i) the number of shares of Ticketmaster common stock subject to such award and (ii) the exchange ratio, in each case rounding up or down to the nearest whole share of Live Nation common stock.

LEGAL MATTERS

The validity of the securities offered hereby will be passed upon by Eric Lassen in his capacity as our Senior Vice President and Deputy General Counsel.

EXPERTS

The consolidated financial statements of Live Nation appearing in Live Nation s Annual Report (Form 10-K) for the year ended December 31, 2009, including the schedule appearing therein, and the effectiveness of Live Nation s internal control over financial reporting as of December 31, 2009 have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their reports thereon, included therein, and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such reports given on the authority of such firm as experts in accounting and auditing.

The consolidated financial statements of Ticketmaster appearing in Ticketmaster s Annual Report (Form 10-K) for the year ended December 31, 2009, including the schedule appearing therein, have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their report thereon, included therein, and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

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INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The following documents filed by us with the SEC pursuant to the Securities Act and the Exchange Act are incorporated by reference in this Registration Statement:

(i) Our Annual Report on Form 10-K for the year ended December 31, 2009, as amended;

(ii) Item 8. Consolidated Financial Statements and Supplementary Data included in Ticketmaster s Annual Report on Form 10-K for the year ended December 31, 2009;

(iii) Our Current Reports on Form 8-K filed with the SEC on January 8, 2010, January 25, 2010 (three filings), January 26, 2010 and January 29, 2010 and our Current Report on Form 8-K/A filed with the SEC on March 29, 2010; and

(iv) A description of the our common stock and preferred share purchase rights included under the caption Description of Our Capital Stock in the Information Statement filed as Exhibit 99.1 to our Registration Statement on Form 10, as amended (File No. 01-32601), filed with the SEC on December 8, 2005, including any amendment or report filed for the purpose of updating such description.

In addition to the foregoing, all documents subsequently filed by us with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered under this Registration Statement have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part of this Registration Statement from the date of filing of such documents. Any statement contained in a document incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that is also incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any of this information at the SEC s public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. The SEC also maintains a website at *www.sec.gov* that contains reports, proxy statements and other information regarding issuers, including Live Nation, who file electronically with the SEC. The reports and other information filed by us with the SEC are also available at our website. The address of the site is *www.livenation.com*. Our and the SEC s web addresses have been included as inactive textual references only. The information contained on those websites is expressly not incorporated by reference into this Registration Statement.

Upon request, we will provide, free of charge, to each person, including any beneficial owner to whom a prospectus is delivered, a copy of any or all of the information that has been incorporated by reference into this prospectus but not delivered with this prospectus. You may request a copy of these filings from us by writing to us at Live Nation Entertainment, Inc., 9348 Civic Center Drive, Beverly Hills, California 90210, Attention: Investor Relations, or by telephoning us at (310) 867-7000.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 14. Other Expenses of Issuance and Distribution.
The following is a statement of the expenses (all of which are estimated) to be incurred by the registrant in connection with a distribution of securities registered under this Registration Statement:

SEC registration fee (after offset)	$ 1,439
Legal fees and expenses	5,000
Accounting fees and expenses	15,000
Miscellaneous	2,000
Total	$ 23,439

Item 15. Indemnification of Directors and Officers.
The following summary is qualified in its entirety by reference to the complete text of the statutes referred to below and to the registrant s certificate of incorporation.

The registrant s certificate of incorporation provides that the registrant shall indemnify and hold harmless, to the fullest extent permitted by Section 145 of the DGCL, each person who was or is a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, because such person is or was a director or officer of the registrant or was serving at the request of the registrant as a director, officer, employee or agent of another enterprise, against all expense, liability and loss (including attorneys fees, judgments, fines and amounts paid or to be paid in settlement, and ERISA excise taxes or penalties) actually and reasonably incurred by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that the registrant shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the registrant s board of directors.

Section 145 of the DGCL permits a corporation to indemnify any director or officer of the corporation against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with any action, suit or proceeding brought by reason of the fact that such person is or was a director or officer of the corporation, if such person acted in good faith and in a manner that he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, if he had no reason to believe his conduct was unlawful. In a derivative action (i.e., one brought by or on behalf of the corporation), however, indemnification may be made only for expenses, actually and reasonably incurred by any director or officer in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner that he reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made if such person shall have been adjudged to be liable to the corporation, unless and only to the extent that the Delaware Court of Chancery or the court in which the action or suit was brought shall determine that the defendant is fairly and reasonably entitled to indemnity for such expenses despite such adjudication of liability.

The registrant has entered into indemnification agreements with its directors that will require the registrant, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors or officers to the fullest extent not prohibited by law. The registrant also maintains liability insurance at its expense, to protect itself and any director, officer, employee or agent of the registrant or another corporation, partnership, limited liability company, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the registrant would have the power to indemnify such person against such expense, liability or loss under the DGCL.

Item 16. Exhibits.
See the attached Exhibit Index, which is incorporated herein by reference.

Item 17. Undertakings.
(a) The undersigned registrant 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 a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement;

(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 (1)(i), (1)(ii) and (1)(iii) do not apply if the registration statement is on Form S-3 or Form F-3 and 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 registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is a part of this 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.

(4) That, for the purpose of determining liability under the Securities Act to any purchaser:

(i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of this registration statement or in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract or sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date; or

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(5) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant s annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan s annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) 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) The undersigned registrant hereby undertakes that:

(1) For purposes of determining liability under the Securities Act, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus 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.

(d) The undersigned registrant hereby undertakes to file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of Section 310 of the Trust Indenture Act in accordance with the rules and regulations prescribed by the SEC under Section 305(b)(2) of the Act.

(e) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling person of the registrant pursuant to Item 15, or otherwise, the registrant 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 registrant of expenses incurred or paid by a director, officer or controlling person of the registrant 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 registrant 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.

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SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Beverly Hills, California, on this 8th day of April, 2010.

LIVE NATION ENTERTAINMENT, INC.

By: /s/ Michael Rapino
Michael Rapino
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned officers and directors of the registrant hereby constitutes and appoints Michael Rapino and Kathy Willard, and each of them, acting individually and without the other, as 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, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, 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 dates indicated.

Name	Title	Date
/s/ Michael Rapino **Michael Rapino**	President, Chief Executive Officer and Director	April 8, 2010
/s/ Irving L. Azoff **Irving L. Azoff**	Executive Chairman and Director	April 8, 2010
/s/ Kathy Willard **Kathy Willard**	Chief Financial Officer	April 8, 2010
/s/ Brian Capo **Brian Capo**	Chief Accounting Officer	April 8, 2010
/s/ Mark Carleton **Mark Carleton**	Director	April 8, 2010
/s/ Barry Diller **Barry Diller**	Director	April 8, 2010

/s/ Jonathan L. Dolgen **Jonathan L. Dolgen**	Director	April 8, 2010
/s/ Ariel Emanuel **Ariel Emanuel**	Director	April 8, 2010
/s/ Robert Ted Enloe, III **Robert Ted Enloe, III**	Director	April 8, 2010
/s/ Jeffrey T. Hinson **Jeffrey T. Hinson**	Director	April 8, 2010
/s/ James S. Kahan **James S. Kahan**	Director	April 8, 2010

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/s/ VICTOR KAUFMAN	Director	April 8, 2010
Victor Kaufman		
/s/ JOHN C. MALONE	Director	April 8, 2010
John C. Malone		
/s/ RANDALL T. MAYS	Director	April 8, 2010
Randall T. Mays		
/s/ JONATHAN F. MILLER	Director	April 8, 2010
Jonathan F. Miller		
/s/ MARK S. SHAPIRO	Director	April 8, 2010
Mark S. Shapiro		

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EXHIBIT INDEX

Exhibit Number	Exhibit Description
4.1	Rights Agreement, dated December 21, 2005, between CCE Spinco, Inc. and The Bank of New York, as rights agent (incorporated by reference to Exhibit 4.1 of the registrant s Current Report on Form 8-K filed December 23, 2005).
4.2	First Amendment to Rights Agreement, dated December 21, 2005, between Live Nation, Inc. and The Bank of New York Mellon (incorporated by reference to Exhibit 4.1 of the registrant s Current Report on Form 8-K filed March 3, 2009).
4.3	Form of Certificate of Designation of Series A Junior Participating Preferred Stock (incorporated by reference to Exhibit 4.2 of the registrant s Current Report on Form 8-K filed December 23, 2005).
4.4	Form of Right Certificate (incorporated by reference to Exhibit 4.3 of the registrant s Current Report on Form 8-K filed December 23, 2005).
5.1	Opinion of Eric Lassen, Senior Vice President and Deputy General Counsel of the registrant.
10.1	Amended and Restated Ticketmaster Entertainment, Inc. 2008 Stock and Annual Incentive Plan (incorporated by reference to Exhibit 10.1 of the registrant s Registration Statement on Form S-8 filed January 26, 2010).
23.1	Consent of Eric Lassen, Senior Vice President and Deputy General Counsel of the registrant (contained in Exhibit 5.1).
23.2	Consent of Independent Registered Public Accounting Firm of the registrant.
23.3	Consent of Independent Registered Public Accounting Firm of Ticketmaster Entertainment LLC.
24.1	Power of Attorney (included in this Registration Statement under Signatures).

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See accompanying notes to condensed consolidated financial statements.

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Statements of Changes in Stockholders Equity and Comprehensive Earnings (Unaudited)
(in thousands)

	Common stock	Additional paid-in capital	Retained earnings	Accum. other compre-hensive earnings	Treasury stock	Total
Balances at October 31, 2002	$ 326	$ 89,153	$ 304,995	$ 5,940	$ (24,402)	$ 376,012
Net earnings	--	--	853	--	--	853
Stock Option Transactions	--	111	--	--	--	111
Other comprehensive earnings:						
Currency translation adjustments	--	--	--	6,752	--	6,752
Dividends Declared	--	--	(2,747)	--	--	(2,747)
Balances at December 31, 2002	$ 326	$ 89,264	$ 303,101	$ 12,692	$ (24,402)	$ 380,981

See accompanying notes to condensed consolidated financial statements.

Roper Industries, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
December 31, 2002

1. Basis of Presentation

On August 20, 2003 the Board of Directors of Roper Industries, Inc. (Roper) voted to change the fiscal year end from October 31 to December 31, effective as of January 1, 2003. As a result of this change in fiscal year, Roper s current fiscal year 2003 will be the twelve month period beginning January 1, 2003 and ending on December 31, 2003. Accordingly, the unaudited consolidated condensed financial statements are presented for the transition period from November 1, 2002 to December 31, 2002.

The accompanying condensed consolidated financial statements for the two-month periods ended December 31, 2002 and 2001 are unaudited. In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments, which include only normal recurring adjustments, necessary to present fairly the financial position, results of operations and cash flows of Roper Industries, Inc. and its subsidiaries for all periods presented.

During the period ended December 31, 2002, Roper realigned its operations into four market-focused segments to capture value-creating opportunities around common customers, market orientation, sales channels and common cost opportunities. The four new segments are: Instrumentation; Industrial Technology; Energy Systems and Controls; and Scientific and Industrial Imaging. All segment information has been restated to reflect these new categories.

Certain reclassifications have been made to previously reported information to conform to the current presentation.

Roper s management has made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP). Actual results could differ from those estimates.

The results of operations for the two months ended December 31, 2002 are not necessarily indicative of the results to be expected in the future. It is recommended that these unaudited condensed consolidated financial statements be read in conjunction with Roper s consolidated financial statements and the notes thereto included in its 2002 Annual Report on Form 10-K/A filed with the Securities and Exchange Commission.

2. Earnings Per Share

Basic earnings per share are calculated by dividing net earnings (there were no adjustments necessary to determine earnings available to common shares) by the weighted average number of common shares outstanding during the period. Diluted earnings per share included the dilutive effect of common stock equivalents outstanding during the period. Common stock equivalents consisted of stock options.

3. Comprehensive Earnings

Comprehensive earnings includes net earnings and all other non-owner sources of changes in a company s net assets. Comprehensive earnings during the two months ended December 31, 2002 and 2001, was $7,605 and $(23,452), respectively. The differences between net earnings and comprehensive earnings were currency translation adjustments. Income taxes have not been provided on currency translation adjustments.

4. Inventories

	December 31, 2002	October 31, 2002
	(in thousands)	
Raw materials and supplies	$ 63,343	$ 63,247
Work in process	13,159	11,656
Finished products	37,369	34,383
Other inventory reserves	(20,037)	(19,820)
LIFO reserve	(1,153)	(1,153)
	$ 92,681	$ 88,313

	December 31, 2002	October 31, 2002

5. Goodwill

	Instrumentation	Industrial Technology	Energy Systems & Controls	Scientific & Ind. Imaging	Total
			(in thousands)		
Balances at October 31, 2002	$ 198,085	$ 76,703	$ 78,916	$ 105,529	$ 459,233
Additions	--	--	--	--	--
Currency translation adjustments	4,364	717	195	155	5,431
Reclassifications	--	--	--	--	--
Balances at December 31, 2002	$ 202,449	$ 77,420	$ 79,111	$ 105,684	$ 464,664

6. Other intangible assets, net

	Cost	Accumulated amort.	Net book value
		(in thousands)	
Assets subject to amortization:			
Existing customer base	$ 15,382	$ (2,031)	$ 13,351
Unpatented technology	7,667	(1,659)	6,008
Patents and other protective rights	7,099	(3,503)	3,596
Trade secrets	3,010	(209)	2,801
Sales order backlog	442	(436)	6
Assets not subject to amortization:			
Trade names	11,491	--	11,491
Balances at December 31, 2002	$ 45,091	$ (7,838)	$ 37,253

Amortization expense of other intangible assets was $677 and $894 during the two months ended December 31, 2002 and 2001, respectively.

7. Contingencies

Roper, in the ordinary course of business, is the subject of, or a party to, various pending or threatened legal actions, including those pertaining to product liability and employment practices. Based upon Roper s past experience with the defense and resolution of its product liability and employment practice claims and the limits of the primary, excess, and umbrella liability insurance available with respect to pending claims, management believes that adequate provisions have been made to cover any potential liability not covered by such insurance and that the ultimate liability, if any, arising from these actions should not have a material adverse effect on the consolidated financial position, results of operations or cash flows of Roper.

There has been a significant increase in certain U.S. states in asbestos-related litigation claims against numerous industrial companies. Roper or its subsidiaries have been named as defendants in some such cases. To date no significant costs have been incurred by Roper in connection with these claims. Roper believes it has valid defenses to such claims and, if required, intends to defend them vigorously. Given the state of these claims it is not currently possible to determine the potential liability, if any, that may be incurred by Roper.

8. Industry Segments

During the two month period ended December 31, 2002, Roper realigned its operations into four market-focused segments to capture value-creating opportunities around common customers, market orientation, sales channels and common cost opportunities. The four new segments are: Instrumentation; Industrial Technology; Energy Systems and Controls; and Scientific and Industrial Imaging. All segment information has been restated to reflect these new categories.

Sales and operating profit by industry segment are set forth in the following table (dollars in thousands):

	Two months ended December 31,		
	2002	**2001**	**Percent change**
Net sales:			
Instrumentation	$ 28,390	$ 30,590	-7.2%
Industrial Technology	21,379	21,246	0.1
Energy Systems & Controls	12,353	10,341	19.5
Scientific & Industrial Imaging	21,763	24,727	-12.0
Total	$ 83,885	$ 86,904	-3.5%
Gross profit:			
Instrumentation	$ 16,394	$ 18,879	-13.2%
Industrial Technology	9,377	9,567	-2.0
Energy Systems & Controls	4,777	4,209	13.5
Scientific & Industrial Imaging	11,017	12,679	-13.1
Total	$ 41,565	$ 45,334	-8.3%
Operating profit*:			
Instrumentation	$ 4,504	$ 6,835	-34.1%
Industrial Technology	3,072	3,058	0.0
Energy Systems & Controls	(2,623)	(758)	-246.0
Scientific & Industrial Imaging	1,212	3,873	-68.7
Total	$ 6,165	$ 13,008	-52.6%

* Operating profit is before unallocated corporate general and administrative expenses. Such expenses were $1,597 and $2,491 for the two months ended December 31, 2002 and 2001, respectively.

9. Discontinued Operations

In connection with the realignment of our businesses explained in Note 8 to the Financial Statements, the company formalized its decision to offer for sale the Petrotech operation. Accordingly, related operating results reported as discontinued operations are outlined as follows (amounts in thousands):

	Two months ended December 31,	
	2002	**2001**
Net sales	$ 347	$ 1,426
Loss before income taxes	598	488
Income tax benefit	211	171

	Two months ended December 31,	
Loss on discontinued operations	$ 387	$ 317

In addition, related assets and liabilities of Petrotech are recorded in the captions Assets held for sale and Liabilities related to assets held for sale , respectively, in the Condensed Consolidated Balance Sheets at December 31, 2002 and October 31, 2002. The assets held for sale are outlined as follows:

	December 31, 2003	October 31, 2002
Current assets	$ 3,923	$ 3,373
Property, plant and equipment, net	235	250
Goodwill, net	955	955
Assets held for sale	$ 5,113	$ 4,578

Liabilities related to assets held for sale are comprised of accounts payables and other accrued liabilities.

The Petrotech operation was previously reported in the Company s Energy Systems and Controls segment. The accompanying financial statements have been restated to conform to discontinued operations treatment for all historical periods presented. Petrotech was sold on August 31, 2003.

10. Recently Released Accounting Pronouncements

The Company adopted SFAS 143 Accounting for Asset Retirement Obligations as of November 1, 2002. There was no material impact to the company related to this new statement.

The Company adopted FASB Interpretation No. 45 Guarantor s Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others as of January 1, 2003. This Interpretation elaborates on the disclosures to be made by a guarantor in its financial statements about obligations under certain guarantees that it has issued. It also clarifies that a guarantor is required to recognize, at the inception of a guarantee, a liability for the fair value of the obligation undertaken in issuing the guarantee. The Company has no new guarantees after December 31, 2002 requiring the measurement provisions of this Interpretation.

The FASB issued Interpretation No. 46 Consolidation of Variable Interest Entities that is an Interpretation of Accounting Research Bulletin No. 51, Consolidated Financial Statements. This Interpretation addresses the consolidation requirements of business enterprises which have variable interest entities. Roper adopted the statement on January 31, 2003 and the statement has had no effect on its financial condition, results of operations, or cash flows.

The FASB issued SFAS 148 Accounting for Stock-Based Compensation Transition and Disclosure that amends SFAS 123, Accounting for Stock-Based Compensation, to provide alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. In addition, this statement amends certain disclosure requirements of Statement 123. Currently, Roper has chosen not to adopt the accounting provisions of SFAS 123 and adopted the additional disclosure provisions of SFAS 148 during 2003.

The FASB issued SFAS 150 Accounting for Financial Instruments with Characteristics of Liabilities, Equity, or Both that clarifies liability or equity classification for different financial instruments including mandatorily redeemable shares, put options and forward purchase contracts, and obligations that can be settled with shares. The adoption of SFAS 150 is not expected to have a material effect on the company s financial condition, results of operations, or cash flows.

11. Restructuring Activities

In conjunction with segment realignment described in note 8, Roper has commenced certain restructuring activities designed to reduce excess manufacturing capacity, move certain operations to lower-cost locations and transform activities to have lower fixed costs associated with those activities. Costs incurred during the two months ended December 31, 2002 were immaterial. Costs incurred from January 1, 2003 through July 31, 2003 are as disclosed in footnote 12 to the Form 10Q for the quarter ending July 31, 2003.

ITEM 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion in conjunction with Management s Discussion Analysis of Financial Conditions and Results of Operations included in our Annual Report on Form 10-K/A for the year ended October 31, 2002 as filed with the Securities and Exchange Commission (SEC) and the notes to our Condensed Consolidated Financial Statements included elsewhere in this report.

Overview

On August 20, 2003 the Board of Directors of Roper Industries, Inc. (Roper , we or us) voted to change the fiscal year end from October 31 to December 31, effective as of January 1, 2003. As a result of this change in fiscal year, Roper s current fiscal year 2003 will be the twelve month period beginning January 1, 2003 and ending on December 31, 2003. Accordingly, the unaudited consolidated condensed financial statements are presented for the transition period from November 1, 2002 to December 31, 2002.

Roper Industries, Inc. is a diversified industrial company that designs, manufactures and distributes energy systems and controls, scientific and industrial imaging products and software, industrial technology products and instrumentation products and services. These products and services are marketed to selected segments of a broad range of markets including oil & gas, research, power generation, medical, semiconductor, refrigeration, automotive, water / wastewater and general industry.

We pursue consistent and sustainable growth in earnings by emphasizing continuous improvement in the operating performance of our existing businesses and by acquiring other carefully selected businesses. Our acquisitions have represented both financial bolt-ons and new strategic platforms. Common characteristics of our acquisitions are engineered products or systems that have high gross margins and generate favorable financial results. We strive for high cash and earnings returns from our acquisition investments. During the two month period ended December 31, 2002 our results benefited from five acquisitions made during the third and fourth of quarters of the fiscal year ended October 31, 2002.

- Zetec, reported in our Energy Systems & Controls segment
- Qualitek, reported in our Instrumentation segment
- QImaging, reported in our Scientific & Industrial Imaging segment
- Duncan Technologies, reported in our Scientific & Industrial Imaging segment
- Definitive Imaging, reported in our Scientific & Industrial Imaging segment

Extensive development of a new motion imaging product line by our Scientific & Industrial Imaging segment commenced during the second quarter of fiscal 2002 and was completed during February 2003. During this period our customers have deferred ordering our existing products in anticipation of significant benefits from our new technology cameras, and as such there were no shipments of motion imaging products during the two month period ended December 31, 2002.

This filing includes the first reporting of our operations under the new segment organization established during the period ended December 31, 2002. We have re-aligned our operations into four market-focused groups to capture value-creating opportunities around common customers, market orientation, sales channels and common cost opportunities. We have recruited and reassigned new managers to lead these re-aligned groups.

Following the segment realignment, a number of restructuring plans were developed; however, negligible costs were incurred during the two month period ended December 31, 2002.

During this realignment of our businesses, we formalized our decision to offer for sale the Petrotech business. Accordingly, we are now reporting Petrotech as a discontinued operation and the results of this business are excluded from earnings from continuing operations.

Application of Critical Accounting Policies

Our consolidated financial statements are prepared in conformity with generally accepted accounting principles in the United States (GAAP). A discussion of our significant accounting policies can be found in the notes to our consolidated financial statements for the year ended October 31, 2002 included in our Annual Report.

GAAP offers acceptable alternative methods for accounting for certain issues affecting our financial results, such as determining inventory cost, depreciating long-lived assets, recognizing revenues and issuing stock options to employees. We have not changed the application of acceptable accounting methods or the significant estimates affecting the application of these principles in the last three years in a manner that had a material effect on our financial statements, except for the adoption of Statement of Financial Accounting Standards, or SFAS, No. 142, Goodwill and Other Intangible Assets as discussed below.

The preparation of financial statements in accordance with GAAP requires the use of estimates, assumptions, judgments and interpretations that can affect the reported amounts of assets, liabilities, revenues and expenses, the disclosure of contingent assets and liabilities and other supplemental disclosures.

The development of accounting estimates is the responsibility of our management. Our management discusses those areas that require significant judgments with the audit committee of our board of directors. The audit committee discusses critical estimates with our external auditors and reviews all financial disclosures to be included in our filings with the SEC. Although we believe the positions we have taken with regard to uncertainties are reasonable, others might reach different conclusions and our positions can change over time as more information becomes available. If an accounting estimate changes, its effects are accounted for prospectively.

Our most significant accounting uncertainties are encountered in the areas of accounts receivable collectibility, inventory utilization, future warranty obligations, revenue recognition (percent of completion), income taxes and goodwill analysis. These issues, except for income taxes, which are not allocated to our business segments, affect each of our business segments. These issues are evaluated primarily using a combination of historical experience, current conditions and relatively short-term forecasting.

Accounts receivable collectibility is based on the economic circumstances of customers and credits given to customers after shipment of products, including in certain cases, credits for returned products. Accounts receivable are regularly reviewed to determine customers who have not paid within agreed upon terms, whether these amounts are consistent with past experiences, what historical experience has been with amounts deemed uncollectible and the impact that current and near-term forecast economic conditions might have on collection efforts in general and with specific customers. The returns and other sales credits histories are analyzed to determine likely future rates for such credits. At December 31, 2002, our allowance for doubtful accounts receivable, sales returns and sales credits was $3.8 million, or 3.2% of total gross accounts receivable excluding securitized Gazprom receivables from a vendor financing program. This percentage is influenced by the risk profile of the underlying receivables and increased 20 basis points over the end of fiscal 2002.

We regularly compare inventory quantities on hand against anticipated future usage, which we determine as a function of historical usage or forecasts related to specific items in order to evaluate obsolescence and excessive quantities. When we use historical usage, this information is also qualitatively compared to business trends to evaluate the reasonableness of using historical information as an estimate of future usage. Business trends can change rapidly and these events can affect the evaluation of inventory balances. At December 31, 2002, inventory reserves for excess and obsolete inventory were $20.0 million, or 17.6% of gross first-in, first-out inventory cost. This percentage is consistent with that arising from our evaluation at the beginning of the two month period.

Most of our sales are covered by warranty provisions that generally provide for the repair or replacement of qualifying defective items for a specified period after the time of sale, typically 12 months. Future warranty obligations are evaluated using, among other factors, historical cost experience, product evolution and customer feedback. At December 31, 2002, the accrual for future warranty obligations was $3.6 million versus $3.7 million at the beginning of the period.

Net sales recognized under the percentage-of-completion method of accounting are estimated and dependent on a comparison of total costs incurred compared with total estimated costs for a project. During the two months ended December 31, 2002, revenue recognized using this method was immaterial. In addition, approximately $11.0 million of revenue related to unfinished percentage-of-completion contracts had yet to be recognized at December 31, 2002. Contracts accounted for under this method are generally not significantly different in profitability compared with contracts for similar products and services accounted for under other methods.

Income taxes can be affected by estimates of whether, and within which jurisdictions, future earnings will occur and how and when cash is repatriated to the United States, combined with other aspects of an overall income tax strategy. Additionally, taxing jurisdictions could retroactively disagree with our tax treatment of certain items, and some historical transactions have income tax effects going forward. Accounting rules require these future effects to be evaluated using current laws, rules and regulations, each of which can change at any time and in an unpredictable manner. Commencing with the current two month period ending December 31, 2002, our effective income tax rate was reduced to 30% from 31% reflecting the tax benefits of certain changes to our risk management practices and foreign business structures. The reduction from the 35% rate for the two month period ended December 31, 2001 was principally driven by improved expectations for our utilization of all available foreign income tax credits.

The evaluation of the carrying value of goodwill is required to be performed annually and necessitates the valuation of each reporting entity, as defined. These valuations can be significantly affected by estimates of future performance and discount rates over a relatively long period of time, market price valuation multiples and marketplace transactions in related markets. These estimates will likely change over time. Many of our businesses operate in cyclical industries and the valuation of these businesses can be expected to fluctuate as a result of this cyclicality. Our acquisitions have generally included a large goodwill component and we expect that to continue with future acquisitions.

Results of Operations

General

The following tables set forth selected information for the periods indicated. Dollar amounts are in thousands and percentages are the particular line item shown as a percentage of net sales.

	Two months ended December 31,	
	2002	**2001**
Net sales		
Instrumentation	$ 28,390	$ 30,590
Industrial Technology	21,379	21,246
Energy Systems & Controls	12,353	10,341
Scientific & Industrial Imaging	21,763	24,727
Total	$ 83,885	$ 86,904
Gross profit:		
Instrumentation	57.7%	61.7%
Industrial Technology	43.9	45.0
Energy Systems & Controls	38.7	40.7
Scientific & Industrial Imaging	50.6	51.3
Total	49.5	52.2
Selling, general & administrative expenses:		
Instrumentation	41.8%	39.4%
Industrial Technology	29.5	30.6
Energy Systems & Controls	59.9	48.0
Scientific & Industrial Imaging	45.0	35.6
Total	42.2	37.2
Operating profit:		
Instrumentation	15.9%	22.3%
Industrial Technology	14.4	14.4
Energy Systems & Controls	(21.2)	(7.3)
Scientific & Industrial Imaging	5.6	15.7
Total	7.3	15.0
Corporate administrative expenses	(1.9)	(2.9)
Income from continuing operations	5.4	12.1
Interest expense	(3.5)	(3.4)
Other income	0.2	0.8
Income from continuing operations before taxes	2.1	9.5
Income taxes	(0.6)	(3.3)
Income from Continuing Operations	1.5	6.2
Loss from discontinued operations, net of tax	(0.5)	(0.4)
Earnings before change in accounting principle	1.0	5.8
Cumulative effect of change in accounting principle	--	(29.9)

	Two months ended December 31,	
Net earnings/(loss)	1.0%	(24.1)%

Two months ended December 31, 2002 compared to two months ended December 31, 2001

Net sales for the two month period ended December 31, 2002 were $83.9 million as compared to $86.9 million in the prior-year period. This decrease was primarily attributable to lower sales to Gazprom and the absence of motion imaging sales in the Imaging segment, partially offset by the contributions from our fiscal 2002 acquisitions.

In our Instrumentation segment, net sales decreased by 7.2% as compared to the prior-year period primarily as a result of surplus used equipment flooding the weak telecommunications capital equipment markets for our Logitech unit and lower capital spending in the semi-conductor market. Elsewhere softness in oil & gas refinery capital spending offset the benefits of the Qualitek acquisition. Gross margins moved from 61.7% in the prior year period to 57.7% in the current period largely from the adverse leverage at our Logitech unit and semi-conductor businesses. SG&A expenses as a percentage of sales were 2.4% higher at 41.8% due to lower sales volume explained above and higher medical insurance expenditures. Overall the segment reported operating profit margins of 15.9% as compared to 22.3% in the prior-year period.

In our Industrial Technology segment, net sales were comparable to the same period in 2001. Gross margins decreased to 43.9% in the period from 45.0% in the prior-year; however, SG&A expenses as a percentage of sales were 1.1% lower at 29.5% offsetting the reduction in gross margin allowing the operating profit margin to remain constant at 14.4%. The lower SG&A expense level is primarily the result of headcount reductions.

Net sales in our Energy Systems & Controls segment increased by 19.5% during the two months ended December 31, 2002 as sales contributed by Zetec and higher control systems sales to oil and gas customers more than offset the lower sales to Gazprom. Gross margins decreased from 40.7% to 38.7% as a result of the adverse sales leverage from the deferred Gazprom sales and the seasonal low sales at Zetec with reduced power generation inspection activity during the peak heating season. This adverse leverage also resulted in an increase in SG&A expenses as a percentage of sales from 48.0% in the prior-year period to 59.9% in the current year period. As a result, operating losses increased from 7.3% in the prior-year period to 21.2%. Management does not anticipate that the confluence of these events giving rise to such operating margins will recur in the future.

Our Scientific & Industrial Imaging segment net sales decreased by 12.0% due primarily to the absence of motion imaging product sales (explained in the overview above) which was partially offset by net sales contributed by the contributions from the QImaging and Definitive Imaging acquisitions. Gross margins decreased from 51.3% in 2002 to 50.6% due to the increased manufacturing costs in the period for TEM imaging equipment. SG&A expenses as a percentage of sales increased to 45.0% in the period from 35.6% in the prior-year period as a result of additional costs associated with the development of the new motion imaging products and additional costs associated with foreign sales subsidiaries. Overall, the segment reported operating profits margins of 5.6% as compared to 15.7% with the bulk of the decline attributable to the repositioning of our motion imaging business.

Corporate expenses decreased by $1.0 million and reduced as a percentage of sales from 2.9% to 1.9% due primarily to reduced variable compensation costs.

Interest expense held constant at $2.9 million for the two month period ended December 31, 2002 compared to the two month period ended December 31, 2001, as lower effective interest rates offset increased borrowing levels.

Other income was $0.2 million in the two month period ended December 31, 2002 as compared to $0.7 million in the equivalent prior-year period from reduced realized foreign exchange gains.

Income taxes were 30.0% of pretax earnings in the current year period as compared to 35.0% in the equivalent prior-year period for the reasons noted in our discussion of critical accounting policies.

During fiscal 2002, we completed a transition review for goodwill impairment under SFAS 142 as of November 1, 2001. This review initially compared the fair value of each previously acquired reporting unit to its carrying value. If an impairment was indicated, the amount was then determined by comparing the implied fair value of goodwill to its carrying amount. This impairment, which was reported as a change in accounting principle, was a $25,970 after-tax non-cash charge and was related to the Redlake, Petrotech and Dynamco units.

At December 31, 2002, the functional currencies of our European subsidiaries were stronger against the U.S. dollar compared to currency exchange rates at October 31, 2002 and December 31, 2001. This strengthening resulted in a gain of $6.8 million in the foreign exchange component of comprehensive earnings for the two month period ended December 31, 2002. Approximately $5.4 million of the total adjustment related to goodwill and is not expected to directly affect our expected future cash flows. Operating results in the two month period also benefited from the weakening of the US dollar, primarily against the Euro. The difference between the operating results for these companies for the two month period ending December 31, 2002, translated into U.S. dollars at average currency exchange rates experienced during the two month period and these operating results translated into U.S. dollars at average currency exchange rates experienced during the comparable two month period in 2001 was not material. If the impact of selling European sourced product in the U.S. is also considered, the impact of currency movements was negligible.

Net orders, booked for continuing operations, were $95.3 million for the period, 8% higher than the same period of 2001 net order intake of $88.0 million. This increase was due to the additional net orders booked of $10.6 million from our fiscal 2002 acquisitions, which somewhat offset by delays in blanket order releases and other industrial market softness for our Industrial Technology segment. Overall, our order backlog at December 31, 2002 increased by $6.6 million as compared to December 31, 2001. This increase was due to new acquisitions having $6.9 million in backlog at December 31, 2002, partially offset by softness in the Industrial Technology segment.

	Net orders booked for the two months ended December 31,		Order backlog as of December 31,	
	2002	**2001**	**2002**	**2001**
Instrumentation	$ 29,433	$ 28,244	$ 18,873	$ 22,286
Industrial Technology	22,811	26,604	25,574	31,183
Energy Systems & Controls	14,254	6,824	25,902	18,426
Scientific & Industrial Imaging	28,780	26,371	46,999	38,874
	$ 95,278	$ 88,043	$ 117,348	$ 110,769

Financial Condition, Liquidity and Capital Resources

Net cash provided by operating activities was $7.4 million in the period as compared to $1.0 million in the prior-year period. This increase is principally attributable to a $5 million collection from Gazprom under a vendor financing program and other working capital reductions, partially offsetting reduced earnings. Cash used in investing activities were lower in the two months ended December 31, 2002 compared to the prior-year period. In the two months ended December 31, 2001, we made a final payment due under the purchase agreement for acquisition of Struers and Logitech in September 2001. Cash flows from financing activities during each of the periods were mostly the borrowing activities associated with the business acquisitions and the debt reductions from our other net positive cash flows.

Net working capital (total current assets, excluding cash, less total current liabilities, excluding debt) was $123.6 million at December 31, 2002 compared to $126.7 million at October 31, 2002. Net working capital was reduced by $3.1 million during the period due to $5 million received from Gazprom on the prior year supplemental sale, offset by increased inventories from deferred Gazprom and oil & gas and TEM digital imaging equipment shipments. Total debt was $329.6 million at December 31, 2002 (46% of total capital) compared to $332.1 million at October 31, 2002 (47% of total capital).

Our principal $275 million credit facility with a group of banks provides most of our daily external financing requirements, consisting of revolving loans, swing line loans and letters of credit. At December 31, 2002, we had outstanding U.S. denominated borrowings of $148.7 million, the equivalent of $40.2 million of Euro denominated borrowings and $4.5 million of outstanding letters of credit. Total unused availability under this facility was $72.0 million at December 31, 2002. We expect that our available additional borrowing capacity combined with the cash flows expected to be generated from existing business will be sufficient to fund normal operating requirements and to assist in the financing of some additional acquisitions. This facility matures May 2005. We also have several smaller facilities that allow for borrowings or the issuance of letters of credit in various foreign locations to support our non-U.S. businesses. In total, these smaller facilities do not represent a significant source of credit for us.

Our outstanding indebtedness at December 31, 2002 also included $125 million of term notes maturing in May 2007 and May 2010 and do not require sinking fund payments. The notes are pre-payable by paying the holders thereof the discounted present value of all remaining scheduled payments using a discount rate equal to the sum of 50 basis points plus the yield of the U.S. Treasury Notes corresponding to the then remaining average life of the notes being prepaid.

The Company was in compliance with all debt covenants related to our credit facilities throughout the quarter ended July 31, 2003.

At December 31, 2002, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Capital expenditures of $0.6 million and $2.0 million were incurred during the two months ended December 31, 2002 and December 31, 2001, respectively. We expect future capital expenditures to be less than 2% of sales.

In November 2002, Roper s Board of Directors increased the quarterly cash dividend paid on our outstanding common stock to $0.0875 per share from $0.0825 per share, an increase of 6%. This represents the tenth consecutive year in which the quarterly dividend has been increased since Roper s 1992 initial public offering. Our Board of Directors declared and we paid a dividend on January 31, 2003. Payment of any additional dividends requires further action by the board of directors.

Recently Issued Accounting Standards

The Company adopted SFAS 143 Accounting for Asset Retirement Obligations as of November 1, 2002. There was no material impact to the company related to this new statement.

The Company adopted FASB Interpretation No. 45 Guarantor s Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others as of January 1, 2003. This Interpretation elaborates on the disclosures to be made by a guarantor in its financial statements about obligations under certain guarantees that it has issued. It also clarifies that a guarantor is required to recognize, at the inception of a guarantee, a liability for the fair value of the obligation undertaken in issuing the guarantee. The Company has no new guarantees after December 31, 2002 requiring the measurement provisions of this Interpretation.

The FASB issued Interpretation No. 46 Consolidation of Variable Interest Entities that is an Interpretation of Accounting Research Bulletin No. 51, Consolidated Financial Statements. This Interpretation addresses the consolidation requirements of business enterprises which have variable interest entities. Roper adopted the statement on January 31, 2003 and the statement has had no effect on its financial condition, results of operations, or cash flows.

The FASB issued SFAS 148 Accounting for Stock-Based Compensation Transition and Disclosure that amends SFAS 123, Accounting for Stock-Based Compensation, to provide alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. In addition, this statement amends certain disclosure requirements of Statement 123. Currently, Roper has chosen not to adopt the accounting provisions of SFAS 123 and adopted the additional disclosure provisions of SFAS 148 during 2003.

The FASB issued SFAS 150 Accounting for Financial Instruments with Characteristics of Liabilities, Equity, or Both that clarifies liability or equity classification for different financial instruments including mandatorily redeemable shares, put options and forward purchase contracts, and obligations that can be settled with shares. The adoption of SFAS 150 is not expected to have a material effect on the company s financial condition, results of operations, or cash flows.

Outlook

Current geopolitical uncertainties could adversely affect our business prospects. A significant terrorist attack or other global conflict could cause changes in world economies that would adversely affect us. It is impossible to isolate each of these factor s effects on current economic conditions. It is also impossible to predict with any reasonable degree of certainty what or when any additional events may occur that also will similarly disrupt the economy.

We maintain an active acquisition program; however, future acquisitions will be dependent on numerous factors and it is not feasible to reasonably estimate if or when any such acquisitions will occur and what the impact will be on our business, financial condition and results of operations. Such acquisitions may be financed by the use of existing credit lines, future cash flows from operations, the proceeds from the issuance of new debt or equity securities or some combination of these methods.

We anticipate that our recently acquired companies as well as our other companies will generate positive cash flows from operating activities, and that these cash flows will permit the reduction of currently outstanding debt at a pace consistent with that which has historically been experienced. However, the rate at which we can reduce our debt during 2003 (and reduce the associated interest expense) will be affected by, among other things, the financing and operating requirements of any new acquisitions and the financial performance of our existing companies; and none of these factors can be predicted with certainty.

Information About Forward Looking Statements

This report contains forward-looking statements within the meaning of the federal securities laws. In addition, we, or our executive officers on our behalf, may from time to time make forward-looking statements in reports and other documents we file with the SEC or in connection with oral statements made to the press, potential investors or others. Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements. Forward-looking statements include statements preceded by, followed by or that include the words, believes, expects, anticipates, plans, estimates or similar expressions. These statements include, among others, statements regarding our expected business outlook, anticipated financial and operating results, strategies, contingencies, financing plans, working capital needs, sources of liquidity, capital expenditures and contemplated acquisitions.

Forward-looking statements are only predictions and are not guarantees of financial performance. These statements are based on beliefs and assumptions of our management, which in turn are based on currently available information. Important assumptions which are the basis of the forward-looking statements are subject to numerous risks and uncertainties, which, if experienced, could cause our actual financial results to differ materially from those contained in any forward-looking statement. Many of these risks and uncertainties are beyond our ability to control or predict, and they include, but are not limited to, the following:

- reductions in our business with Gazprom;
- unfavorable changes in foreign exchange rates;
- difficulties associated with exports;
- risks associated with our international operations;
- difficulty making acquisitions and successfully integrating acquired businesses;
- increased product liability and insurance costs;
- increased directors and officers liability and other insurance costs;
- future competition;
- changes in the supply of, or price for, parts and components;
- environmental compliance costs and liabilities;
- risks and costs associated with asbestos-related litigation;
- potential write-offs of our substantial intangible assets;
- terrorist attacks; and
- the factors discussed in Exhibit 99.1 to our Annual Report on Form 10-K/A for the fiscal year ended October 31, 2002 under the heading "Risk Factors."

We believe these forward-looking statements are reasonable; however, undue reliance should not be placed on any forward-looking statements, which are based on current expectations. Further, forward-looking statements speak only as of the date they are made, and we undertake no obligation to update publicly any of them in light of new information or future events.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to interest rate risk on our outstanding borrowings. We are exposed to foreign currency exchange risks on our transactions denominated in currencies other than the U.S. dollar. We are also exposed to equity market risks pertaining to the trading price of our common stock.

Interest rate risks at December 31, 2002 were not materially different from the analysis presented in our Annual Report on Form 10-K/A for the year ended October 31, 2002.

Several Roper companies have transactions and balances denominated in currencies other than the U.S. dollar. Most of these transactions or balances are denominated in euros, British pounds, Danish krone or Japanese yen.

Sales by companies whose functional currency was not the U.S. dollar were 27% of our total sales and 73% of these sales were by companies with a European functional currency. The U.S. dollar has relatively consistently weakened against these European currencies since the two month period ended December 31, 2001. The difference between the operating results for these companies for the two months ending December 31, 2002, translated into U.S. dollars at average currency exchange rates experienced during the two month period and these operating results translated into U.S. dollars at average currency exchange rates experienced during the comparable two month period in 2001 was less than $300 thousand. If these currency exchange rates had been 10% different throughout the two months ended December 31, 2002 compared to currency exchange rates actually experienced, the impact on our expected net earnings would have been approximately $0.3 million.

The changes of these currency exchange rates relative to the U.S. dollar during the two month period ended December 31, 2002 compared to currency exchange rates at October 31, 2002 resulted in an increase in net assets of $6.8 million that was reported as a component of comprehensive earnings, $5.4 million of which was attributed to goodwill. Goodwill changes from currency exchange rate changes do not directly affect our reported earnings or cash flows.

The trading price of Roper s common stock influences the valuation of stock option grants and the effects these grants have on diluted earnings disclosed in our financial statements. The stock price also affects our employees perceptions of various programs that involve our common stock. We believe the quantification of the effects of these changing prices on our future earnings and cash flows is not readily determinable.

Item 4. Controls and Procedures

The Company maintains a set of disclosure controls and procedures designed to ensure that information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. As of December 31, 2002, an evaluation was carried out under the supervision and with the participation of the Company s management, including the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), of the effectiveness of our disclosure controls and procedures. Based on that evaluation, the CEO and CFO have concluded that the Company s disclosure controls and procedures are effective.

Subsequent to the date of their evaluation, there were no significant changes in the Company s internal controls or in other factors that could significantly affect these controls.

Part II. OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

a. Exhibits

[(a)]3.1	Amended and Restated Certificate of Incorporation, including Form of Certificate of Designation, Preferences and Rights of Series A Preferred Stock
[(b)]3.2	Amended and Restated By-Laws
[(c)]4.1	Rights Agreement between Roper Industries, Inc. and SunTrust Bank, Atlanta, Inc. as Rights Agent, dated as of January 8, 1996, including Certificate of Designation, Preferences and Rights of Series A Preferred Stock (Exhibit A), Form of Rights Certificate (Exhibit B) and Summary of Rights (Exhibit C)
[(b)]4.2	Credit agreement dated as of May 18, 2000
[(b)]4.3	Note Purchase Agreement dated as of May 18, 2000
31.1	Certification of Chief Executive Officer (302)
31.2	Certification of Chief Financial Officer (302)
32.3	Certification of Chief Executive Officer (906)
32.4	Certification of Chief Financial Officer (906)

b. Reports on Form 8-K

We filed the following reports on Form 8-K during the two month period ended December 31, 2002.

On November 1, 2002, we reported under Item 5 the announcement of the transitional impairment test of goodwill as required under Statement of Financial Accounting Standards No. 142, Goodwill and Other Intangible Assets.

On December 12, 2002, we reported under item 5 our 2002 financial results.

(a) Incorporated herein by reference to Exhibits 3.1 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed March 17, 2003.

(b) Incorporated herein by reference to Exhibits 3.2, 4.02, 4.03 and 10.06 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed September 13, 2000.

(c) Incorporated herein by reference to Exhibit 4.02 to the Roper Industries, Inc. Current Report on Form 8-K filed January 18, 1996.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Brian D. Jellison		
Brian D. Jellison	Chief Executive Officer and President	September 25, 2003
/s/ Martin S. Headley		
Martin S. Headley	Vice President and Chief Financial Officer	September 25, 2003

EXHIBIT INDEX TO REPORT ON FORM 10-Q

Number	Exhibit
3.1	Amended and Restated Certificate of Incorporation, including Form of Certificate of Designation, Preferences and Rights of Series A Preferred Stock, incorporated herein by reference to Exhibit 3.1 to the Roper Industries, Inc. Quarterly Report on Form 10-K filed March 17, 2003.
3.2	Amended and Restated By-Laws, incorporated herein by reference to Exhibit 3.2, 4.02 and 10.06 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed September 13, 2000.
4.1	Rights Agreement between Roper Industries, Inc. and SunTrust Bank, Atlanta, Inc. as Rights Agent, dated as of January 8, 1996, including Certificate of Designation, Preferences and Rights of Series A Preferred Stock (Exhibit A), Form of Rights Certificate (Exhibit B) and Summary of Rights (Exhibit C), incorporated herein by reference to Exhibit 4.02 to the Roper Industries, Inc. Current Report on Form 8-K filed January 18, 1996.
4.2	Credit Agreement dated as of May 18, 2000, incorporated herein by reference to Exhibit 3.2, 4.02, 4.03 and 10.06 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed September 13, 2000.
4.3	Note Purchase Agreement dated as of May 18, 2000, incorporated herein by reference to Exhibit 3.2, 4.02, 4.03 and 10.06 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed September 13, 2000.
31.1	Certification of Chief Executive Officer (302)
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