

Colfax CORP  
Form 8-A12B  
May 05, 2008

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

**FORM 8-A**  
**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Colfax Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation or Organization)

**54-1887631**  
(I.R.S. Employer Identification No.)

**8730 Stony Point Parkway, Suite 150**

**Richmond, VA**  
(Address of principal executive officers)

**23235**  
(Zip Code)

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

**Title of each class**

**Name of each exchange on which**

**to be so registered**

**Common Stock, \$0.001 par value per share**

**each class is to be registered**

**New York Stock Exchange, Inc.**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.  x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.  "

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Securities Act registration statement file number to which this form relates: 333-148486

Securities to be registered pursuant to Section 12(g) of the Act: None.

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

The description of the common stock, par value \$0.001 per share (the "Common Stock"), of Colfax Corporation (the "Company"), included under the caption "Description of Capital Stock" in the prospectus forming a part of the Company's registration statement on Form S-1, which was originally filed with the Securities and Exchange Commission (the "Commission") on January 4, 2008, as amended (Registration No. 333-148486) (including any subsequent amendments, the "Registration Statement"), is incorporated by reference into this registration statement. The prospectus to be filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, relating to the Registration Statement, shall be deemed to be incorporated by reference into this registration statement.

**Item 2. Exhibits.**

Not applicable.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Colfax Corporation

Date: May 5, 2008

By: /s/ John A. Young  
John A. Young

President and Chief Executive Officer