

Colfax CORP  
Form 4  
February 12, 2015

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RALES MITCHELL P**

(Last) (First) (Middle)

**2200 PENNSYLVANIA  
AVENUE,, NW, SUITE 800W**

(Street)

**WASHINGTON, DC 20037**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/10/2015**

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, par value \$.001  | 02/10/2015                           |                                                    | P                              |                                                                   | 455,000 | A \$<br>46.12<br>(1) | 455,000                                                                                       | I                                                        | By Colfax Capital Corporation (2)                     |
| Common Stock, par value \$.001  | 02/11/2015                           |                                                    | P                              |                                                                   | 45,000  | A \$<br>47.62<br>(3) | 500,000                                                                                       | I                                                        | By Colfax Capital Corporation (2)                     |
| Common Stock, par value \$.001  |                                      |                                                    |                                |                                                                   |         |                      | 10,311,261                                                                                    | D                                                        |                                                       |

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|                                         |           |   |                                                            |
|-----------------------------------------|-----------|---|------------------------------------------------------------|
| Common<br>Stock, par<br>value<br>\$.001 | 1,000,000 | I | Through the<br>Mitchell P.<br>Rales<br>Family Trust<br>(4) |
| Common<br>Stock, par<br>value<br>\$.001 | 19,388    | I | By Capital<br>Yield<br>Corporation<br>(2)                  |
| Common<br>Stock, par<br>value<br>\$.001 | 2,700     | I | By MPR, as<br>custodian<br>for<br>daughters                |
| Common<br>Stock, par<br>value<br>\$.001 | 11,500    | I | By trust for<br>daughter                                   |
| Common<br>Stock, par<br>value<br>\$.001 | 28,000    | I | By spouse<br>(5)                                           |

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                          | Relationships |           |         |       |
|-----------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                         | Director      | 10% Owner | Officer | Other |
| RALES MITCHELL P<br>2200 PENNSYLVANIA AVENUE,<br>NW, SUITE 800W<br>WASHINGTON, DC 20037 | X             |           |         |       |

## Signatures

/s/ Mitchell P.  
Rales

02/12/2015

\*\*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 price reported is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$45.98 to \$46.66, inclusive. The reporting person undertakes to provide to Colfax Corporation, any security holder of Colfax Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (3).

(2) 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.

(3) The price reported is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$47.26 to \$47.76, inclusive.

(4) The reporting person is a trustee of the Mitchell P. Rales Family Trust.

(5) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. Neither this filing nor anything contained herein shall be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 13 of the Securities Exchange Act of 1934 or otherwise.

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.