

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): **November 5, 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))
-

Item 2.02. Results of Operations and Financial Condition.

On November 5, 2008, Colfax Corporation issued a press release reporting financial results for the quarter ended September 26, 2008. A copy of Colfax Corporation's press release is attached to this report as Exhibit 99.1 and is incorporated in this report by reference. Colfax Corporation has scheduled a conference call for 8:00 a.m. EST on November 5, 2008 to discuss its financial results, and slides for that call are attached to this report as Exhibit 99.2 and are incorporated in this report by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Colfax Corporation press release dated November 5, 2008, reporting financial results for the quarter ended September 26, 2008.

99.2 Colfax Corporation slides for November 5, 2008 conference call for financial results for the quarter ended September 26, 2008.

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: November 5, 2008

By: /s/ JOHN A. YOUNG
Name: John A. Young
Title: President and Chief Executive Officer

EXHIBIT INDEX

- 99.1 Colfax Corporation press release dated November 5, 2008, reporting financial results for the quarter ended September 26, 2008.
 - 99.2 Colfax Corporation slides for November 5, 2008 conference call for financial results for the quarter ended September 26, 2008.
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Board Approves Stock Repurchase Program

RICHMOND, VA., November 5, 2008 - Colfax Corporation (NYSE: CFX), a global leader in engineered fluid handling products and systems, today announced financial results for the third quarter ended September 26, 2008. On a year-over-year basis, highlights for the quarter and the first nine months of 2008 include:

Third quarter of 2008 (all comparisons versus the third quarter of 2007, unless otherwise noted)

- Net income of \$13.7 million (31 cents per share – basic and diluted); Adjusted net income (as defined below) of \$12.1 million (28 cents per share), an increase of 34.4%
- Net sales of \$153.5 million, an increase of 22.4%; Organic sales growth (as defined below) of 14.3%
- Operating income of \$20.9 million; Adjusted operating income (as defined below) of \$20.3 million, an increase of 21.5%
- EBITDA (as defined below) of \$24.6 million; Adjusted EBITDA (as defined below) of \$24.0 million, an increase of 18.6%
- Third quarter orders of \$173.8 million, an increase of 13.2%; Organic order growth (as defined below) of 5.7%
- Backlog of \$383.1 million at period end

Year-to-date 2008 (all comparisons versus the year-to-date 2007, unless otherwise noted)

- Net loss of \$10.9 million (43 cents per share – basic and diluted); Adjusted net income (as defined below) of \$36.2 million (82 cents per share), an increase of 40.6%
- Net sales of \$445.5 million, an increase of 22.9%; Organic sales growth (as defined below) of 11.8%
- Operating loss of \$5.0 million; Adjusted operating income (as defined below) of \$62.2 million, an increase of 29.5%
- EBITDA (as defined below) of \$6.3 million; Adjusted EBITDA (as defined below) of \$73.5 million, an increase of 24.2%
- Record orders for the nine month period of \$542.9 million, an increase of 27.7%; Organic order growth (as defined below) of 15.7%

Adjusted net income, adjusted net income per share, adjusted operating income, EBITDA, adjusted EBITDA, organic sales growth and organic order growth are not financial measures calculated in accordance with generally accepted accounting principles in the U.S. (“GAAP”). See below for a description of the measures’ usefulness and a reconciliation of these measures to their most directly comparable GAAP financial measures.

“We are pleased with our third quarter performance,” said John Young, President and CEO of Colfax Corporation. “We experienced organic sales growth across all of our end markets, most notably in commercial marine and power generation. With our recent order activity and current backlog, we are on target to meet our low double-digit organic sales growth goal for the year and expect to have a strong fourth quarter. Longer term, we believe we are well positioned as we enter 2009 with a diverse backlog and a strong balance sheet. The activity levels in our end markets remain sound; however, we’re closely monitoring the impact of the recent economic uncertainty on our businesses.”

The Company also announced today that its board of directors has authorized the repurchase of up to \$20 million of the Company's common stock on the open market or in privately negotiated transactions. The timing and amount of any shares repurchased will be determined by the Company's management based on its evaluation of market conditions and other factors. The repurchase program will be funded using the Company's working capital. The Company has approximately 44 million shares outstanding.

Non-GAAP Financial Measures

Colfax has provided in this press release financial information that has not been prepared in accordance with GAAP. These non-GAAP financial measures are adjusted net income, adjusted net income per share, adjusted operating income, EBITDA, adjusted EBITDA, organic sales growth and organic order growth. Adjusted net income, adjusted net income per share, adjusted operating income and adjusted EBITDA exclude asbestos liability and defense cost (income) and asbestos coverage litigation expense, certain legacy legal charges, certain due diligence costs, as well as one time initial public offering-related costs. Adjusted net income also reflects interest expense as if the initial public offering (IPO) had occurred at the beginning of 2007 and presents income taxes at an effective tax rate of 34%. Adjusted net income per share assumes the 44,006,026 shares outstanding at the closing of the IPO to be outstanding since January 1, 2007. Organic sales growth and organic order growth exclude the impact of acquisitions and foreign exchange rate fluctuations. These non-GAAP financial measures assist Colfax in comparing its operating performance on a consistent basis because, among other things, they remove the impact of changes in our capital structure and asset base, non-recurring items such as IPO-related costs, legacy asbestos issues (except in the case of EBITDA) and items outside the control of its operating management team.

Non-GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information calculated in accordance with GAAP. Investors are encouraged to review the reconciliation of these non-GAAP measures to their most directly comparable GAAP financial measures. A reconciliation of non-GAAP financial measures presented above to GAAP results has been provided in the financial tables included in this press release.

Conference Call and Webcast

Colfax will host a conference call to provide details about its results and business strategy on Wednesday, November 5, 2008 at 8:00 a.m. EST. The call will be open to the public through 719-325-4906 or 877-440-5807 and webcast via Colfax's website at <http://www.colfaxcorp.com> under the "Investor Relations" section. Access to a supplemental slide presentation can also be found at the Colfax website under the same heading. Both the audio of this call and the slide presentation will be archived on the website later today and will be available until the next quarterly call. In addition, a replay of this call will be available until approximately November 20, 2008. The replay number in the U.S. is 888-203-1112 and internationally it is 719-457-0820, and the access code is 9343586.

About Colfax Corporation

Colfax Corporation is a global leader in critical fluid-handling solutions, including the manufacture of positive displacement industrial pumps and valves used in global oil & gas, power generation, marine, naval and a variety of other industrial applications. Key product brands include Allweiler, Fairmount Automation, Houttuin, Imo, LSC, Portland Valve, Tushaco, Warren and Zenith. Colfax is traded on the NYSE under the ticker "CFX." Additional information about Colfax's products, businesses and practices is available at www.colfaxcorp.com

CAUTIONARY NOTE CONCERNING FORWARD LOOKING STATEMENTS:

This press release 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 reports filed with the U.S. Securities and Exchange Commission as well as its Registration Statement on Form S-1 under the caption "Risk Factors". In addition, these statements are based on a number of assumptions that are subject to change. This press release speaks only as of this date. Colfax disclaims any duty to update the information herein.

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Contact:

Mitzi Reynolds, Vice President, Investor Relations, Colfax Corporation
804-327-5689

Colfax Corporation
Condensed Consolidated Statement of Operations
(amounts in thousands, except per share data)
(unaudited)

	<u>Three Months Ended</u>		<u>Nine Months Ended</u>	
	<u>September 26, 2008</u>	<u>September 28, 2007</u>	<u>September 26, 2008</u>	<u>September 28, 2007</u>
Net sales	\$ 153,461	\$ 125,361	\$ 445,543	\$ 362,602
Cost of sales	<u>98,983</u>	<u>80,849</u>	<u>286,110</u>	<u>236,226</u>
Gross profit	54,478	44,512	159,433	126,376
Initial public offering related costs	-	-	57,017	-
Selling, general and administrative expenses	33,233	26,761	97,516	75,277
Research and development expenses	1,478	1,005	4,430	3,075
Asbestos liability and defense (income) costs	(6,312)	(30,285)	(6,749)	(32,032)
Asbestos coverage litigation expenses	<u>5,148</u>	<u>2,387</u>	<u>12,257</u>	<u>8,318</u>
Operating income (loss)	20,931	44,644	(5,038)	71,738
Interest expense	<u>1,951</u>	<u>5,200</u>	<u>9,684</u>	<u>14,416</u>
Income (loss) before income taxes	18,980	39,444	(14,722)	57,322
Provision (benefit) for income taxes	<u>5,329</u>	<u>14,433</u>	<u>(3,772)</u>	<u>21,432</u>
Net income (loss)	<u>\$ 13,651</u>	<u>\$ 25,011</u>	<u>\$ (10,950)</u>	<u>\$ 35,890</u>
Net income (loss) available to common shareholders per share— basic and diluted	<u>\$ 0.31</u>	<u>\$ 1.14</u>	<u>\$ (0.43)</u>	<u>\$ 1.02</u>

Colfax Corporation
Reconciliation of GAAP to non-GAAP Financial Measures
(amounts in thousands, except per share data)
(unaudited)

	Three Months Ended		Nine Months Ended	
	September 26, 2008	September 28, 2007	September 26, 2008	September 28, 2007
EBITDA				
Net income (loss)	\$ 13,651	\$ 25,011	\$ (10,950)	\$ 35,890
Interest expense	1,951	5,200	9,684	14,416
Provision (benefit) for income taxes	5,329	14,433	(3,772)	21,432
Depreciation and amortization	3,695	3,522	11,345	11,205
EBITDA	\$ 24,626	\$ 48,166	\$ 6,307	\$ 82,943
EBITDA margin	16.0%	38.4%	1.4%	22.9%
Adjusted EBITDA				
Net income (loss)	\$ 13,651	\$ 25,011	\$ (10,950)	\$ 35,890
Interest expense	1,951	5,200	9,684	14,416
Provision (benefit) for income taxes	5,329	14,433	(3,772)	21,432
Depreciation and amortization	3,695	3,522	11,345	11,205
IPO-related costs	-	-	57,017	-
Legacy legal adjustment	-	-	4,131	-
Due diligence costs	582	-	582	-
Asbestos liability and defense (income) costs	(6,312)	(30,285)	(6,749)	(32,032)
Asbestos coverage litigation expense	5,148	2,387	12,257	8,318
Adjusted EBITDA	\$ 24,044	\$ 20,268	\$ 73,545	\$ 59,229
Adjusted EBITDA margin	15.7%	16.2%	16.5%	16.3%
Adjusted Net Income and Adjusted Earnings per Share				
Net income (loss)	\$ 13,651	\$ 25,011	\$ (10,950)	\$ 35,890
IPO-related costs	-	-	57,017	-
Legacy legal adjustment	-	-	4,131	-
Due diligence costs	582	-	582	-
Asbestos liability and defense (income) costs	(6,312)	(30,285)	(6,749)	(32,032)
Asbestos coverage litigation expense	5,148	2,387	12,257	8,318
Interest adjustment to effect IPO at beginning of period	-	2,143	2,302	5,393
Tax adjustment to 34% effective rate	(926)	9,779	(22,410)	8,172
Adjusted net income	\$ 12,143	\$ 9,035	\$ 36,180	\$ 25,741
Adjusted net income margin	7.9%	7.2%	8.1%	7.1%
Shares outstanding at closing of IPO	44,006,026	44,006,026	44,006,026	44,006,026
Adjusted net income per share	\$ 0.28	\$ 0.21	\$ 0.82	\$ 0.58
Net income (loss) per share-basic and diluted in accordance with GAAP	\$ 0.31	\$ 1.14	\$ (0.43)	\$ 1.02
Adjusted Operating Income				
Operating income (loss)	\$ 20,931	\$ 44,644	\$ (5,038)	\$ 71,738
IPO-related costs	-	-	57,017	-
Legacy legal adjustment	-	-	4,131	-
Due diligence costs	582	-	582	-
Asbestos liability and defense (income) costs	(6,312)	(30,285)	(6,749)	(32,032)
Asbestos coverage litigation expense	5,148	2,387	12,257	8,318
Adjusted operating income	\$ 20,349	\$ 16,746	\$ 62,200	\$ 48,024
Adjusted operating income margin	13.3%	13.4%	14.0%	13.2%

Colfax Corporation
Sales and Order Growth
(amounts in millions)
(unaudited)

(Amounts in millions)

	Sales		Orders	
	\$	%	\$	%
Three Months Ended September 28, 2007	\$ 125.4		\$ 153.6	
<i>Components of Growth:</i>				
Existing Businesses	17.9	14.3%	8.7	5.7%
Acquisitions	1.2	1.0%	2.2	1.4%
Foreign Currency Translation	9.0	7.1%	9.3	6.0%
Total Growth	<u>28.1</u>	<u>22.4%</u>	<u>20.2</u>	<u>13.2%</u>

Three Months Ended September 26, 2008	\$ 153.5		\$ 173.8	
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(Amounts in millions)

	Sales		Orders	
	\$	%	\$	%
Nine Months Ended September 28, 2007	\$ 362.6		\$ 425.0	
<i>Components of Growth:</i>				
Existing Businesses	42.7	11.8%	66.8	15.7%
Acquisitions	4.7	1.3%	8.6	2.0%
Foreign Currency Translation	35.5	9.8%	42.5	10.0%
Total Growth	<u>82.9</u>	<u>22.9%</u>	<u>117.9</u>	<u>27.7%</u>

Nine Months Ended September 26, 2008	\$ 445.5		\$ 542.9	
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Q3 2008 Earnings Call

November 5, 2008



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 reports filed with the U.S. Securities and Exchange Commission as well as its Registration Statement on Form S-1 under the caption "Risk Factors". 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.



- Adjusted net income of \$12.1 million (28 cents per share), an increase of 34.4%
- Net sales of \$153.5 million, an increase of 22.4% (organic growth of 14.3%)
- Adjusted operating income of \$20.3 million, an increase of 21.5%
- Adjusted EBITDA of \$24.0 million, an increase of 18.6%
- Third quarter orders of \$173.8 million, an increase of 13.2% (organic growth of 5.7%)
- Record backlog of \$383.1 million

Well positioned for strong performance

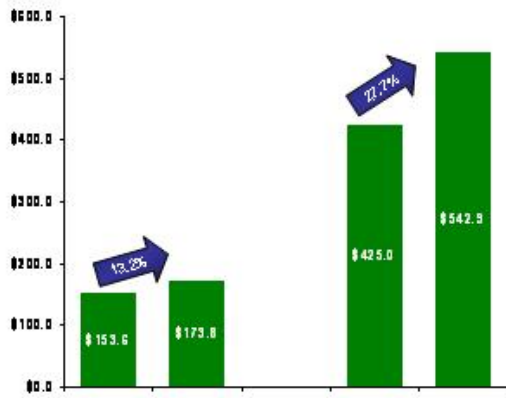


- Adjusted net income of \$36.2 million (82 cents per share), an increase of 40.6%
- Net sales of \$445.5 million, an increase of 22.9% (organic growth of 11.8%)
- Adjusted operating income of \$62.2 million, an increase of 29.5%
- Adjusted EBITDA of \$73.5 million, an increase of 24.2%
- Orders of \$542.9 million, an increase of 27.7% (organic growth of 15.7%)

Well positioned for strong performance

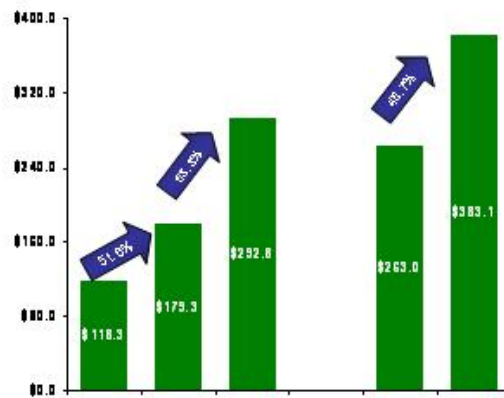


Orders



	Q3 2007	Q3 2008	YTD 2007	YTD 2008
Existing Businesses	--	5.7%	--	15.7%
Acquisitions	--	1.4%	--	2.0%
FX Translation	--	6.0%	--	10.0%
Total Growth		13.2%		27.7%

Backlog



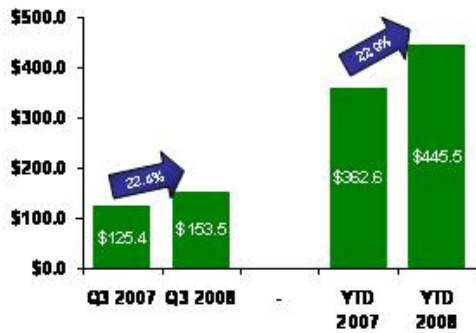
	2005	2006	2007	Q3 2007	Q3 2008
Existing Businesses	--	--	--	--	38.8%
Acquisitions	--	--	--	--	5.1%
FX Translation	--	--	--	--	1.8%
Total Growth					45.7%

Accelerating order and backlog growth

Note: Dollars in millions.



Revenue



Existing Businesses	--	14.3%	--	11.8%
Acquisitions	--	1.0%	--	1.3%
FX Translation	--	7.1%	--	9.8%
Total Growth		22.4%		22.9%

Adjusted EBITDA (1)



% Margin	16.2%	15.7%	16.3%	16.5%
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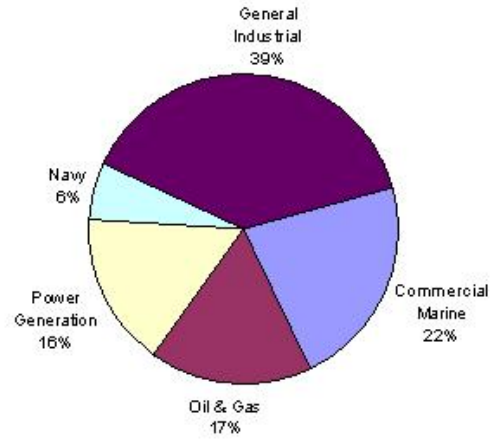
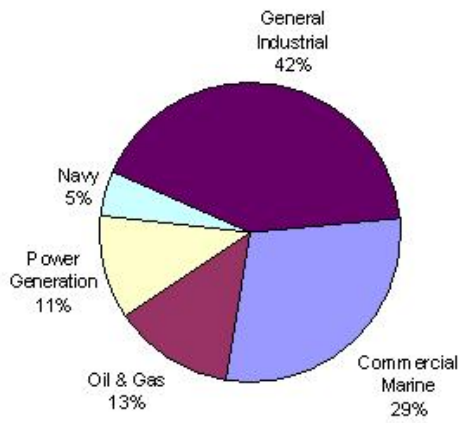
Consistent track record of profitable sales growth

(1) Refer to Appendix for Non-GAAP reconciliation.
Note: Dollars in millions.



Q3 2008 Sales: \$153.5 million

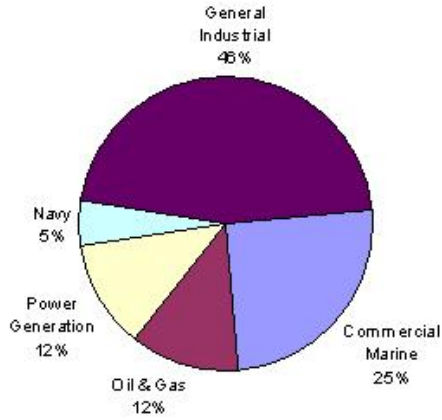
Q3 2008 Orders: \$173.8 million



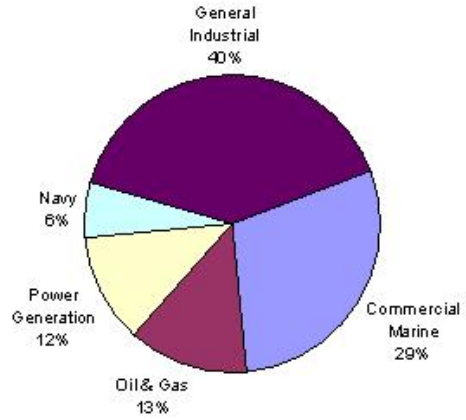
Well positioned in five attractive and diverse end markets



YTD 2008 Sales: \$445.5 million



YTD 2008 Orders: \$542.9 million



Well positioned in five attractive and diverse end markets



Q3 2008 Year-Over-Year Results

- Orders up 4.1% year-over-year (-3.7% organic growth)
- Sales up 31.8% year-over-year (19.5% organic growth)

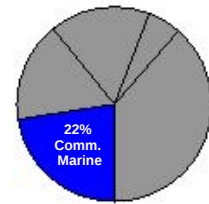
YTD 2008 Year-Over-Year Results

- Orders up 37.5% year-over-year (22.1% organic growth)
- Sales up 25.2% year-over-year (11.2% organic growth)

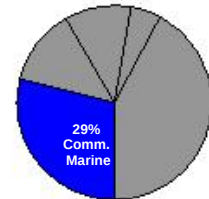
Market Trends

- Growth in international trade and demand for bulk commodities and oil continuing to drive new ship construction
- Aging fleet, environmental regulations requiring ship owners to upgrade or replace ships
- Local presence required to effectively serve customers and capture aftermarket business

Colfax Q3 08 Orders Split



Colfax Q3 08 Sales Split



Executing strategies to drive profitable sales growth



Q3 2008 Year-Over-Year Results

- Orders up 41.8% year-over-year (36.5% organic growth)
- Sales up 3.3% year-over-year (0.7% organic growth)

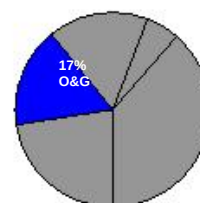
YTD 2008 Year-Over-Year Results

- Orders up 30.4% year-over-year (23.1% organic growth)
- Sales down 2.2% year-over-year (-7.6% organic growth)

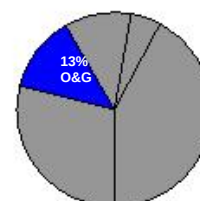
Market Trends

- Capacity constraints and global demand spurring heavy oil exploration, transport and processing
- Customers focusing more on “total cost of ownership” to reduce downtime and increase efficiency
- Application expertise critical to winning large project orders

Colfax Q3 08 Orders Split



Colfax Q3 08 Sales Split



Strong product portfolio capable of solving needs of evolving oil & gas market



Q3 2008 Year-Over-Year Results

- Orders up 10.7% year-over-year (4.5% organic growth)
- Sales up 23.8% year-over-year (19.3% organic growth)

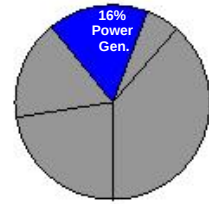
YTD 2008 Year-Over-Year Results

- Orders up 19.2% year-over-year (10.8% organic growth)
- Sales up 48.9% year-over-year (37.7% organic growth)

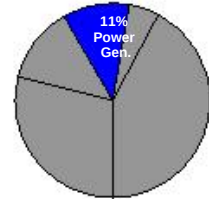
Market Trends

- Economic growth in Asia and Middle East driving investment in energy infrastructure projects
- Aging power infrastructure in mature markets creating upgrade projects to increase efficiency and lower operating costs
- Multiple forms of power generation (gas, coal, hydro, nuclear) being employed to satisfy growing global demand

Colfax Q3 08 Orders Split



Colfax Q3 08 Sales Split



Leading supplier of lubrication solutions to power generation OEMs



Q3 2008 Year-Over-Year Results

- Orders up 45.7% year-over-year (12.0% organic growth)
- Sales up 40.2% year-over-year (19.3% organic growth)

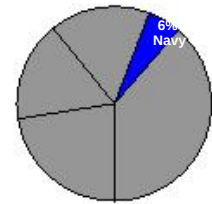
YTD 2008 Year-Over-Year Results

- Orders up 50.4% year-over-year (17.4% organic growth)
- Sales down 2.9% year-over-year (-18.8% organic growth)

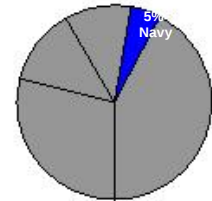
Market Trends

- New ships replacing older decommissioned vessels in the U.S.
- Sovereign navies around the world expanding fleets to address heightened national security level concerns
- Increased demand for integrated fluid handling systems and solutions to reduce operating costs

Colfax Q3 08 Orders Split



Colfax Q3 08 Sales Split



Developing innovative fluid handling products and systems to drive future growth



Q3 2008 Year-Over-Year Results

- Orders up 6.8% year-over-year (1.0% organic growth)
- Sales up 21.3% year-over-year (14.2% organic growth)

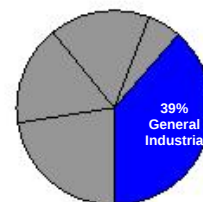
YTD 2008 Year-Over-Year Results

- Orders up 20.5% year-over-year (10.7% organic growth)
- Sales up 27.9% year-over-year (17.2% organic growth)

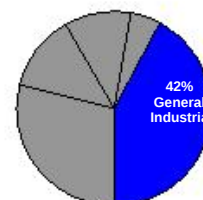
Market Trends

- Global economic development driving increased capital investment
- Developing regions embracing engineered products and solutions that reduce costs and increase efficiency
- Global footprint and channel optimization required to cover broad end market applications

Colfax Q3 08 Orders Split



Colfax Q3 08 Sales Split



Leading supplier of highly engineered fluid handling products and systems with global reach



	Three Months Ended		Delta	
	9/26/2008	9/28/2007	\$	%
Orders	\$ 173.8	\$ 153.6	\$ 20.2	13.2%
Sales	\$ 153.5	\$ 125.4	\$ 28.1	22.4%
Gross Profit	\$ 54.5	\$ 44.5	\$ 10.0	22.4%
% of Sales	35.5%	35.5%		
Adjusted SG&A Expense	\$ 32.7	\$ 26.8	\$ 5.9	22.0%
% of Sales	21.3%	21.3%		
Adjusted Operating Income	\$ 20.3	\$ 16.7	\$ 3.6	21.5%
% of Sales	13.3%	13.4%		
Adjusted EBITDA	\$ 24.0	\$ 20.3	\$ 3.8	18.6%
% of Sales	15.7%	16.2%		
Adjusted Net Income	\$ 12.1	\$ 9.0	\$ 3.1	34.4%
% of Sales	7.9%	7.2%		

Refer to Appendix for Non-GAAP reconciliation.

Note: Dollars in millions.



	Nine Months Ended		Delta	
	9/26/2008	9/26/2007	\$	%
Orders	\$ 542.9	\$ 425.0	\$ 117.9	27.7%
Sales	\$ 445.5	\$ 362.6	\$ 82.9	22.9%
Gross Profit	\$ 159.4	\$ 126.4	\$ 33.1	26.2%
% of Sales	35.8%	34.9%		
Adjusted SG&A Expense	\$ 92.8	\$ 75.3	\$ 17.5	23.3%
% of Sales	20.8%	20.8%		
Adjusted Operating Income	\$ 62.2	\$ 48.0	\$ 14.2	29.5%
% of Sales	14.0%	13.2%		
Adjusted EBITDA	\$ 73.5	\$ 59.2	\$ 14.3	24.2%
% of Sales	16.5%	16.3%		
Adjusted Net Income	\$ 36.2	\$ 25.7	\$ 10.4	40.6%
% of Sales	8.1%	7.1%		

Refer to Appendix for Non-GAAP reconciliation.

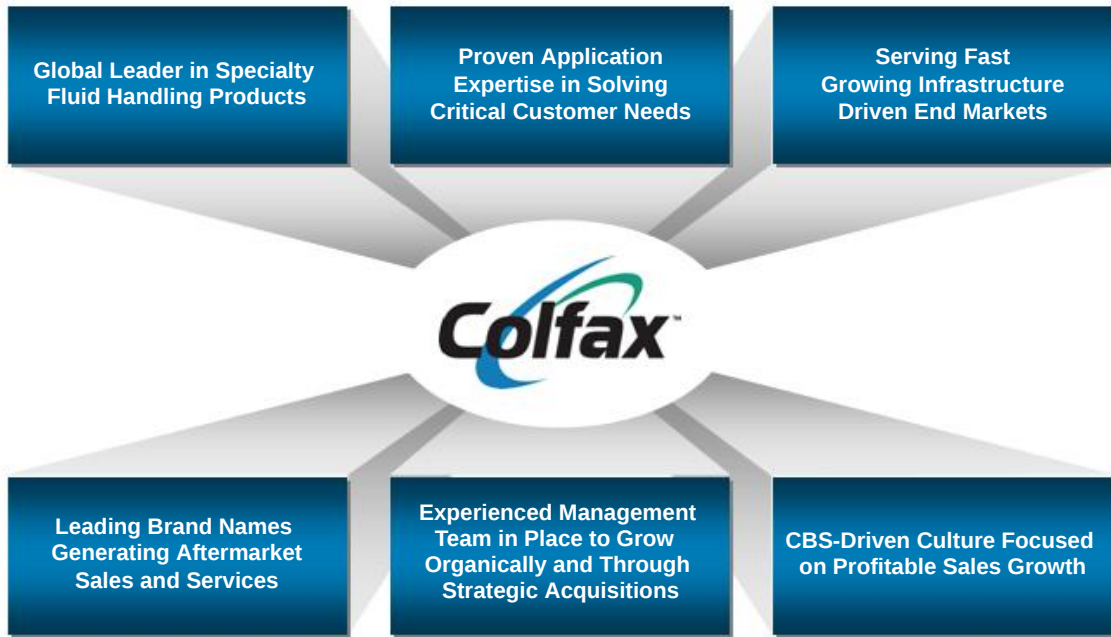
Note: Dollars in millions.



	Nine Months Ended	
	9/26/2008	9/28/2007
Net Income	\$ (10.9)	\$ 35.9
Non-Cash Expenses	9.5	23.2
Change in Working Capital and Accrued Liabilities	(26.3)	(8.6)
Other	(3.0)	(42.2)
Total Operating Activities	\$ (30.7)	\$ 8.3
Capital Expenditures	\$ (13.3)	\$ (9.1)
Acquisitions	-	(29.6)
Total Investing Activities	\$ (13.3)	\$ (38.7)
Net Borrowings	\$ (107.8)	\$ 36.4
Proceeds from IPO, Net of Offering Costs	193.0	-
Dividends Paid	(38.5)	-
Other	(3.4)	(0.2)
Total Financing Activities	\$ 43.3	\$ 36.2
Effect of Exchange Rates on Cash	0.6	0.5
(Decrease) Increase in Cash	(0.2)	6.3
Cash Beginning of Period	48.1	7.6
Cash End of Period	\$ 47.9	\$ 13.9

Note: Dollars in millions.





Appendix



Adjusted net income, adjusted net income per share, adjusted operating income, EBITDA, adjusted EBITDA, adjusted selling, general and administrative expenses, organic sales growth and organic order growth are non-GAAP financial measures. Adjusted net income, adjusted net income per share, adjusted operating income and adjusted EBITDA exclude asbestos liability and defense cost (income) and asbestos coverage litigation expense, certain legacy legal charges, certain due diligence costs, as well as one time initial public offering-related costs. Adjusted selling, general and administrative expenses exclude certain legacy legal charges and certain due diligence costs. Adjusted net income also reflects interest expense as if the initial public offering (IPO) had occurred at the beginning of 2007 and presents income taxes at an effective tax rate of 34%. Adjusted net income per share assumes the 44,006,026 shares outstanding at the closing of the IPO to be outstanding since January 1, 2007. Organic sales growth and organic order growth exclude the impact of acquisitions and foreign exchange rate fluctuations. These non-GAAP financial measures assist Colfax in comparing its operating performance on a consistent basis because, among other things, they remove the impact of changes in our capital structure and asset base, non-recurring items such as IPO-related costs, legacy asbestos issues (except in the case of EBITDA) and items outside the control of its operating management team.



	Three Months Ended		Nine Months Ended	
	September 26, 2008	September 28, 2007	September 26, 2008	September 28, 2007
EBITDA				
Net income (loss)	\$ 13,651	\$ 25,011	\$ (10,950)	\$ 35,890
Interest expense	1,951	5,200	9,684	14,416
Provision (benefit) for income taxes	5,329	14,433	(3,772)	21,432
Depreciation and amortization	3,695	3,522	11,345	11,205
EBITDA	\$ 24,626	\$ 48,166	\$ 6,307	\$ 82,943
EBITDA margin	16.0%	38.4%	1.4%	22.9%
Adjusted EBITDA				
Net income (loss)	\$ 13,651	\$ 25,011	\$ (10,950)	\$ 35,890
Interest expense	1,951	5,200	9,684	14,416
Provision (benefit) for income taxes	5,329	14,433	(3,772)	21,432
Depreciation and amortization	3,695	3,522	11,345	11,205
IP ^o -related costs	-	-	57,017	-
Legacy legal adjustment	-	-	4,131	-
Due diligence costs	582	-	582	-
Asbestos liability and defense (income) costs	(6,312)	(30,285)	(6,749)	(32,032)
Asbestos coverage litigation expense	5,148	2,387	12,257	8,318
Adjusted EBITDA	\$ 24,044	\$ 20,268	\$ 73,545	\$ 59,229
Adjusted EBITDA margin	15.7%	16.2%	16.5%	16.3%

Note: Dollars in thousands.



	Three Months Ended		Nine Months Ended	
	September 26, 2008	September 28, 2007	September 26, 2008	September 28, 2007
Adjusted Net Income and Adjusted Earnings per Share				
Net income (loss)	\$ 13,651	\$ 25,011	\$ (10,950)	\$ 35,890
IPO-related costs	-	-	57,017	-
Legacy legal adjustment	-	-	4,131	-
Due diligence costs	582	-	582	-
Asbestos liability and defense (income) costs	(6,312)	(30,285)	(6,749)	(32,032)
Asbestos coverage litigation expense	5,148	2,387	12,257	8,318
Interest adjustment to effect IPO at beginning of period	-	2,143	2,302	5,393
Tax adjustment to 34% effective rate	(926)	9,779	(22,410)	8,172
Adjusted net income	<u>\$ 12,143</u>	<u>\$ 9,035</u>	<u>\$ 36,180</u>	<u>\$ 25,741</u>
Adjusted net income margin	7.9%	7.2%	8.1%	7.1%
Shares outstanding at closing of IPO	44,006,026	44,006,026	44,006,026	44,006,026
Adjusted net income per share	<u>\$ 0.28</u>	<u>\$ 0.21</u>	<u>\$ 0.82</u>	<u>\$ 0.58</u>
Net income (loss) per share-basic and diluted in accordance with GAAP	<u>\$ 0.31</u>	<u>\$ 1.14</u>	<u>\$ (0.43)</u>	<u>\$ 1.02</u>
Adjusted Operating Income				
Operating income (loss)	\$ 20,931	\$ 44,644	\$ (5,038)	\$ 71,738
IPO-related costs	-	-	57,017	-
Legacy legal adjustment	-	-	4,131	-
Due diligence costs	582	-	582	-
Asbestos liability and defense (income) costs	(6,312)	(30,285)	(6,749)	(32,032)
Asbestos coverage litigation expense	5,148	2,387	12,257	8,318
Adjusted operating income	<u>\$ 20,349</u>	<u>\$ 16,746</u>	<u>\$ 62,200</u>	<u>\$ 48,024</u>
Adjusted operating income margin	13.3%	13.4%	14.0%	13.2%

Note: Dollars in thousands, except per share amounts.



	Three Months Ended		Nine Months Ended	
	September 26, 2008	September 28, 2007	September 26, 2008	September 28, 2007
Adjusted SG&A Expense				
Selling, general and administrative expenses	\$ 33,233	\$ 26,761	\$ 97,516	\$ 75,277
Legacy legal adjustment	-	-	4,131	-
Due diligence costs	582	-	582	-
Adjusted selling, general and administrative expenses	\$ 32,651	\$ 26,761	\$ 92,803	\$ 75,277

Note: Dollars in thousands.



	Sales		Orders	
	\$	%	\$	%
Three Months Ended September 28, 2007	\$ 125.4		\$ 153.6	
<i>Components of Growth:</i>				
Organic Growth from Existing Businesses	17.9	14.3%	8.7	5.7%
Acquisitions	1.2	1.0%	2.2	1.4%
Foreign Currency Translation	9.0	7.1%	9.3	6.0%
Total Growth	28.1	22.4%	20.2	13.2%
Three Months Ended September 26, 2008	\$ 153.5		\$ 173.8	
	Sales		Orders	
	\$	%	\$	%
Nine Months Ended September 28, 2007	\$ 362.6		\$ 425.0	
<i>Components of Growth:</i>				
Organic Growth from Existing Businesses	42.7	11.8%	66.8	15.7%
Acquisitions	4.7	1.3%	8.6	2.0%
Foreign Currency Translation	35.5	9.8%	42.5	10.0%
Total Growth	82.9	22.9%	117.9	27.7%
Nine Months Ended September 26, 2008	\$ 445.5		\$ 542.9	

Note: Dollars in millions.

