

Trott Byron D
Form 4
May 14, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BDT CAPITAL PARTNERS, LLC

(Last) (First) (Middle)

401 NORTH MICHIGAN AVENUE, SUITE 3100

(Street)

CHICAGO, IL 60611

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Colfax CORP [CFX]

3. Date of Earliest Transaction (Month/Day/Year)
05/13/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------------------|-----------|---|---------------------|
| | | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/13/2013 | | S | | | 4,000,000 | D | \$ 42.7234 (1) | 4,246,528 | I | See Remarks below. |
| Common Stock | | | | | | | | | 6,939 | I | See footnote 2. (2) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series A Perpetual Convertible Preferred Stock | \$ 27.93 | | | | | (3) | (3) | Common Stock | 12,173,29 |
| Director Stock Option (right to buy) | \$ 28.92 | | | | | 05/16/2012 | 05/15/2019 | Common Stock, par value \$.001 | 3,458 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BDT CAPITAL PARTNERS, LLC 401 NORTH MICHIGAN AVENUE SUITE 3100 CHICAGO, IL 60611 | X | X | | |
| BDTCP GP I, LLC 401 NORTH MICHIGAN AVENUE SUITE 3100 CHICAGO, IL 60611 | X | X | | |
| BDT CF ACQUISITION VEHICLE, LLC 401 NORTH MICHIGAN AVENUE SUITE 3100 CHICAGO, IL 60611 | X | X | | |
| BDTP GP, LLC 401 NORTH MICHIGAN AVENUE SUITE 3100 CHICAGO, IL 60611 | X | X | | |

Trott Byron D
401 NORTH MICHIGAN AVENUE
SUITE 3100
CHICAGO, IL 60611

X X

Signatures

/s/ Byron D. Trott (on behalf of himself and each other reporting person hereunder)

05/14/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This amount represents the \$44.25 secondary public offering price per share of common stock (the "Common Stock") of Colfax Corporation (the "Company"), less the underwriting discount of \$1.5266 per share.

The restricted stock units reported in Table I, and stock options reported in Table II, were granted to San W. Orr, III in connection with his service on the Board of Directors of the Company. Mr. Orr is a Partner and the Chief Operating Officer of BDT CP. Mr. Orr was designated for election to the Company's Board of Directors pursuant to the Company's Amended and Restated Certificate of Incorporation, which provides the Investor the right, among other things, to exclusively nominate for election to the Board of Directors 1 of 11 directors based on current beneficial ownership of the Investor, the BDT Investment Funds and the BDT Investment Vehicle. As a result, each of the Reporting Persons are (or may be deemed to be) directors by deputization.
- (2) The shares of Series A Perpetual Convertible Preferred Stock are convertible into shares of Common Stock at any time and do not expire.
- (3) The shares of Series A Perpetual Convertible Preferred Stock are convertible into shares of Common Stock at any time and do not expire.

Remarks:

This Form 4 is jointly filed by (i) BDT Capital Partners, LLC ("BDT CP"), (ii) BDTCP GP I, LLC ("BDTGP GP I"), (iii) BDT

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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