

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

FLOWERVE CORP

(Name of Issuer)

Common Shares

(Title of Class of Securities)

34354P105

(CUSIP Number)

12/31/2023

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☒ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

SCHEDULE 13G

CUSIP No. 34354P105

	Names of Reporting Persons
1	Beutel, Goodman & Co Ltd. Check the appropriate box if a member of a Group (see instructions)
2	<input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	Sec Use Only Citizenship or Place of Organization
4	ONTARIO, CANADA
Number of Shares	5 Sole Voting Power

Beneficially	6,378,700.00
Owned by	Shared Voting Power
Each	6
Reporting	0.00
Person	Sole Dispositive Power
With:	7
	6,694,510.00
	Shared Dispositive
	8 Power
	0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	6,694,510.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
	<input type="checkbox"/>
11	Percent of class represented by amount in row (9)
	5.1 %
12	Type of Reporting Person (See Instructions)
	IA

SCHEDULE 13G

Item 1.

Name of issuer:

(a)

FLOWSERVE CORP

Address of issuer's principal executive offices:

(b)

5215 N. O'CONNOR BLVD., SUITE 700, IRVING, TEXAS, 75039

Item 2.

Name of person filing:

(a)

Beutel, Goodman & Company Ltd.

Address or principal business office or, if none, residence:

(b)

20 Eglinton Ave. W., Suite 2000 Toronto, Ontario, M4R 1K8, Canada

Citizenship:

(c)

Canadian incorporated company

Title of class of securities:

(d)

Common Shares

CUSIP No.:

(e)

34354P105

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☒ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the

Investment Company Act of 1940 (15 U.S.C. 80a-3);

- (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Amount beneficially owned:

- (a) 6,694,510
- Percent of class:
- (b) 5.1022 %
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote:
- 6,378,700
- (ii) Shared power to vote or to direct the vote:
- 0
- (iii) Sole power to dispose or to direct the disposition of:
- 6,694,510
- (iv) Shared power to dispose or to direct the disposition of:
- 0

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.
Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.
Not Applicable

Item 8. Identification and Classification of Members of the Group.
Not Applicable

Item 9. Notice of Dissolution of Group.
Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11. By signing below I certify that, to the best of my knowledge and belief, the foreign regulatory scheme applicable to Investment Advisor is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institution(s). I also undertake to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Beutel, Goodman & Co Ltd.

Signature: Michal Pomotov
Name/Title: General Counsel & CCO
Date: 01/10/2024

