

Colfax CORP  
Form 4  
May 14, 2008

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**RALES MITCHELL P**

(Last) (First) (Middle)

2099 PENNSYLVANIA AVENUE, N.W., 12TH FLOOR

(Street)

WASHINGTON, DC 20006

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**05/13/2008**

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
Series A Convertible Preferred Stock, par value \$.001	05/13/2008		D <sup>(1)</sup>		4,571.0175	D	0
Common Stock, par value \$.001	05/13/2008		A <sup>(1)</sup>		253,945	A	\$ 18 9,380,167
Common Stock, par value \$.001	05/13/2008		S		253,945	D	\$ 18 9,126,222

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Series A Convertible Preferred Stock, par value \$.001	05/13/2008	J <sup>(2)</sup>	130,964.811	D	(2)	0	I <sup>(3)</sup>	By Colfax Capital Corporation
Common Stock, par value \$.001	05/13/2008	J <sup>(2)</sup>	7,275,823	A	\$ 18	7,275,823	I <sup>(3)</sup>	By Colfax Capital Corporation
Common Stock, par value \$.001	05/13/2008	S	7,275,823	D	\$ 18	0	I <sup>(3)</sup>	By Colfax Capital Corporation
Series A Convertible Preferred Stock, par value \$.001	05/13/2008	J <sup>(4)</sup>	34,677.982	D	(4)	0	I <sup>(3)</sup>	By Janalia Corporation
Common Stock, par value \$.001	05/13/2008	J <sup>(4)</sup>	1,926,555	A	\$ 18	1,926,555	I <sup>(3)</sup>	By Janalia Corporation
Common Stock, par value \$.001	05/13/2008	S	1,926,555	D	\$ 18	0	I <sup>(3)</sup>	By Janalia Corporation
Common Stock, par value \$.001						19,388	I <sup>(3)</sup>	By Capital Yield Corporation

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RALES MITCHELL P 2099 PENNSYLVANIA AVENUE N.W., 12TH FLOOR WASHINGTON, DC 20006	X	X		

## Signatures

/s/ Thomas M. O' Brien,  
Attorney-in-Fact

05/14/2008

\_\_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) 4,571.0175 shares of Series A Convertible Preferred Stock owned by the reporting person converted automatically into 253,945 shares of the issuer's Common Stock upon the closing of the issuer's initial public offering.
- (2) 130,964.811 shares of Series A Convertible Preferred Stock owned indirectly by the reporting person converted automatically into 7,275,823 shares of the issuer's Common Stock upon the closing of the issuer's initial public offering. The conversion is eligible for the exemption provided by Rule 16b-7 promulgated under the Securities Exchange Act of 1934.
- (3) These shares are held by an entity of which Mitchell P. Rales and Steven M. Rales are the sole stockholders. The reporting person disclaims beneficial ownership of these securities to the extent that they are beneficially owned by Steven M. Rales.
- (4) 34,677.982 shares of Series A Convertible Preferred Stock owned indirectly by the reporting person converted automatically into 1,926,555 shares of the issuer's Common Stock upon the closing of the issuer's initial public offering. The conversion is eligible for the exemption provided by Rule 16b-7 promulgated under the Securities Exchange Act of 1934.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.