

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **May 18, 2011**

Colfax Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34045
(Commission
File Number)

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

8170 Maple Lawn Boulevard, Suite 180
Fulton, MD 20759
(Address of Principal Executive Offices) (Zip Code)

(301) 323-9000
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 18, 2011, Colfax Corporation (the “Company”) held its 2011 Annual Meeting of Stockholders (the “Annual Meeting”), at which four proposals were submitted to the Company’s stockholders. The proposals are described in detail in the Company’s Proxy Statement for the Annual Meeting filed with the Securities and Exchange Commission on April 15, 2011. The final results for each proposal are set forth below.

Proposal 1: Election of Directors

The Company’s stockholders elected eight directors to the Company’s Board of Directors, to hold office until the next annual meeting of stockholders and until their respective successors are elected and qualified. The votes regarding this proposal were as follows:

| | Votes For | Votes Against | Abstain | Broker non-votes |
|-----------------------|------------|---------------|---------|------------------|
| Mitchell P. Rales | 39,133,160 | 248,482 | 2,910 | 2,254,300 |
| Clay H. Kiefaber | 39,215,996 | 165,646 | 2,910 | 2,254,300 |
| Patrick W. Allender | 38,534,084 | 847,358 | 3,110 | 2,254,300 |
| Joseph O. Bunting III | 39,162,421 | 218,921 | 3,210 | 2,254,300 |
| Thomas S. Gayner | 38,391,344 | 990,298 | 2,910 | 2,254,300 |
| Rhonda L. Jordan | 39,281,384 | 100,257 | 2,911 | 2,254,300 |
| A. Clayton Perfall | 39,308,876 | 72,826 | 2,850 | 2,254,300 |
| Rajiv Vinnakota | 39,309,266 | 72,676 | 2,610 | 2,254,300 |

Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm

The Company’s stockholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2011. The votes regarding this proposal were as follows:

| Votes For | Votes Against | Abstain | Broker non-votes |
|------------|---------------|---------|------------------|
| 41,543,795 | 84,049 | 11,008 | — |

Proposal 3: Advisory Vote On Executive Compensation

The Company’s stockholders approved, by non-binding advisory vote, the compensation of the Company’s named executive officers. The votes regarding this proposal were as follows:

| Votes For | Votes Against | Abstain | Broker non-votes |
|------------|---------------|---------|------------------|
| 39,068,355 | 310,386 | 5,811 | 2,254,300 |

Proposal 4: Advisory Vote On the Frequency of Future Advisory Votes On Executive Compensation

The Company’s stockholders voted, on a non-binding advisory basis, on the frequency of future advisory votes on the compensation of the Company’s named executive officers. The votes regarding this proposal were as follows:

| 3 Years | 2 Years | 1 Year | Abstain |
|------------|-----------|------------|---------|
| 26,973,959 | 2,009,607 | 10,377,929 | 23,057 |

The Board will evaluate the results of such non-binding advisory vote regarding the frequency of future advisory votes on executive compensation at an upcoming meeting and make a determination as to whether the Company will submit future non-binding advisory votes on executive compensation for consideration by stockholders every three, two, or one years. The Company will amend this Current Report on Form 8-K to provide information regarding such determination.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Colfax Corporation

Date: May 19, 2011

By: /s/ C. SCOTT BRANNAN
Name: C. Scott Brannan
Title: Senior Vice President, Finance and Chief Financial Officer
