

Trott Byron D  
Form 4  
May 18, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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)  
05/16/2012

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 05/16/2012                           |  | A                              |   | 1,383   | A  | \$ 0                              |
|                                 |                                      |  |                                |   | 6,939   | I  |                                   |
| Common Stock                    |                                      |  |                                |   | 14,756,945  | I  |                                   |

See footnote 1 (1)  
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 Number Shares |
| Series A Perpetual Convertible Preferred Stock | \$ 27.93   |                                      |  |                                |   | (3)  | (3)   | Common Stock                   | 12,173               |
| Director Stock Option (right to buy)           | \$ 28.92   | 05/16/2012                           |  | A                              | 3,458   | 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<br>401 NORTH MICHIGAN AVENUE<br>SUITE 3100<br>CHICAGO, IL 60611       | X             | X         |         |       |
| BDTCP GP I, LLC<br>401 NORTH MICHIGAN AVENUE<br>SUITE 3100<br>CHICAGO, IL 60611                 | X             | X         |         |       |
| BDT CF ACQUISITION VEHICLE, LLC<br>401 NORTH MICHIGAN AVENUE<br>SUITE 3100<br>CHICAGO, IL 60611 | X             | X         |         |       |
| BDTP GP, LLC<br>401 NORTH MICHIGAN AVENUE<br>SUITE 3100<br>CHICAGO, IL 60611                    | X             | X         |         |       |
| Trott Byron D<br>401 NORTH MICHIGAN AVENUE  | X             | X         |         |       |

SUITE 3100  
CHICAGO, IL 60611

## Signatures

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

05/18/2012

\_\_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) The transactions reported on this Form 4 were the grant of restricted stock units and stock options to San W. Orr, III in connection with his service on the Board of Directors of Colfax Corp. (the "Issuer"). Mr. Orr is a Partner and the Chief Operating Officer of BDT CP. Mr. Orr was designated for election to the Issuer's Board of Directors pursuant to the Issuer'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 up to 2 of 11 directors based on the current beneficial ownership of the Investor. As a result, each of the Reporting Persons are (or may be deemed to be) directors by deputization.

(2) This Form 4 is jointly filed by (i) BDT Capital Partners, LLC ("BDT CP"), (ii) BDTCP GP I, LLC ("BDTCP GP I"), (iii) BDT CF Acquisition Vehicle, LLC (the "Investor"); (iv) Byron D. Trott, and (v) BDTP GP, LLC ("BDTP"). Mr. Trott is the sole member of BDTP, which is the managing member of BDT CP. BDT CP is the manager of BDTCP GP I, which is the manager of the Investor. Each of Mr. Trott, BDTP, BDT CP and BDTCP GP I, by virtue of his or its direct or indirect control of the Investor, may be deemed to beneficially own the securities reported as being held by the Investor. Each of the Reporting Persons disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interests therein. This Form 4 shall not be deemed to be an admission that any Reporting Person hereunder is the beneficial owner of any of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(3) The shares of Series A Perpetual Convertible Preferred Stock are convertible into shares of Common Stock at any time and do not expire.

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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