

**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): March 7, 2022

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.)

2711 Centerville Road, Suite 400
Wilmington, DE 19808
(Address of principal executive offices) (Zip Code)

(302) 252-9160
(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 (see General Instruction A.2. below):

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	CFX	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by checkmark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Director Appointments

On March 7, 2022, the Board of Directors (the “Board”) of Colfax Corporation (the “Company” or “Colfax”) appointed Angela S. Lalor, Dr. Christine Ortiz and Brady R. Shirley to serve as directors of the Company, effective upon consummation of the previously announced separation of the Company’s existing fabrication technology business, which will operate as ESAB Corporation (the “Separation”). Following the Separation, the Company will change its name to Enovis Corporation and continue to operate the Company’s specialty medical technology business.

On March 10, 2022, the Board appointed Barbara W. Bodem to serve as a director of the Company, effective upon consummation of the Separation.

Ms. Lalor will serve as a member of the Compensation and Human Capital Management Committee of the Board, Dr. Ortiz will serve as a member of the Nominating and Corporate Governance Committee of the Board and Ms. Bodem will serve as a member of the Audit Committee of the Board.

Ms. Lalor, Dr. Ortiz and Ms. Bodem will participate in the Company’s director compensation package for non-employee directors described in the Company’s definitive proxy statement filed with the SEC on April 1, 2021. Mr. Shirley will not receive any additional compensation for his service as a director.

Each of Ms. Lalor, Dr. Ortiz, Mr. Shirley and Ms. Bodem will also enter into an indemnification agreement with the Company, the form of which is disclosed as Exhibit 10.39 to the Company’s Annual Report on Form 10-K, filed on February 22, 2022 and is incorporated by reference herein.

The Board affirmatively determined that none of Ms. Lalor, Dr. Ortiz or Ms. Bodem has a material relationship with the Company or any of its consolidated subsidiaries (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company) and that each of Ms. Lalor, Dr. Ortiz and Ms. Bodem meets the requirements of an “independent director” as defined in Section 303A.02 of the NYSE’s Listed Company Manual for purposes of service on the Board. In addition, none of Ms. Lalor, Dr. Ortiz or Ms. Bodem has been a participant in any related person transactions required to be disclosed under Item 404(a) of Regulation S-K. Mr. Shirley is an employee and an executive officer of the Company, and accordingly does not meet the requirements of an independent director.

Director Resignations and Retirements

On March 7, 2022, Patrick W. Allender, Didier Teirlinck and Rhonda L. Jordan each notified the Board of their intention to resign as directors of the Company, effective upon consummation of the Separation, and Thomas S. Gayner notified the Company of his intention to retire from the Board, effective as of March 31, 2022. None of such announced resignations and retirements is due to any disagreement with the Company on any matter relating to the Company’s operations, policies or practices. It is anticipated that Messrs. Allender and Teirlinck and Ms. Jordan will be appointed as directors of ESAB Corporation in connection with the Separation.

On March 11, 2022, the Company issued a press release regarding such director appointments, resignations and retirements, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Completion of the Separation is subject to, among other things, the satisfaction of closing conditions, including obtaining final approval from the Board, satisfactory completion of financing, receipt of tax opinions and steps necessary to qualify the separation as a tax-free transaction, and receipt of regulatory approvals.

Cautionary Note Concerning Forward-Looking Statements

This Current Report on Form 8-K includes forward-looking statements, including forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Such forward-looking statements include but are not limited to statements concerning the Company’s plans, objectives, outlook, expectations and intentions, including the planned Separation and anticipated appointments and resignations from the Board in connection with such Separation, and other statements that are not historical or current facts. Forward-looking statements are based

on the Company'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 the Company's results to differ materially from current expectations include, but are not limited to, risks related to the impact of the COVID-19 global pandemic, including the rise, prevalence and severity of variants of the virus, actions by governments, businesses and individuals in response to the pandemic, such as the scope and duration of the outbreak, the nature and effectiveness of government actions and restrictive measures implemented in response; the war in the Ukraine and escalating geopolitical tensions as a result of Russia's invasion of the Ukraine; macroeconomic conditions; material delays and cancellations of medical procedures; supply chain disruptions; the impact on creditworthiness and financial viability of customers; risks relating to the Separation, including the final approval of the Separation by the Company's Board; the uncertainty of obtaining regulatory approvals and a favorable tax opinion; the Company's ability to satisfactorily complete steps necessary for the Separation and related transactions to be generally tax-free for U.S. federal income tax purposes; the ability to satisfy the necessary conditions to complete the Separation on a timely basis or at all, the ability to realize the anticipated benefits of the Separation; developments related to the impact of the COVID-19 pandemic on the Separation; and the financial and operating performance of each company following the Separation; other impacts on the Company's business and ability to execute business continuity plans; and the other factors described in the Company's reports filed with the U.S. Securities and Exchange Commission (the "SEC"), including its most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q under the caption "Risk Factors," as well as the other risks discussed in the Company's filings with the SEC. In addition, these statements are based on assumptions that are subject to change. This Current Report on Form 8-K speaks only as of the date hereof. The Company disclaims any duty to update the information herein.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy securities.

Item 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.

In connection with the proposed Separation of ESAB Corporation ("ESAB") from the Company and the reverse stock split of the Company's common stock following such Separation, at a ratio to be determined by the Board at a later date, certain changes will occur to the Colfax stock investment fund (the "Colfax Stock Fund") held in each of (i) the Colfax Corporation 401(k) Savings Plan Plus and (ii) The ESAB Group, Inc. 401(k) Retirement Savings Plan (collectively, the "Plans"). As a result of these changes, certain participants in the Plans and their beneficiaries will temporarily be unable to transfer funds into or out of the Colfax Stock Fund (the "blackout"). Colfax received notice of the blackout from the administrator of the Plans, as required by Section 101(i)(2)(E) of the Employee Retirement Income Security Act of 1974, as amended, on March 7, 2022.

On March 7, 2022, Colfax sent a notice (the "Blackout Notice") to its directors and its officers who are subject to Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"), and to ESAB's directors and officers who are or who will become subject to Section 16, informing them that a blackout for the Colfax Stock Fund will be imposed on certain participants in the Plans. The blackout is expected to begin on April 4, 2022 at 4:00 p.m. Eastern Time and to continue through April 29, 2022 (the "blackout period"). The corresponding restrictions applicable to Colfax's directors and Section 16 officers and ESAB's directors and Section 16 officers (as described below) would, based upon the expected start date of the blackout period, begin on April 4, 2022 at 4:00 p.m. Eastern Time and continue through April 29, 2022 at 4:00 p.m. Eastern Time ("BTR Blackout Period"). If Colfax is required to adjust the BTR Blackout Period, Colfax will provide notice of such adjustment as soon as reasonably practicable.

Section 306(a) of the Sarbanes-Oxley Act of 2002 and Regulation BTR (i.e., the Blackout Trading Restriction), promulgated by the U.S. Securities and Exchange Commission, generally imposes certain restrictions on trading in company securities by directors and Section 16 officers in the event that fifty percent (50%) or more of an issuer's individual account plan participants located in the U.S. (and its territories and possessions) are restricted for more than three consecutive business days from trading in company securities held in an individual account plan.

During the BTR Blackout Period (which will include at least the full duration of the blackout period), subject to certain limited exemptions, Colfax's and ESAB's directors and Section 16 officers will be prohibited from directly or indirectly purchasing, selling, acquiring or transferring any Colfax or ESAB common stock or derivative security, as applicable, with respect to Colfax or ESAB common stock acquired in connection with their service or employment as a director or Section 16 officer of Colfax or ESAB, as applicable.

Attached hereto as Exhibit 99.2 and incorporated by reference is a copy of the Blackout Notice.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits:*

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated March 11, 2022.
99.2	Blackout Notice, dated March 7, 2022, provided to directors and Section 16 officers of Colfax and ESAB
104	Cover Page Interactive Data File - The cover page from this Current Report on Form 8-K is formatted in Inline XBRL

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.

Date: March 11, 2022

COLFAX CORPORATION

By: /s/ Bradley J. Tandy

Name: Bradley J. Tandy

Title: Senior Vice President, General Counsel and
Corporate Secretary



Colfax Announces Board of Directors for Enovis, the Post-Spinoff Medical Technology Company

WILMINGTON, DE, March 11, 2022 (GLOBE NEWSWIRE) — Colfax Corporation (NYSE: CFX), a leading diversified technology company, today announced the future composition of the Board of Directors (the “Board”) of the Company, which will be renamed Enovis Corporation (“Enovis”) upon the consummation of the Company’s previously announced spin-off (the “Separation”) of its existing fabrication technology business, which will operate as ESAB Corporation.

Following the Separation, Mitchell P. Rales will continue to serve as chairman of the Board, and current Colfax directors Liam Kelly, Philip Okala, Clayton Perfall, Rajiv Vinnakota, Sharon Wienbar, and Matt Trerotola will remain in their current roles as directors of Enovis. Mr. Trerotola will also serve as CEO of Enovis upon completion of the separation.

In addition, the Board has appointed Barbara Bodem, Angela S. Lalor, Dr. Christine Ortiz and Brady R. Shirley to serve as directors of the Company, effective upon the consummation of the Separation.

- **Ms. Bodem** served as Senior Vice President and Chief Financial Officer at Hillrom, a global medical technology company, from 2018 until its acquisition by Baxter International Inc. (NYSE: BAX) in 2021. She previously served as the Senior Vice President of Finance at Mallinckrodt Pharmaceuticals, a pharmaceutical manufacturer, from 2015 to 2018. Ms. Bodem has also served in senior finance roles for Hospira, Inc. and Eli Lilly & Company. She currently serves as a director of Turning Point Therapeutics, Inc. (Nasdaq: TPTX), a clinical-stage precision oncology company, where she is chair of the audit committee and a member of the compensation committee, and Syneos Health, Inc., (Nasdaq: SYNH), an integrated biopharmaceutical solutions company, where she is a member of the audit committee. Ms. Bodem received both her Bachelor of Science in Finance and MBA from Indiana University. Ms. Bodem will serve as a member of the Audit Committee of the Board.
- **Ms. Lalor** has been Senior Vice President, Human Resources, of Danaher Corporation since 2012, and will be moving into an advisory role at Danaher as of April 1, 2022, until her planned retirement in the first quarter of 2023. Prior to her current role, Ms. Lalor served at 3M for 22 years in a series of roles of progressive responsibility, including her final role as Senior Vice President of Human Resources for the company. Ms. Lalor holds a B.A. in Psychology from University of Northern Iowa and an M.A. in Industrial Relations and Human Resources from the University of Iowa. Ms. Lalor will serve as a member of the Compensation and Human Capital Management Committee of the Board.
- **Dr. Ortiz** is the Morris Cohen Professor of Materials Science and Engineering at the Massachusetts Institute of Technology where she has made pioneering advancements in the areas of biotechnology, biomaterials, and nanotechnology. The author of more than 200 scholarly publications, she has supervised research projects across multiple academic disciplines, received 30 national and international honors, including the Presidential Early Career Award in Science and Engineering awarded to her by President George W. Bush, and served as the Dean for Graduate Education at MIT from 2010 to 2016. She is the

founder of an innovative, nonprofit, post-secondary educational institution, Station1. Dr. Ortiz earned a Bachelor of Science degree from Rensselaer Polytechnic Institute and a Master of Science degree and a Doctor of Philosophy degree from Cornell University, each in the field of materials science and engineering. She also serves as a director of Mueller Water Products (NYSE: MWA), a publicly traded water infrastructure and technology company. At Enovis, Dr. Ortiz will serve as a member of the Nominating and Corporate Governance Committee of the Board.

- **Mr. Shirley** was appointed as CEO of the Company's DJO business in November 2016. Prior to that, he served as the President of the DJO Surgical business, a position he was appointed to in March of 2014. From 2009 to 2013, Mr. Shirley was the CEO and a director of Innovative Medical Device Solutions, a company that provides comprehensive product development, manufacturing and supply chain management solutions for medical device companies within the orthopedic medical device industry. From December 1992 to August 2009, he had several key leadership positions with Stryker Corporation, including President of Stryker Communications and Senior Vice President of Stryker Endoscopy. He received a Bachelor of Business Administration in Finance from the University of Texas, Austin. Mr. Shirley will also serve as the COO and President of Enovis.

The Company also announced that current Colfax directors Patrick W. Allender, Rhonda L. Jordan and Didier Teirlinck will be resigning from the Board effective upon the consummation of the Separation to join the board of directors of ESAB Corporation, and that Thomas M. Gayner has announced his intention to retire from the Board effective as of March 31, 2022.

"I'm confident that Enovis will become one of the world's leading medical technology companies with the guidance of this diverse, experienced and passionate board of directors," said Mr. Trerotola. "The Enovis Board will bring a wealth of knowledge in healthcare, technology, strategic growth, financial and operational improvement, and high-performance cultures. I look forward to partnering with them to achieve our vision of creating better outcomes for patients and compounding value for investors."

About Colfax Corporation

Colfax Corporation (NYSE: CFX) is a leading diversified technology company that provides orthopedic and fabrication technology products and services to customers around the world, principally under the DJO and ESAB brands. The Company uses its Colfax Business System, a comprehensive set of tools and processes, to create superior value for customers, shareholders and associates. In March of 2021, Colfax announced its intention to separate into two independent and public companies, which is targeted to be completed near the end of the first quarter of 2022, to accelerate strategic momentum and unlock additional value creation potential.

Enovis Corporation will be a medical technology growth company dedicated to developing clinically differentiated solutions that generate measurably better patient outcomes and transform workflows. Powered by a culture of continuous improvement, global talent and innovation, the Enovis' extensive range of products, services and integrated technologies fuel active lifestyles in orthopedics and beyond. ESAB Corporation will focus on fabrication technologies. For more information about Colfax and our separation activities, please visit www.colfaxcorp.com.

CAUTIONARY NOTE CONCERNING FORWARD LOOKING STATEMENTS

This press release includes forward-looking statements, including forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Such forward-looking statements include, but are not limited to, statements concerning Colfax's plans, objectives, outlook, expectations and intentions, including the intended separation of Colfax's fabrication technology and specialty medical technology businesses (the "Separation"), and the timing, method and anticipated benefits of the Separation, and other statements that are not historical or current fact. 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, risks related to the impact of the COVID-19 global pandemic, including the rise, prevalence and severity of variants of the virus, actions by governments, businesses and individuals in response to the situation, such as the scope and duration of the outbreak, the nature and effectiveness of government actions and restrictive measures implemented in response, material delays and cancellations of medical procedures, supply chain disruptions, the impact on creditworthiness and financial viability of customers; risks relating to the Separation, including the final approval of the Separation by Colfax's board of directors, the uncertainty of obtaining regulatory approvals, and a favorable tax opinion, Colfax's ability to satisfactorily complete steps necessary for the Separation and related transactions to be generally tax-free for U.S. federal income tax purposes, the ability to satisfy the necessary conditions to complete the Separation on a timely basis, or at all, the ability to realize the anticipated benefits of the Separation, developments related to the impact of the COVID-19 pandemic on the Separation, and the financial and operating performance of each company following the Separation; other impacts on Colfax's business and ability to execute business continuity plans; and the other factors detailed in Colfax's reports filed with the U.S. Securities and Exchange Commission (the "SEC"), including its most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q under the caption "Risk Factors," as well as the other risks discussed in Colfax's filings with the SEC. In addition, these statements are based on assumptions that are subject to change. This press release speaks only as of the date hereof. Colfax disclaims any duty to update the information herein.

The term "Colfax" in reference to the activities described in this press release may mean one or more of Colfax's global operating subsidiaries and/or their internal business divisions and does not necessarily indicate activities engaged in by Colfax Corporation.

Contact:

Derek Leckow
Vice President, Investor Relations
Colfax Corporation
+1.302.252.9159
investorrelations@colfaxcorp.com

Katie Sweet
Vice President, Corporate Communications
Colfax Corporation
Katie.sweet@colfaxcorp.com

Formal Notice of Blackout Period
Under the
Colfax Corporation 401(k) Savings Plan Plus
The ESAB Group, Inc. 401(k) Retirement Savings Plan

(As Required Under Section 306(a)(6) of the Sarbanes-Oxley Act of 2002)

To: All Executive Officers and Directors of Colfax Corporation and ESAB Corporation

From: Colfax Corporation

Date: March 7, 2022

Subject: Notice of Trading Blackout Period

This Notice is being provided to you pursuant to Rule 104 of Regulation BTR, promulgated under Section 306(a)(6) of the Sarbanes Oxley Act of 2002. The purpose of this Notice is to inform you of an impending “blackout period” under each of (i) the Colfax Corporation 401(k) Savings Plan Plus and (ii) The ESAB Group, Inc. 401(k) Retirement Savings Plan (collectively, the “Plans”), during which time you will be generally prohibited from effecting any direct or indirect transactions in Colfax Corporation or ESAB Corporation common stock (as applicable, “Company Stock”), that you acquired in connection with your employment or service as an executive officer or director of Colfax Corporation (“Colfax”) or ESAB Corporation (“ESAB”), as applicable.

Reasons for Blackout Period

In connection with the proposed separation of ESAB from Colfax and the reverse stock split of Company Stock, at a ratio to be determined by the Board of Directors of Colfax at a later date, certain changes will occur to the Colfax stock investment fund held in the Plans (the “Colfax Stock Fund”). As a result of these changes, participants in the Plans and their beneficiaries will temporarily be unable to transfer funds into or out of the Colfax Stock Fund. This period, during which participants and beneficiaries will be unable to exercise these rights otherwise available under the Plans, is called a “blackout period.”

Length of Blackout Period

The blackout period for the Colfax Stock Fund is expected to begin on April 4, 2022 at 4:00 p.m. Eastern Time and to continue through April 29, 2022. The restrictions applicable to you as described in the following section would, based upon the expected start date of the Colfax Stock Fund blackout period, begin April 4, 2022 at 4:00 p.m. Eastern Time and continue through April 29, 2022 at 4:00 p.m. Eastern Time (“BTR Blackout Period”). If Colfax is required to adjust the beginning date or the length of the BTR Blackout Period, Colfax will provide you with notice of such adjustment as soon as reasonably practicable.

Restrictions on Executive Officers and Directors During the BTR Blackout Period

Because participants and beneficiaries of the Plans will be unable to move assets out of the Colfax Stock Fund during the blackout period, the Colfax and ESAB executive officers and directors will be subject to the trading restrictions imposed under Section 306(a) of the Sarbanes-Oxley Act of 2002 for the BTR Blackout Period, which will include at least the duration of the blackout period. Subject to limited exceptions, these restrictions generally prohibit the direct or indirect purchase, sale or other acquisition or transfer of any Company Stock that you acquired in connection with your employment or service as an executive officer or director of Colfax or ESAB, as applicable. For this purpose, there is a rebuttable presumption that any Company Stock that you attempt to transfer during the BTR Blackout Period was acquired in connection with your Colfax or ESAB employment or service, as applicable.

Who to Contact for Additional Information

If you have any questions about this Notice or the blackout period generally, you may contact, Brian Hanigan, VP – Chief Counsel, Securities, Governance and M&A, Colfax Corporation, 2711 Centerville Road, Suite 400, Wilmington, DE 19808.