

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported):

April 28, 2026

Veralto[™]

Veralto Corporation
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-41770

(Commission File Number)

92-1941413

(IRS Employer Identification No.)

225 Wyman St., Suite 250

Waltham, MA 02451

(Address of Principal Executive Offices)

781-755-3655

(Registrant's Telephone Number, Including Area Code)

Not applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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)
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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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.01 par value	VLTO	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On April 28, 2026, Veralto Corporation (“Veralto”) issued a press release announcing financial results for the quarter ended April 3, 2026. A copy of the release is furnished herewith as Exhibit 99.1 and incorporated by reference herein. This Current Report on Form 8-K and the press release attached hereto are being furnished by Veralto pursuant to Item 2.02 of Form 8-K.

This information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	<u>Press release — “Veralto Reports First Quarter 2026 Results”</u>
104	Cover Page Interactive Data File (formatted as inline XBRL with applicable taxonomy extension information contained in Exhibit 101)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VERALTO CORPORATION

Date: April 28, 2026

By: /s/ James A. Tanaka

Name: James A. Tanaka

Title: Vice President, Securities & Governance and Secretary



Veralto Reports First Quarter 2026 Results

WALTHAM, Mass., (April 28, 2026) – Veralto (NYSE: VLTO) (the “Company”), a global leader in essential water and product quality solutions dedicated to *Safeguarding the World’s Most Vital Resources™*, announced results for the first quarter ended April 3, 2026.

Key First Quarter 2026 Results:

- Sales increased 6.7% year-over-year to \$1,422 million, with non-GAAP core sales growth of 1.9%
- Operating profit margin was 23.8% and non-GAAP adjusted operating profit margin was 25.1%
- Net earnings were \$254 million, or \$1.02 per diluted common share
- Non-GAAP, adjusted net earnings were \$266 million, or \$1.07 per diluted common share
- Operating cash flow was \$182 million and non-GAAP free cash flow was \$170 million
- Capital allocation of ~\$1 billion year-to-date:
 - Completed strategic acquisitions of In-Situ and GlobalVision⁽¹⁾ for ~\$620 million
 - Repurchased \$300 million shares, or 1.3% of outstanding shares⁽²⁾
- Initiated cost optimization program⁽¹⁾ to streamline business processes and enhance operating efficiency:
 - Expect to incur a charge of \$85 to \$105 million and yield annual savings of \$65 to \$75 million by 2028

“We are off to a strong start in 2026, reflecting the effectiveness of the Veralto Enterprise System, the essential role of our products and services in customers’ operations, and the resilience of our end markets,” said Jennifer L. Honeycutt, President and Chief Executive Officer. “In the first quarter, we delivered approximately 7% sales growth and 13% adjusted earnings per share growth while continuing to invest in commercial execution, productivity and innovation.”

“Thus far this year, we have invested approximately \$1 billion on strategic acquisitions and opportunistic share repurchases. Additionally, we initiated a new cost optimization program designed to enhance operating efficiency and further strengthen our competitive position. These actions underscore the strength of our free cash flow profile, our continuous improvement mindset and our ability to create shareholder value through multiple, disciplined levers,” Honeycutt added. “Going forward, our balance sheet remains strong, providing flexibility to pursue additional acquisitions and share repurchases.”

“Looking ahead, we expect core sales growth to accelerate as the year progresses. Reflecting this momentum and our strong first quarter, we raised our full-year adjusted earnings per share guidance to a range of \$4.20 to \$4.28 per share,” concluded Honeycutt.

⁽¹⁾ Indicates subsequent event that occurred after the first quarter

⁽²⁾ 1.3% is calculated off the Company’s outstanding shares as of February 13, 2026

2026 Guidance

The Company provides forecasted sales guidance on a non-GAAP basis because of the difficulty in estimating the other components of GAAP sales, such as currency translation, acquisitions, and divestitures.

For the second quarter of 2026, Veralto anticipates non-GAAP core sales growth in the range of 3.0% to 4.0% year-over-year with adjusted operating profit margin of approximately ~23.5%, or flat to the prior year period, and adjusted diluted earnings per share in the range of \$0.96 to \$1.00 per share.

For the full year 2026, the Company anticipates non-GAAP core sales growth in the range of 3.0% to 4.5% year-over-year with adjusted operating profit margin expansion of approximately 25 basis points. The Company raised its guidance for adjusted diluted earnings per share to a range of \$4.20 to \$4.28, up from the prior guidance range of \$4.10 to \$4.20 per share. Guidance for free cash flow conversion was increased to approximately 100% of GAAP net earnings.

Conference Call and Webcast Information

Veralto will webcast its first quarter 2026 earnings conference call tomorrow starting at 7:30 a.m. (ET). Access to the webcast, slide presentation and prepared remarks will be available on the "Investors" section of Veralto's website, www.veralto.com, under the subheading "News & Events" and additional materials will be posted to the same section of Veralto's website. A replay of the webcast will be available in the same section of Veralto's website shortly after the conclusion of the call and will remain available until the next quarterly earnings call.

The conference call can be accessed by dialing +1 (800) 343-4849 (U.S.) or +1 (203) 518-9848 (INTL) (Conference ID: VLTO1Q26). A replay of the conference call will be available shortly after the conclusion of the call and until May 8, 2026. You can access the replay dial-in information on the "Investors" section of Veralto's website under the subheading "News & Events."

For more information about the acquisitions referenced in this new release, please visit the "Investors" section of Veralto's website, www.veralto.com, under the subheading "News & Events."

ABOUT VERALTO

With annual sales of approximately \$5.5 billion, Veralto is a global leader in essential technology solutions with a proven track record of solving some of the most complex challenges we face as a society. Our industry-leading companies with globally recognized brands help billions of people around the world access clean water, safe food and trusted essential goods. Headquartered in Waltham, Massachusetts, our global team of approximately 17,000 associates is committed to making an enduring positive impact on our world and united by a powerful purpose: *Safeguarding the World's Most Vital Resources*[™].

NON-GAAP MEASURES AND SUPPLEMENTAL MATERIALS

In addition to the financial measures prepared in accordance with generally accepted accounting principles (GAAP), this earnings release also contains non-GAAP financial measures. Calculations of these measures, the reasons why we believe these measures provide useful information to investors, a reconciliation of these measures to the most directly comparable GAAP measures, as applicable, and other information relating to these non-GAAP measures are included in the supplemental reconciliation schedule attached.

In addition, this earnings release, the slide presentation accompanying the related earnings call, non-GAAP reconciliations and a note containing details of historical and anticipated, future financial performance have been posted to the "Investors" section of Veralto's website (www.veralto.com) under the subheading "Quarterly Earnings."

FORWARD-LOOKING STATEMENTS

Certain statements in this release, including the statement regarding the Company's anticipated second quarter and full year 2026 financial performance, the Company's differentiation and positioning to continue delivering sustainable, long-term shareholder value and any other statements regarding events or developments that we believe or anticipate will or may occur in the future are "forward-looking" statements within the meaning of the federal securities laws. All statements other than historical factual information are forward-looking statements, including, without limitation, statements regarding: projections of revenue, expenses, profit, profit margins, asset values, pricing, tax rates, tax provisions, cash flows, pension and benefit obligations and funding requirements, Veralto's liquidity position or other projected financial measures; Veralto's management's plans and strategies for future operations, including statements relating to anticipated operating performance, customer demand, cost reductions, restructuring activities, new product and service developments, competitive strengths or market position, acquisitions and the integration thereof, divestitures, spin-offs, split-offs, initial public offerings, other securities offerings or other distributions, strategic opportunities, stock repurchases, dividends and executive compensation; growth, declines and other trends in markets Veralto sells into, the impact of global trade policies, tariffs, restrictions on imports, related countermeasures and reciprocal tariffs; future new or modified laws, regulations, accounting pronouncements or public policy changes; regulatory approvals and the timing and conditionality thereof; outstanding claims, legal proceedings, tax audits and assessments and other contingent liabilities; future foreign

currency exchange rates and fluctuations in those rates; results of operations and/or financial condition; general economic and capital markets conditions; the anticipated timing of any of the foregoing; assumptions underlying any of the foregoing; and any other statements that address events or developments that Veralto intends or believes will or may occur in the future. Additional information regarding the factors that may cause actual results to differ materially from these forward-looking statements is available in our SEC filings. These forward-looking statements speak only as of the date of this release and except to the extent required by applicable law, the Company does not assume any obligation to update or revise any forward-looking statement, whether as a result of new information, future events and developments or otherwise.

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VERALTO CORPORATION
CONSOLIDATED CONDENSED STATEMENTS OF EARNINGS
(\$ and shares in millions, except per share amounts)
(unaudited)

	Three-Month Period Ended	
	April 3, 2026	April 4, 2025
Sales	\$ 1,422	\$ 1,332
Cost of sales	(568)	(527)
Gross profit	854	805
Operating costs:		
Selling, general and administrative expenses	(448)	(419)
Research and development expenses	(68)	(64)
Operating profit	338	322
Nonoperating income (expense):		
Other income (expense), net	7	(6)
Interest expense, net	(24)	(27)
Earnings before income taxes	321	289
Income taxes	(67)	(64)
Net earnings	\$ 254	\$ 225
Net earnings per common share:		
Basic	\$ 1.03	\$ 0.91
Diluted	\$ 1.02	\$ 0.90
Average common stock and common equivalent shares outstanding:		
Basic	247.6	247.9
Diluted	249.2	250.1

This information is presented for reference only.

VERALTO CORPORATION
RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL MEASURES

Reconciliation of GAAP to Non-GAAP Financial Measures

(\$ in millions)

Three-Month Period Ended April 3, 2026

	Sales	Operating profit	Operating profit margin	Net earnings for calculation of diluted net earnings per common share	Diluted net earnings per common share
Reported (GAAP)	\$ 1,422	\$ 338	23.8 %	\$ 254	\$ 1.02
Amortization of acquisition-related intangible assets ^A	—	13	0.9	13	0.05
Fair value (gain) loss on investments ^B	—	—	—	(7)	(0.03)
Other items ^C	—	5	0.4	5	0.02
Amortization of inventory step-up ^D	—	1	0.1	1	—
Tax effect of the above adjustments ^F	—	—	—	(1)	—
Discrete tax adjustments ^G	—	—	—	1	—
Rounding	—	—	(0.1)	—	0.01
Adjusted (Non-GAAP)	<u>\$ 1,422</u>	<u>\$ 357</u>	<u>25.1 %</u>	<u>\$ 266</u>	<u>\$ 1.07</u>

Three-Month Period Ended April 4, 2025

	Sales	Operating profit	Operating profit margin	Net earnings for calculation of diluted net earnings per common share	Diluted net earnings per common share
Reported (GAAP)	\$ 1,332	\$ 322	24.2 %	\$ 225	\$ 0.90
Amortization of acquisition-related intangible assets ^A	—	9	0.7	9	0.04
Other items ^C	—	2	0.2	2	0.01
Loss on disposition of certain product lines ^E	—	—	—	6	0.02
Tax effect of the above adjustments ^F	—	—	—	(3)	(0.01)
Discrete tax adjustments ^G	—	—	—	(2)	(0.01)
Rounding	—	—	(0.1)	—	—
Adjusted (Non-GAAP)	<u>\$ 1,332</u>	<u>\$ 333</u>	<u>25.0 %</u>	<u>\$ 237</u>	<u>\$ 0.95</u>

VERALTO CORPORATION
RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL MEASURES

Notes to Reconciliation of GAAP to Non-GAAP Financial Measures

(\$ in millions)

^A Amortization of acquisition-related intangible assets in the following historical periods (only the pretax amounts set forth below are reflected in the amortization line item above):

	Three-Month Period Ended	
	April 3, 2026	April 4, 2025
Pretax	\$ 13	\$ 9
After-tax	10	7

^B Fair value gain from the step acquisition of our previously held minority ownership interest in In-Situ during the three-month period ended April 3, 2026 (\$7 million pretax as reported in this line item, \$5 million after-tax).

^C Costs incurred during the three-month periods ended April 3, 2026 and April 4, 2025 related to certain strategic initiatives, including transaction costs related to the acquisitions of In-Situ and GlobalVision during the three-month period ended April 3, 2026 (\$5 million and \$2 million pretax as reported in this line item, \$5 million and \$1 million after-tax, respectively).

^D Amortization of the acquisition-related fair value adjustment to inventory related to the acquisition of In-Situ.

^E Loss on the disposition of certain product lines in the three-month period ended April 4, 2025 (\$6 million pretax and after-tax as reported in this line item).

^F This line item reflects the aggregate tax effect of all nontax adjustments reflected in the preceding line items of the table. In addition, the footnotes above indicate the after-tax amount of each individual adjustment item. Veralto estimates the tax effect of each adjustment item by applying Veralto's overall estimated effective tax rate to the pretax amount, unless the nature of the item and/or the tax jurisdiction in which the item has been recorded requires application of a specific tax rate or tax treatment, in which case the tax effect of such item is estimated by applying such specific tax rate or tax treatment.

^G Discrete tax matters relate to changes in estimates associated with prior period uncertain tax positions, audit settlements and excess tax benefits from stock-based compensation.

VERALTO CORPORATION
RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL MEASURES

Sales Growth by Segment, Core Sales Growth by Segment

	% Change Three-Month Period Ended April 3, 2026 vs. Comparable 2025 Period		
	Segments		
	Total Company	Water Quality	Product Quality and Innovation
Total sales growth (GAAP)	6.7 %	10.1 %	1.7 %
Impact of:			
Acquisitions/divestitures	(1.3)%	(3.0)%	1.3 %
Currency exchange rates	(3.5)%	(3.3)%	(4.0)%
Core sales growth (decline) (non-GAAP)	1.9 %	3.8 %	(1.0)%

VERALTO CORPORATION
RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL MEASURES

Forecasted Core Sales Growth, Adjusted Operating Profit Margin, Adjusted Diluted Net Earnings per Share and Free Cash Flow to Net Earnings Conversion Ratio

The Company provides forecasted sales only on a non-GAAP basis because of the difficulty in estimating the other components of GAAP revenue, such as currency translation, acquisitions and divested product lines. Additionally, we do not reconcile adjusted operating profit margin (or components thereof), adjusted diluted earnings per share or free cash flow to net earnings conversion ratio to the comparable GAAP measures because of the difficulty in estimating the other unknown components such as investment gains and losses, impairments and separation costs, which would be reflected in any forecasted GAAP operating profit, forecasted diluted earnings per share or forecasted net earnings ratio.

	% Change Three-Month Period Ending July 3, 2026 vs. Comparable 2025 Period
Core sales growth (non-GAAP)	+3.0% to 4.0%
	Three-Month Period Ending July 3, 2026
Adjusted Operating Profit Margin (non-GAAP)	~23.5%
Adjusted Diluted Net Earnings per Share (non-GAAP)	\$0.96 to \$1.00
	% Change Year Ending December 31, 2026 vs. Comparable 2025 Period
Core sales growth (non-GAAP)	+3.0% to 4.5%
	Year Ending December 31, 2026
Adjusted Operating Profit Margin (non-GAAP)	+25 basis points
Adjusted Diluted Net Earnings per Share (non-GAAP)	\$4.20 to \$4.28
Free cash flow to net earnings conversion ratio (non-GAAP)	~100%

VERALTO CORPORATION
RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL MEASURES

Cash Flow and Free Cash Flow

(\$ in millions)

	Three-Month Period Ended		Year-over-Year Change
	April 3, 2026	April 4, 2025	
Total Cash Flows (GAAP):			
Net cash provided by operating activities (GAAP)	\$ 182	\$ 157	
Total cash used in investing activities (GAAP)	\$ (439)	\$ (11)	
Total cash used in financing activities (GAAP)	\$ (332)	\$ (26)	
Free Cash Flow (non-GAAP):			
Total cash provided by operating activities (GAAP)	\$ 182	\$ 157	~ 16.0 %
Less: payments for additions to property, plant & equipment (capital expenditures) (GAAP)	(12)	(15)	
Free cash flow (non-GAAP)	<u>\$ 170</u>	<u>\$ 142</u>	~ 19.5 %

Free Cash Flow Margin

(\$ in millions)

	Three-Month Period Ended			
	April 3, 2026	December 31, 2025	October 3, 2025	July 4, 2025
Free Cash Flow Margin (non-GAAP)				
Free Cash Flow (non-GAAP)	\$ 170	\$ 291	\$ 258	\$ 323
Sales (GAAP)	\$ 1,422	\$ 1,396	\$ 1,404	\$ 1,371
Trailing Twelve Month Free Cash Flow (non-GAAP)	<u>\$ 1,042</u>			
Trailing Twelve Month Sales (GAAP)	<u>\$ 5,593</u>			
Free Cash Flow Margin (non-GAAP)	<u>18.6 %</u>			

We define free cash flow as operating cash flows, less payments for additions to property, plant and equipment ("capital expenditures") plus the proceeds from sales of property, plant and equipment ("capital disposals").

Statement Regarding Non-GAAP Measures

Each of the non-GAAP measures set forth above should be considered in addition to, and not as a replacement for or superior to, the comparable GAAP measure, and may not be comparable to similarly titled measures reported by other companies. Management believes that these measures provide useful information to investors by offering additional ways of viewing Veralto Corporation's ("Veralto" or the "Company") results that, when reconciled to the corresponding GAAP measure, help our investors:

- with respect to the profitability-related non-GAAP measures, understand the long-term profitability trends of our business and compare our profitability to prior and future periods and to our peers;
- with respect to core sales and related sales measures, identify underlying growth trends in our business and compare our sales performance with prior and future periods and to our peers; and
- with respect to free cash flow and related cash flow measures (the "FCF Measure"), understand Veralto's ability to generate cash without external financings, strengthen its balance sheet, invest in its business and grow its business through acquisitions and other strategic opportunities (although a limitation of free cash flow is that it does not take into account the Company's non-discretionary expenditures, and as a result the entire free cash flow amount is not necessarily available for discretionary expenditures).

Management uses these non-GAAP measures to measure the Company's operating and financial performance.

- The items excluded from the non-GAAP measures set forth above have been excluded for the following reasons:
 - **Amortization of Intangible Assets:** We exclude the amortization of acquisition-related intangible assets because the amount and timing of such charges are significantly impacted by the timing, size, number and nature of the acquisitions we consummate. While we have a history of significant acquisition activity, we do not acquire businesses on a predictable cycle, and the amount of an acquisition's purchase price allocated to intangible assets and related amortization term are unique to each acquisition and can vary significantly from acquisition to acquisition. Exclusion of this amortization expense facilitates more consistent comparisons of operating results over time between our newly acquired and long-held businesses, and with both acquisitive and non-acquisitive peer companies. We believe however that it is important for investors to understand that such intangible assets contribute to sales generation and that intangible asset amortization related to past acquisitions will recur in future periods until such intangible assets have been fully amortized.
 - **Restructuring Charges:** We exclude costs incurred pursuant to discrete restructuring plans that are fundamentally different (in terms of the size, strategic nature and planning requirements, as well as the inconsistent frequency, of such plans) from the ongoing productivity improvements that result from application of the Veralto Enterprise System. Because these restructuring plans are incremental to the core activities that arise in the ordinary course of our business and we believe are not indicative of Veralto's ongoing operating costs in a given period, we exclude these costs to facilitate a more consistent comparison of operating results over time.
 - **Other Adjustments:** With respect to the other items excluded from the profitability-related non-GAAP measures, we exclude these items because they are of a nature and/or size that occur with inconsistent frequency, occur for reasons that may be unrelated to Veralto's commercial performance during the period and/or we believe that such items may obscure underlying business trends and make comparisons of long-term performance difficult.
 - With respect to core operating profit margin changes, in addition to the explanation set forth in the bullets above relating to "restructuring charges" and "other adjustments", we exclude the impact of businesses owned for less than one year (or disposed of during such period and not treated as discontinued operations) because the timing, size, number and nature of such transactions can vary significantly from period to period and may obscure underlying business trends and make comparisons of long-term performance difficult.
- With respect to core sales related measures, (1) we exclude the impact of currency translation because it is not under management's control, is subject to volatility and can obscure underlying business trends, and (2) we exclude the effect of acquisitions and divested product lines because the timing, size, number and

nature of such transactions can vary significantly from period-to-period and between us and our peers, which we believe may obscure underlying business trends and make comparisons of long-term performance difficult.

- With respect to the FCF Measure, we exclude payments for additions to property, plant and equipment (net of the proceeds from capital disposals) to demonstrate the amount of operating cash flow for the period that remains after accounting for the Company's capital expenditure requirements.