

---

---

**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): August 6, 2008

---

**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.)

**8730 Stony Point Parkway, Suite 150**  
**Richmond, VA 23235**  
(Address of Principal Executive Offices) (Zip Code)

**(804) 560-4070**  
(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))
- 
-

---

**Section 7 – Regulation FD**

**Item 7.01 Regulation FD Disclosure.**

Attached hereto as Exhibit 99.1 and incorporated herein by reference are slides to be used by Colfax Corporation for investor presentations.

---

**Section 9 – Financial Statements and Exhibits.**

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

99.1 Colfax Corporation investor presentation slides, furnished pursuant to Item 7.01.

**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: August 7, 2008

By: /s/ JOHN A. YOUNG

Name: John A. Young

Title: President and Chief Executive Officer

99.1 Colfax Corporation investor presentation slides.



**Investor Presentation  
August 2008**





## Forward Looking Statements

---

The following information contains forward-looking statements, including forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements include, but are not limited to, statements concerning Colfax's plans, objectives, expectations and intentions and other statements that are not historical or current facts. Forward-looking statements are based on Colfax's current expectations and involve risks and uncertainties that could cause actual results to differ materially from those expressed or implied in such forward-looking statements. Factors that could cause Colfax's results to differ materially from current expectations include, but are not limited to factors detailed in Colfax's Registration Statement on Form S-1 under the caption "Risk Factors" and other reports filed with the U.S. Securities and Exchange Commission. In addition, these statements are based on a number of assumptions that are subject to change. This presentation speaks only as of this date. Colfax disclaims any duty to update the information herein.



# Company Overview

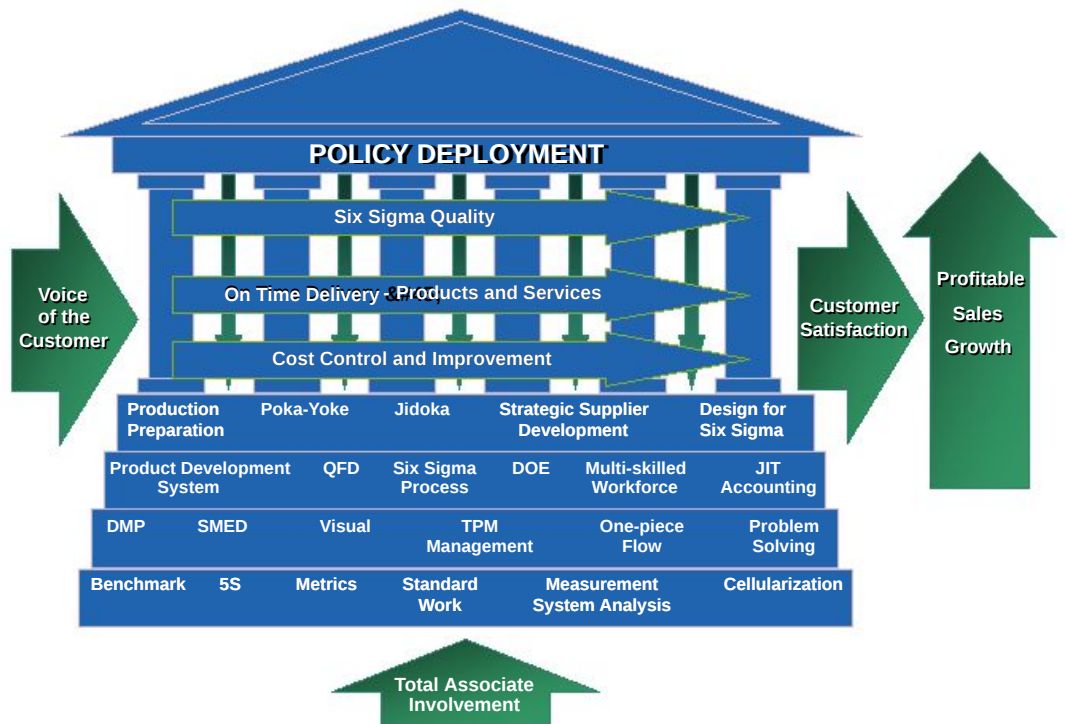
- 2007 Revenue of \$506.3mm
- ~2,000 associates worldwide
- 16 principal production facilities in 7 countries
- Over 300 direct sales and marketing associates
- More than 450 authorized distributors in 79 countries
- Headquartered in Richmond, VA

Products					
2 & 3 Screw Pumps	Centrifugal Pumps	Progressive Cavity Pumps	Fluid Handling Systems	Precision Gear Pumps	Specialty Valves
					
End Markets					
Commercial Marine	Oil & Gas	Power Generation	Global Navy	General Industrial	
					

**Colfax is Strategically Focused on Serving Key Infrastructure End Markets in the Fluid Handling Industry**



- Derived from the proven Danaher Business System
- Utilize Voice of the Customer (“VOC”) to target breakthrough growth initiatives, new products and applications
- Conduct root-cause analysis, develop process improvements and implement sustainable systems
- Culture of continuous improvement
- All aspects of operations and strategic planning



***CBS is How We Manage Our Business and Has Been The Key Driver to Our Success***



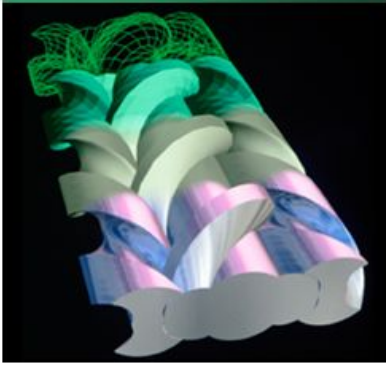
## Investment Highlights

---

- Global leader in specialty fluid handling products
- Proven application expertise in solving critical customer needs
- Serving fast growing infrastructure driven end markets
- Leading brand names generating aftermarket sales and services
- Experienced management team in place to grow organically and through strategic acquisition
- Significant insider ownership

*Consistent Track Record of Driving Profitable Organic Sales Growth*

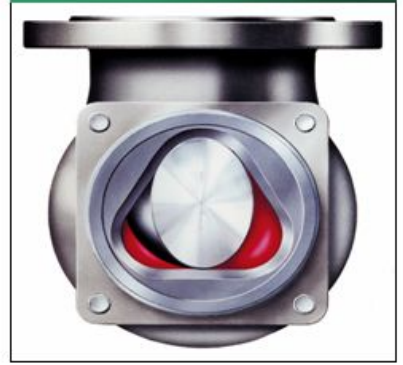
2 and 3 Screw Pumps



Centrifugal Pumps



Progressive Cavity Pumps



Fluid Handling Systems



Precision Gear Pumps



Specialty Valves

*Well Recognized Brands Across Served Markets*

## Situation Analysis

- Customer building new pipeline to transport crude oil from Karama oil field in western Egypt to base production facility onto Sumed pipeline for storage and further transfer

## Colfax Solution

- Turn-key solution - design, build, install, commission three identical skid packages
  - Warren chosen because of versatility in handling crude oil applications
- Shipped, installed and commissioned in early 2006
- Follow-on order shipped in December 2007 with a subsequent order booked in 2Q08



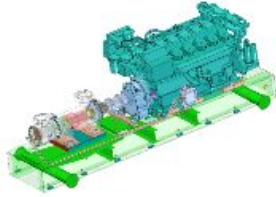
## Situation Analysis

- Customer contracted to design / build critical auxiliary system components for a new Finnish 1.6 GW nuclear power plant

## Colfax Solution

- Turn-key solution - design, build, install large lube oil skid system
  - Allweiler chosen because of technical competency
- Shipped in November 2007 and to be commissioned at start-up in 2010





Gas Engine Pump Skid



Allweiler's ALLTRIMM



Warren's Vertical Submersible Bitumen Pump

## Example: Commercial Marine

### End-user Problem:

- Stricter environmental standards regarding inadvertent discharge of oily water in port resulting in large fines to ship owners

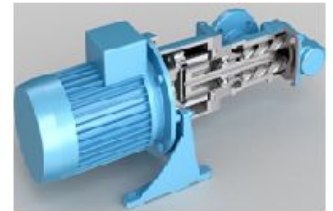
### Colfax Solution:

- Introduced Imo magnetic drive pump to eliminate seal leakages
- Developing integrated fluid handling system with sensors designed to proactively alert ship engineer of a leak

Control Unit Leakage Sensor

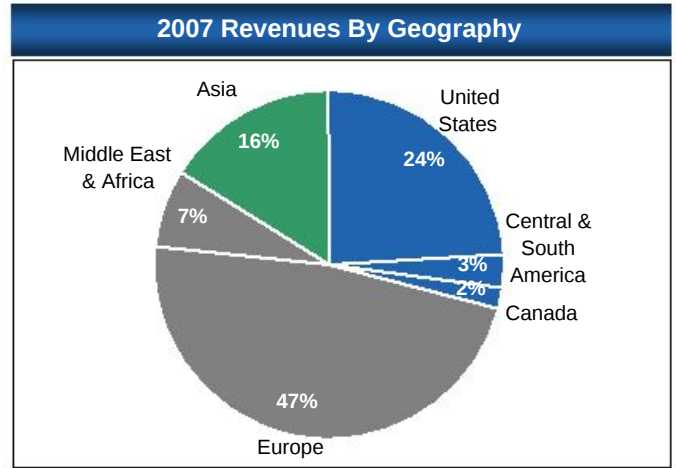
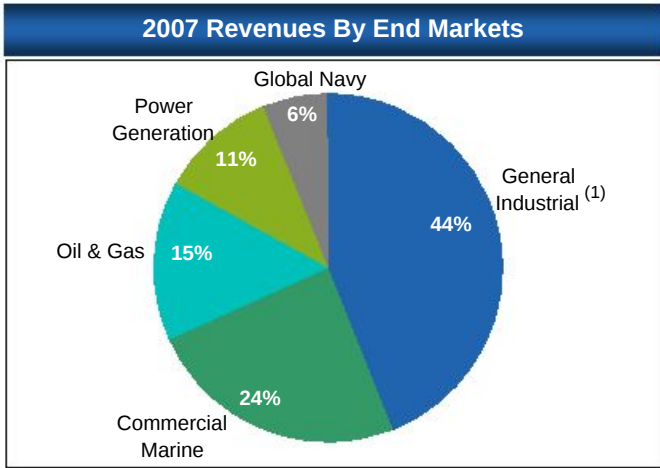


Imo's ACG Optiline



*Driven by VOC, Examples of New Products Introduced in 2007*

# Large and Diverse Customer Base and End Markets



## Blue Chip Customers



**SIEMENS**



**GENERAL DYNAMICS**



**HYUNDAI**  
HEAVY INDUSTRIES CO. LTD.


**Blue Chip Customer Base with No Single Customer Representing More Than 3% of Sales in 2007**

(1) Includes Distribution (11%), Chemical Processing (6%), Building Products (4%), Machinery Support (3%), Wastewater (2%), Heat Transfer (2%), Pulp and Paper (1%), Diesel Engines (1%) and Other (14%).





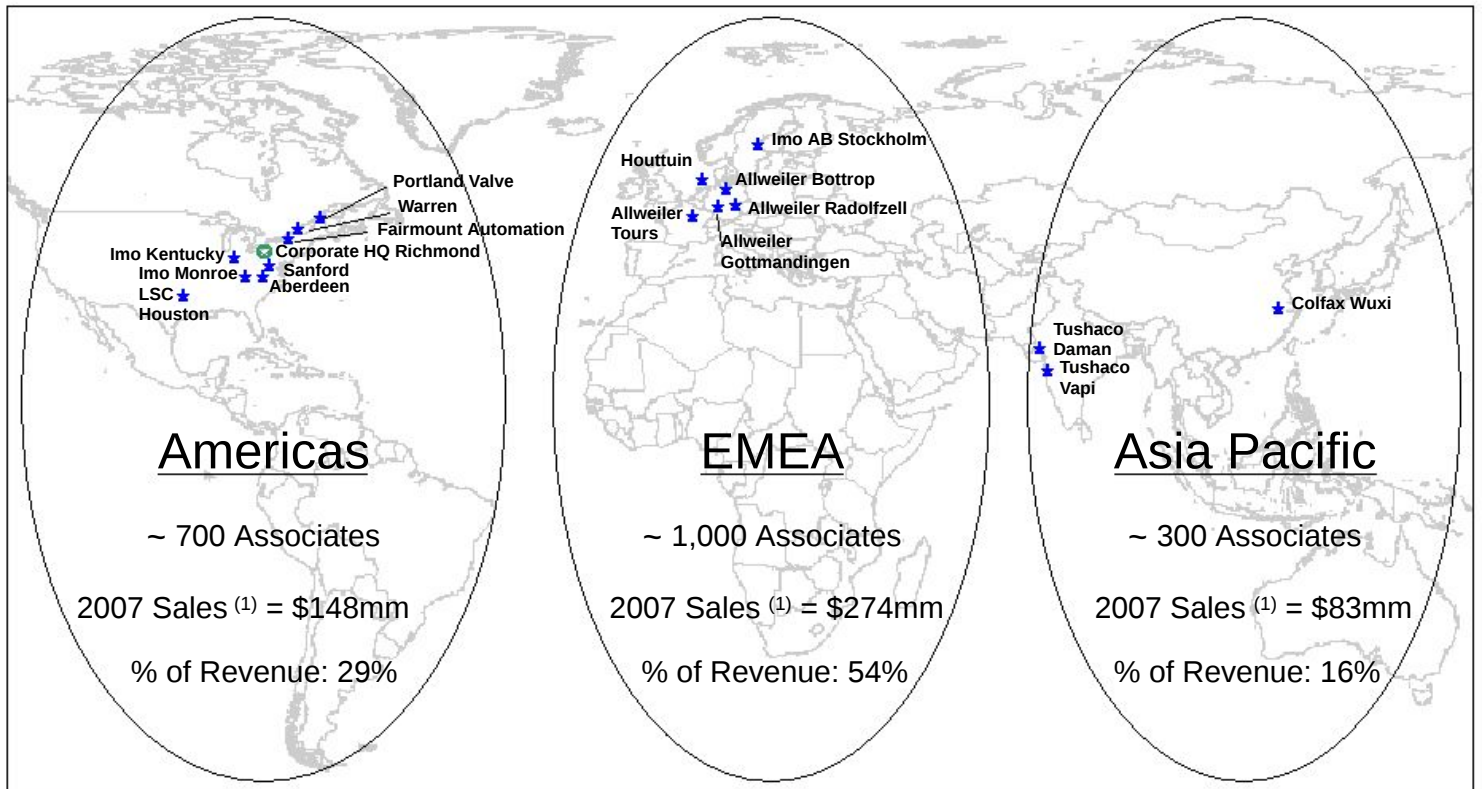
# Serving Fast Growing Infrastructure Driven End Markets

	Estimated Market Size	Market Expectations
<b>Commercial Marine</b> 	~\$2.0bn	<ul style="list-style-type: none"><li>▪ Growth in international trade and high demand for crude oil should continue to create demand for container ships, bulk carriers, tankers and supply vessels</li></ul>
<b>Oil &amp; Gas</b> 	~\$3.8bn	<ul style="list-style-type: none"><li>▪ Activity within the global crude oil market to remain favorable as capacity constraints and increased global demand keep crude oil prices elevated which drives further development of heavy oil fields where Colfax products excel</li></ul>
<b>Power Generation</b> 	~\$2.2bn	<ul style="list-style-type: none"><li>▪ Activity in Asia and the Middle East to be robust as economic growth and a fundamental under supply of power generation capacity continues to drive significant investment in energy infrastructure projects</li><li>▪ Efficiency improvements will continue to drive demand in the world's developed economies</li></ul>
<b>Global Navy</b> 	~\$0.3bn	<ul style="list-style-type: none"><li>▪ In the U.S., we expect Congress to continue to appropriate funds for new ship construction for the next generation of naval vessels as older classes are decommissioned. Sovereign nations outside of the U.S. will continue to expand their fleets as they address national security concerns</li></ul>
<b>General Industrial</b> 	~\$23.4bn	<ul style="list-style-type: none"><li>▪ Global infrastructure development will continue to drive increased capital investment and will benefit local suppliers as well as international exporters of fluid handling equipment</li></ul>

***Favorable Long Term Demand Driven by Global Infrastructure Build***



# Extensive Global Sales, Distribution and Manufacturing Footprint



**Expanding Global Footprint Allows Us to Serve Fast Growing, Developing Markets**

(1) Sales figures reflect sales destination. Excludes sales of \$1mm to other destinations.



## Target Fast Growing Regions

- Capitalize on growth opportunities by offering regionally developed products and solutions
  - Standard packages of Imo & Allweiler products produced at our greenfield, Wuxi China facility for Commercial Marine
- Continue to invest in sales and marketing capabilities to more effectively serve local Asia Pacific markets
- Leverage application expertise to design fluid handling solutions that cater to heavy crude oil exploration in Latin America, Middle East and Russia
- Utilize Indian / Chinese low cost manufacturing to supply components to other Colfax business units

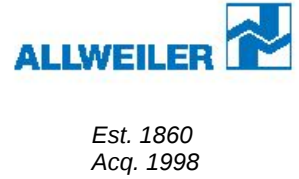


Shanghai, China



Assam, India

- Product history dating back to 1860 provides large installed base
- High quality, reliable products used in critical applications
- Tendency for customers to replace “like for like” products
- Significant aftermarket demand for replacement products, spare parts and repair & maintenance services



*Approximately 25% of Revenues were Derived from Aftermarket Sales and Services in 2007*



## Continue to Pursue Strategic Acquisitions that Complement Our Platform

### Acquisition Initiatives

- Continue to proactively engage with highly strategic targets
- Product, market and geographically focused searches
- Evaluate opportunistic bolt-on companies
- Pursue adjacent fluid handling acquisitions

### Acquisition Criteria

- Acquire companies in the fluid handling industry
- Strong brand name recognition
- Leading market position
- Differentiated product technology / highly engineered product
- Complementary end market / geographic focus
- Attain double digit return on investment in the 3<sup>rd</sup> year

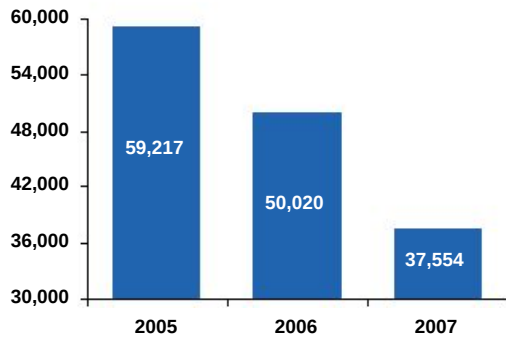
*Effective Selection and Integration of 12 Acquisitions Since 1995*



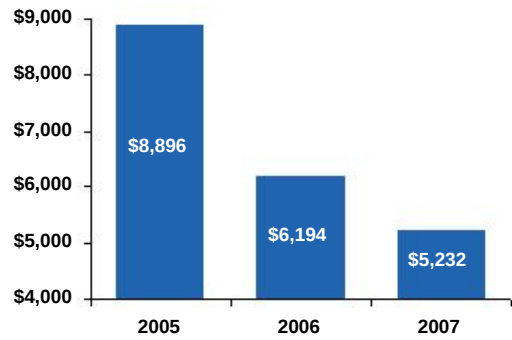
## Asbestos Update

- Claims arise from purchased components previously included in our products
- Significant solvent insurance coverage
- Bad faith lawsuit against insurance carriers increases costs in near term
- Estimated annual liability and related defense costs of \$5 - \$7 million before potential insurance asset adjustments

Unresolved Claims



Average Cost of Resolved Claims





## IPO Summary

---

<b>Date</b>	<ul style="list-style-type: none"><li>▪ Began trading May 8, 2008</li><li>▪ Completed offering May 13, 2008</li></ul>
<b>IPO Price</b>	<ul style="list-style-type: none"><li>▪ \$18.00 per share</li></ul>
<b>Shares Sold</b>	<ul style="list-style-type: none"><li>▪ 21.6 million shares sold (11.9 million primary / 9.7 million secondary)</li><li>▪ 44.0 million shares outstanding post offering</li></ul>
<b>Use of Proceeds</b>	<ul style="list-style-type: none"><li>▪ Primarily to repay a portion of existing debt, effective redemption of preferred stock through conversion and sale of common, pay dividends and general corporate purposes</li></ul>
<b>Net Proceeds</b>	<ul style="list-style-type: none"><li>▪ \$193.0 million</li></ul>
<b>Key Ownership</b>	<ul style="list-style-type: none"><li>▪ Founders Mitchell P. Rales and Steven M. Rales own ~44%</li><li>▪ Mitchell P. Rales is Chairman</li></ul>

---

---

## ***Financial Overview***



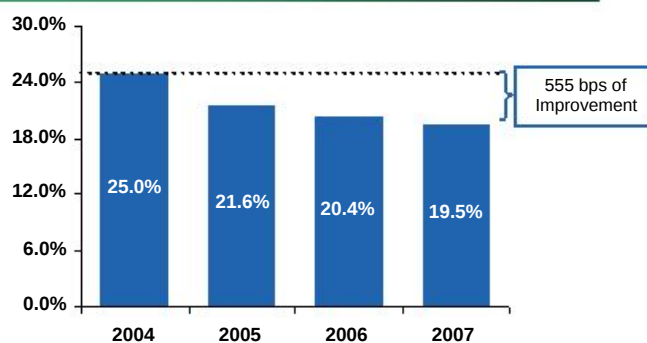
# Financial Performance Overview

## Revenue



	2004	2005	2006	2007
Existing Businesses	--	5.4%	11.8%	13.5%
Acquisitions	--	6.1%	1.4%	8.0%
FX Translation	--	0.1%	0.8%	7.1%
<b>Total Growth</b>	--	<b>11.6%</b>	<b>13.9%</b>	<b>28.6%</b>

## SG&A as a % of Revenue

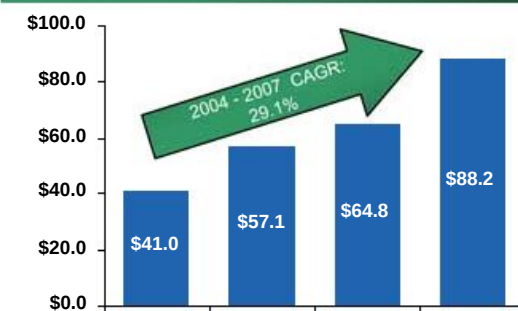


## EBITDA



Year	% Margin
2004	22.0%
2005	11.5%
2006	7.5%
2007	27.4%

## Adjusted EBITDA <sup>(1)</sup>



Year	% Margin
2004	13.2%
2005	16.5%
2006	16.5%
2007	17.4%

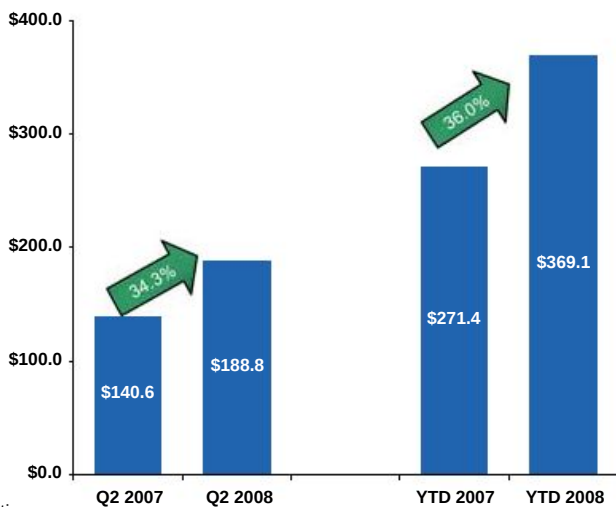
Note: Dollars in millions. Refer to the Appendix for the Non-GAAP reconciliation.

(1) Excludes legacy asbestos related expenses (income) of \$29.4mm, \$18.1mm, \$33.8mm, and (\$50.3mm) in 2004, 2005, 2006 and 2007 respectively. Excludes discontinued operations expenses (income) of (\$56.5mm), (\$0.6mm) and \$1.4mm in 2004, 2005 and 2006 respectively.



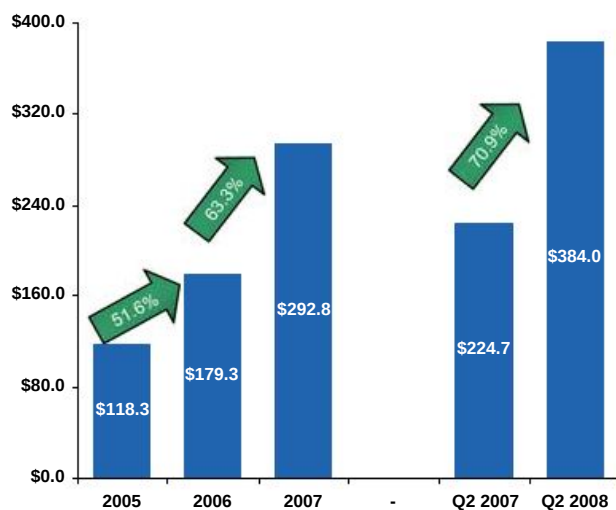
# Historical Orders & Backlog

## Orders



	Q2 2007	Q2 2008	YTD 2007	YTD 2008
Existing Businesses	--	18.8%	--	21.4%
Acquisitions	--	3.1%	--	2.4%
FX Translation	--	12.4%	--	12.2%
<b>Total Growth</b>	--	<b>34.3%</b>	--	<b>36.0%</b>

## Backlog



	Q2 2007	Q2 2008
	--	47.8%
	--	5.5%
	--	17.6%
	--	<b>70.9%</b>

**Accelerating Order and Backlog Growth**

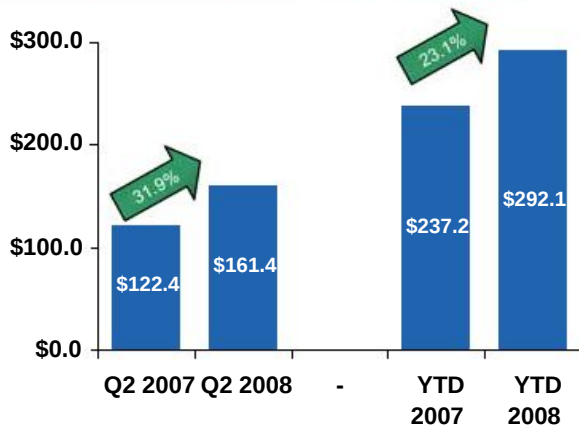
Note: Dollars in millions.





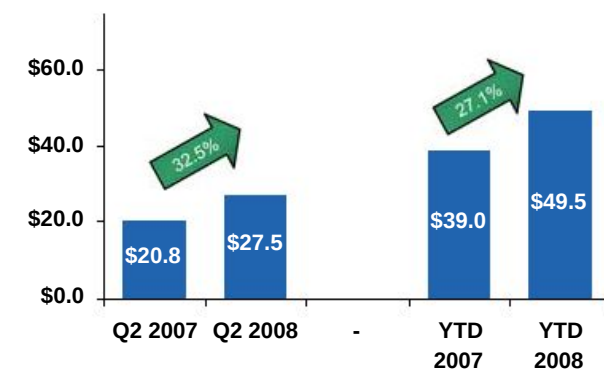
# Financial Performance Overview

## Revenue



Existing Businesses	--	18.3%	--	10.5%
Acquisitions	--	0.8%	--	1.5%
FX Translation	--	12.7%	--	11.2%
<b>Total Growth</b>		<b>31.9%</b>		<b>23.1%</b>

## Adjusted EBITDA



% Margin	17.0%	17.0%	16.4%	16.9%
----------	-------	-------	-------	-------

**Consistent Track Record of Profitable Sales Growth**

Note: Dollars in millions. Refer to the Appendix for the Non-GAAP reconciliation.



## Income Statement Summary

	Six Months Ended		Delta	
	6/27/2008	6/29/2007	\$	%
Orders	\$369.1	\$271.4	\$97.7	36.0%
Sales	\$292.1	\$237.2	\$54.9	23.1%
Gross Profit	\$105.0	\$81.9	\$23.1	28.2%
% of Sales	35.9%	34.5%		
Adjusted SG&A Expense	\$60.2	\$48.5	\$11.7	24.1%
R&D Expense	\$3.0	\$2.1	\$0.9	42.9%
Adjusted Operating Income	\$41.9	\$31.3	\$10.6	33.8%
% of Sales	14.3%	13.2%		
Adjusted EBITDA	\$49.5	\$39.0	\$10.5	27.1%
% of Sales	16.9%	16.4%		
Adjusted Net Income	\$24.0	\$16.7	\$7.3	43.9%
% of Sales	8.2%	7.0%		

**Long Term Goals: Annual Sales of \$1 Billion, Gross Profit Margin of 40% & EBITDA Margin of 20%**

Note: Dollars in millions. Refer to the Appendix for the Non-GAAP reconciliation.



## Well Positioned for the Future



---

## ***Appendix***



## Non-GAAP Reconciliation

	Three Months Ended		Six Months Ended	
	June 27, 2008	June 29, 2007	June 27, 2008	June 29, 2007
<b>EBITDA</b>				
Net (loss) income	\$ (31,399)	\$ 4,841	\$ (24,601)	\$ 10,879
Interest expense	3,236	4,458	7,733	9,216
(Benefit) provision for income taxes	(12,679)	3,049	(9,101)	6,999
Depreciation and amortization	3,955	4,185	7,650	7,683
EBITDA	<u>\$ (36,887)</u>	<u>\$ 16,533</u>	<u>\$ (18,319)</u>	<u>\$ 34,777</u>
EBITDA margin	-22.9%	13.5%	-6.3%	14.7%
<b>Adjusted EBITDA</b>				
Net (loss) income	\$ (31,399)	\$ 4,841	\$ (24,601)	\$ 10,879
Interest expense	3,236	4,458	7,733	9,216
(Benefit) provision for income taxes	(12,679)	3,049	(9,101)	6,999
Depreciation and amortization	3,955	4,185	7,650	7,683
Initial public offering related costs	57,017	-	57,017	-
Legacy legal adjustment	4,131	-	4,131	-
Asbestos liability and defense (income) costs	(715)	558	(437)	(1,747)
Asbestos coverage litigation expense	3,970	3,678	7,109	5,931
Adjusted EBITDA	<u>\$ 27,516</u>	<u>\$ 20,769</u>	<u>\$ 49,501</u>	<u>\$ 38,961</u>
Adjusted EBITDA margin	17.0%	17.0%	16.9%	16.4%

Note: Dollars in thousands.



## Non-GAAP Reconciliation

	Three Months Ended		Six Months Ended	
	June 27, 2008	June 29, 2007	June 27, 2008	June 29, 2007
<b>Adjusted Net Income and Adjusted Earnings per Share</b>				
Net (loss) income	\$ (31,399)	\$ 4,841	\$ (24,601)	\$ 10,879
Initial public offering related costs	57,017	-	57,017	-
Legacy legal adjustment	4,131	-	4,131	-
Asbestos liability and defense (income) costs	(715)	558	(437)	(1,747)
Asbestos coverage litigation expense	3,970	3,678	7,109	5,931
Interest adjustment to effect IPO at beginning of period	725	1,636	2,302	3,250
Tax adjustment to 34% effective rate	(19,836)	(1,630)	(21,484)	(1,607)
Adjusted net income	<u>\$ 13,893</u>	<u>\$ 9,083</u>	<u>\$ 24,037</u>	<u>\$ 16,706</u>
Adjusted net income margin	8.6%	7.4%	8.2%	7.0%
Shares outstanding at closing of IPO	44,006,026	44,006,026	44,006,026	44,006,026
Adjusted net income per share - basic	<u>\$ 0.32</u>	<u>\$ 0.21</u>	<u>\$ 0.55</u>	<u>\$ 0.38</u>
Net (loss) income per share-basic and diluted in accordance with GAAP	<u>\$ (1.01)</u>	<u>\$ 0.22</u>	<u>\$ (0.99)</u>	<u>\$ 0.50</u>
<b>Adjusted Operating Income</b>				
Operating (loss) income	\$ (40,842)	\$ 12,348	\$ (25,969)	\$ 27,094
Initial public offering related costs	57,017	-	57,017	-
Legacy legal adjustment	4,131	-	4,131	-
Asbestos liability and defense (income) costs	(715)	558	(437)	(1,747)
Asbestos coverage litigation expense	3,970	3,678	7,109	5,931
Adjusted operating income	<u>\$ 23,561</u>	<u>\$ 16,584</u>	<u>\$ 41,851</u>	<u>\$ 31,278</u>
Adjusted operating income margin	14.6%	13.5%	14.3%	13.2%

Note: Dollars in thousands, except per share amounts.



## Non-GAAP Reconciliation

	2007	2006	2005	2004
<b>EBITDA</b>				
Net (loss) income	\$ 64,882	\$ 94	\$ 12,247	\$ 57,306
Interest expense	19,246	14,186	9,026	6,918
(Benefit) provision for income taxes	39,147	3,866	6,907	(6,010)
Depreciation and amortization	15,239	11,481	11,430	9,872
EBITDA	<u>\$ 138,514</u>	<u>\$ 29,627</u>	<u>\$ 39,610</u>	<u>\$ 68,086</u>
<b>Adjusted EBITDA</b>				
Net income	\$ 64,882	\$ 94	\$ 12,247	\$ 57,306
Interest expense	19,246	14,186	9,026	6,918
Provision (benefit) for income taxes	39,147	3,866	6,907	(6,010)
Depreciation and amortization	15,239	11,481	11,430	9,872
Legacy Asbestos (income) expenses	(50,346)	33,816	18,112	29,412
Discontinued operations expense (income)	-	1,397	(616)	(56,489)
Adjusted EBITDA	<u>\$ 88,168</u>	<u>\$ 64,840</u>	<u>\$ 57,106</u>	<u>\$ 41,009</u>

Note: Dollars in thousands



## Non-GAAP Reconciliation

	Six Months Ended	
	6/27/2008	6/29/2007
<b>Adjusted Selling, General and Administrative Expenses</b>		
Selling, general and administrative expenses	\$ 64,283	\$ 48,516
Legacy legal adjustment <sup>(1)</sup>	(4,131)	-
Adjusted selling, general and administrative expenses	<u>\$ 60,152</u>	<u>48,516</u>

*Note: Dollars in thousands.*

*(1) Charge related to a non-asbestos product liability case.*





## Non-GAAP Reconciliation

	<u>Sales</u>		<u>Orders</u>	
	<u>\$</u>	<u>%</u>	<u>\$</u>	<u>%</u>
<b>Three Months Ended June 29, 2007</b>	<b>\$ 122.4</b>		<b>\$ 140.6</b>	
<i>Components of Growth:</i>				
Organic Growth from Existing Businesses	22.4	18.3%	26.5	18.8%
Acquisitions	1.0	0.8%	4.3	3.1%
Foreign Currency Translation	15.6	12.7%	17.4	12.4%
Total Growth	<u>39.0</u>	31.9%	<u>48.2</u>	34.3%
<b>Three Months Ended June 27, 2008</b>	<b><u>\$ 161.4</u></b>		<b><u>\$ 188.8</u></b>	
	<u>Sales</u>		<u>Orders</u>	
	<u>\$</u>	<u>%</u>	<u>\$</u>	<u>%</u>
<b>Six Months Ended June 29, 2007</b>	<b>\$ 237.2</b>		<b>\$ 271.4</b>	
<i>Components of Growth:</i>				
Organic Growth from Existing Businesses	24.8	10.5%	58.1	21.4%
Acquisitions	3.5	1.5%	6.4	2.4%
Foreign Currency Translation	26.6	11.2%	33.2	12.2%
Total Growth	<u>54.9</u>	23.1%	<u>97.7</u>	36.0%
<b>Six Months Ended June 27, 2008</b>	<b><u>\$ 292.1</u></b>		<b><u>\$ 369.1</u></b>	

Note: Dollars in millions.