

Colfax CORP
Form 4
February 12, 2014

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)
02/12/2014

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	02/12/2014		C		12,173,291	A	(1)
					16,253,576	I	(2)

See remarks below

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)

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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 Underlying Securities (Instr. 3 and 4)	Amount	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Number of Shares
Series A Perpetual Convertible Preferred Stock	\$ 27.93	02/12/2014		C	13,877,522	(3)	(3)	Common Stock	12,17

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)

02/12/2014

**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) BDT CF Acquisition Vehicle, LLC converted 13,877,522 shares of Series A Perpetual Convertible Preferred Stock on February 12, 2014 at a conversion rate equal to 114% of the \$24.50 per share liquidation preference (or \$27.93 per share), thereby acquiring 12,173,291 shares of Common Stock.
 - (2) Does not include 167,626 shares of Common Stock owned by an employee investment vehicle, as described below in the Remarks.
 - (3) The shares of Series A Perpetual Convertible Stock were convertible into shares of Common Stock at any time and had no expiration date.

Remarks:

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