

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>BDT CAPITAL PARTNERS, LLC</u> (Last) (First) (Middle) 401 NORTH MICHIGAN AVENUE SUITE 3100 (Street) CHICAGO IL 60611 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/13/2012	3. Issuer Name and Ticker or Trading Symbol <u>Colfax CORP [CFX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	14,756,945 ⁽¹⁾⁽²⁾	I	See Remarks below.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Series A Perpetual Convertible Preferred Stock	(3)	(4)	Common Stock 12,173,291	27.93	I	See Remarks below.

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)

1. Name and Address of Reporting Person*
BDTCP GPI, LLC
 (Last) (First) (Middle)
 401 NORTH MICHIGAN AVENUE
 SUITE 3100
 (Street)
 CHICAGO IL 60611
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
BDT CF ACQUISITION VEHICLE, LLC
 (Last) (First) (Middle)
 401 NORTH MICHIGAN AVENUE
 SUITE 3100
 (Street)

CHICAGO IL 60611

(City) (State) (Zip)

1. Name and Address of Reporting Person *

BDTP GP, LLC

(Last) (First) (Middle)

401 NORTH MICHIGAN AVENUE
SUITE 3100

(Street)

CHICAGO IL 60611

(City) (State) (Zip)

1. Name and Address of Reporting Person *

Trott Byron D

(Last) (First) (Middle)

401 NORTH MICHIGAN AVENUE
SUITE 3100

(Street)

CHICAGO IL 60611

(City) (State) (Zip)

Explanation of Responses:

1. At the closing (the "Closing") of the transactions contemplated by that certain Securities Purchase Agreement, dated as of September 12, 2011, by and between BDT CF Acquisition Vehicle, LLC (the "Investor"), Colfax Corporation (the "Company"), and the other parties thereto (as filed as Exhibit 99.2 to the Company's Current Report on Form 8-K filed on September 15, 2011), the Investor will acquire 14,756,945 shares (the "Purchased Common Shares") of the Company's common stock, par value \$0.001 per share ("Common Stock") and 13,877,552 shares (the "Purchased Preferred Shares") of the Company's Series A Perpetual Convertible Preferred Stock, par value \$0.001 per share, which are initially convertible into 12,173,291 shares (the "Underlying Shares") of the Company's Common Stock.

2. (Footnote 1 contd.) All conditions to the Closing, other than those that may be waived in the Investor's sole discretion, have been satisfied as of January 13, 2012, the date on which the High Court of Jersey approved the "Scheme of Arrangement" relating to the Company's previously announced acquisition of Charter International plc. As a result of such satisfaction of all conditions precedent to the Closing, other than those the satisfaction of which may be waived in the Investor's sole discretion, the Investor has the right, subject to no material contingencies, to acquire the Purchased Common Shares, the Purchased Preferred Shares, and the Underlying Shares within sixty (60) days of January 13, 2012.

3. The Purchased Preferred Shares will be convertible into shares of Common Stock at any time after the Closing.

4. The Purchased Preferred Shares may be converted into shares of Common Stock at any time and do not expire.

Remarks:

This Form 3 is jointly filed by (i) BDT Capital Partners, LLC ("BDT CP"), (ii) BDTCP GP I, LLC ("BDTCP GP I"), (iii) the Investor; (iv) Byron D. Trott, and (v) BDTP GP, LLC ("BDTP"). Mr. Trott is the sole member of BDTP, which is the managing member of BDT CP. BDT CP is the manager of BDTCP GP I, which is the manager of the Investor. Each of Mr. Trott, BDTP, BDT CP and BDTCP GP I, by virtue of his or its direct or indirect control of the Investor, may be deemed to beneficially own the securities reported as being held by the Investor. Each of the reporting persons disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interests therein. This Form 3 shall not be deemed to be an admission that any reporting person hereunder is the beneficial owner of any of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

/s/ Byron D. Trott (on behalf of
himself and each other
reporting person hereunder) 01/23/2012

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.