

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): **July 27, 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)

(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 2.02. Results of Operations and Financial Condition.

On July 29, 2011, Colfax Corporation issued a press release reporting financial results for the second quarter ended July 1, 2011. 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. EDT on July 29, 2011 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 27, 2011, Steven E. Simms was appointed to the Board of Directors of Colfax Corporation (the "Board"). Mr. Simms has also been appointed to the Board's Compensation Committee, replacing Thomas Gayner on Compensation Committee effective upon Mr. Simms' appointment. Mr. Gayner remains a member of the Board's Audit Committee.

The full text of Colfax Corporation's press release issued on July 27, 2011, is attached hereto as Exhibit 99.3 and is incorporated in this report by reference.

Consistent with the terms of Colfax Corporation's director compensation package for non-employee directors, Mr. Simms received a grant of 5,556 restricted stock units upon his appointment to the Board. These restricted stock units will vest in three equal installments on the first three anniversaries of the grant date and will be delivered upon termination of service from the Board. Mr. Simms will also receive an annual cash retainer of \$35,000 and an annual equity award of \$60,000 in restricted stock units at the time of the Company's annual shareholders meeting, which award will vest in three equal installments on the first three anniversaries of the grant date. The Board has approved a director deferred compensation plan which will allow Mr. Simms to defer the delivery of his annual equity award and to receive, at his discretion, deferred stock units in lieu of his annual cash retainer and meeting fees.

In connection with Mr. Simms's appointment to the Board, he and the Company have entered into the Company's standard form of indemnification agreement for executive officers and directors, the form of which was previously filed as Exhibit 10.3 to the Company's registration statement on Form S-1 (File No. 333-148486).

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Colfax Corporation press release dated July 29, 2011, reporting financial results for the second quarter ended July 1, 2011.

99.2 Colfax Corporation slides for July 29, 2011 conference call reporting financial results for the second quarter ended July 1, 2011.

99.3 Colfax Corporation press release dated July 27, 2011

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: July 29, 2011

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

EXHIBIT INDEX

- 99.1 Colfax Corporation press release dated July 29, 2011, reporting financial results for the second quarter ended July 1, 2011.
 - 99.2 Colfax Corporation slides for July 29, 2011 conference call reporting financial results for the second quarter ended July 1, 2011.
 - 99.3 Colfax Corporation press release dated July 27, 2011
-

Colfax Reports Second Quarter 2011 Results and Raises 2011 Guidance

FULTON, Md., July 29, 2011 /PRNewswire/ -- Colfax Corporation (NYSE: CFX), a global leader in fluid-handling solutions for critical applications, today announced financial results for the second quarter ended July 1, 2011. On a year-over-year basis, highlights for the second quarter and year-to-date period include:

Second Quarter of 2011 (all comparisons versus the second quarter of 2010)

- Net income of \$10.4 million (23 cents per share - diluted); adjusted net income (as defined below) of \$14.1 million (32 cents per share), an increase of 83.1%, which includes a pre-tax charge of \$1.5 million from the settlement of a frozen pension plan
- Net sales of \$186.7 million, an increase of 51.8%; organic sales increase (as defined below) of 14.4%
- Operating income of \$16.7 million; adjusted operating income (as defined below) of \$22.2 million, an increase of 70.8%
- Second quarter orders of \$195.7 million, an increase of 25.8%
- Backlog of \$383.2 million at period end

Six Months Ended July 1, 2011 (all comparisons versus the six months ended July 2, 2010)

- Net income of \$16.9 million (38 cents per share - diluted); adjusted net income (as defined below) of \$24.2 million (55 cents per share), an increase of 76.6%, which includes a pre-tax charge of \$1.5 million from the settlement of a frozen pension plan
- Net sales of \$345.3 million, an increase of 42.2%; organic sales increase (as defined below) of 16.0%
- Operating income of \$28.0 million; adjusted operating income (as defined below) of \$38.9 million, an increase of 64.1%
- First half orders of \$354.6 million, an increase of 28.9%

Adjusted net income, adjusted net income per share, adjusted operating income, organic sales growth and organic order growth (decline) 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.

Clay Kiefaber, President and Chief Executive Officer, stated, "We are pleased to announce strong results for the second quarter. Sales growth was driven by broad-based strength in all of our end markets. Order growth was consistent with our expectations as growth was robust in our oil and gas, general industrial and commercial marine end markets, while defense and power generation declined as anticipated. We continue to progress with our restructuring, focused on building a leaner, customer-centric organization that optimizes the potential of a unified Colfax team. We have re-evaluated our guidance for full year 2011 and are currently expecting organic sales growth for full year 2011 of 9% to 11% in comparison to 2010, up from our previous guidance of 6% to 8%. Additionally, we anticipate adjusted earnings per share to be within the range of \$1.20 to \$1.26 for full year 2011 compared to our previous expectation of \$1.12 to \$1.22."

Non-GAAP Financial Measures and Other Adjustments

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, projected adjusted net income per share, adjusted operating income, earnings before interest, taxes and depreciation (EBITDA), adjusted EBITDA, organic sales growth and organic order growth (decline). Adjusted net income, adjusted net income per share, adjusted EBITDA and adjusted operating income exclude asbestos liability and defense costs and asbestos coverage litigation expenses, and restructuring and other related charges to the extent they impact the periods presented. Adjusted net income and, adjusted net income per share present income taxes at an effective tax rate of 32%. Projected adjusted net income per share excludes estimated restructuring and other related charges, asbestos coverage litigation expenses and asbestos liability and defense costs. 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 legacy asbestos issues 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 on Friday, July 29, 2011 at 8:00 a.m. ET. The call will be open to the public through 877-303-7908 or 678-373-0875 and webcast via Colfax's website at www.colfaxcorp.com under the "Investors" 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.

About Colfax Corporation

Colfax Corporation is a global leader in critical fluid-handling products and technologies. Through its global operating subsidiaries, Colfax manufactures positive displacement industrial pumps and valves used in oil & gas, power generation, commercial marine, defense and general industrial markets. Colfax's operating subsidiaries supply products under the well-known brands Allweiler, Baric, 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 is available at www.colfaxcorp.com.

CAUTIONARY NOTE CONCERNING FORWARD LOOKING STATEMENTS:

This press release may contain 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, 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 Annual Report on Form 10-K 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.

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.

Colfax Corporation
Condensed Consolidated Statements of Operations
Dollars in thousands, except per share data
(Unaudited)

	<u>Three Months Ended</u>		<u>Six Months Ended</u>	
	<u>July 1, 2011</u>	<u>July 2, 2010</u>	<u>July 1, 2011</u>	<u>July 2, 2010</u>
Net sales	\$ 186,749	\$ 122,968	\$ 345,307	\$ 242,939
Cost of sales	<u>122,075</u>	<u>79,987</u>	<u>227,379</u>	<u>158,202</u>
Gross profit	64,674	42,981	117,928	84,737
Selling, general and administrative expense	41,010	28,413	75,948	57,902
Research and development expense	1,493	1,520	3,101	3,148
Restructuring and other related charges	242	3,035	2,219	7,074
Asbestos liability and defense cost	1,920	542	3,253	1,977
Asbestos coverage litigation expense	<u>3,302</u>	<u>4,543</u>	<u>5,368</u>	<u>8,424</u>
Operating income	16,707	4,928	28,039	6,212
Interest expense	<u>1,462</u>	<u>1,718</u>	<u>3,289</u>	<u>3,531</u>
Income before income taxes	15,245	3,210	24,750	2,681
Provision for income taxes	<u>4,855</u>	<u>1,122</u>	<u>7,805</u>	<u>967</u>
Net income	<u>\$ 10,390</u>	<u>\$ 2,088</u>	<u>\$ 16,945</u>	<u>\$ 1,714</u>
Net income per share - basic	<u>\$ 0.24</u>	<u>\$ 0.05</u>	<u>\$ 0.39</u>	<u>\$ 0.04</u>
Net income per share - diluted	<u>\$ 0.23</u>	<u>\$ 0.05</u>	<u>\$ 0.38</u>	<u>\$ 0.04</u>

Colfax Corporation
Reconciliation of GAAP to Non-GAAP Financial Measures
Dollars in thousands, except per share data
(Unaudited)

	<u>Three Months Ended</u>		<u>Six Months Ended</u>	
	<u>July 1, 2011</u>	<u>July 2, 2010</u>	<u>July 1, 2011</u>	<u>July 2, 2010</u>
EBITDA				
Net income	\$ 10,390	\$ 2,088	\$ 16,945	\$ 1,714
Interest expense	1,462	1,718	3,289	3,531
Provision for income taxes	4,855	1,122	7,805	967
Depreciation and amortization	<u>6,767</u>	<u>3,575</u>	<u>12,120</u>	<u>7,310</u>
EBITDA	<u>\$ 23,474</u>	<u>\$ 8,503</u>	<u>\$ 40,159</u>	<u>\$ 13,522</u>
EBITDA margin	12.6%	6.9%	11.6%	5.6%
Adjusted EBITDA				
Net income	\$ 10,390	\$ 2,088	\$ 16,945	\$ 1,714
Interest expense	1,462	1,718	3,289	3,531
Provision for income taxes	4,855	1,122	7,805	967
Depreciation and amortization	6,767	3,575	12,120	7,310
Restructuring and other related charges	242	3,035	2,219	7,074
Asbestos liability and defense costs	1,920	542	3,253	1,977
Asbestos coverage litigation expenses	<u>3,302</u>	<u>4,543</u>	<u>5,368</u>	<u>8,424</u>
Adjusted EBITDA	<u>\$ 28,938</u>	<u>\$ 16,623</u>	<u>\$ 50,999</u>	<u>\$ 30,997</u>
Adjusted EBITDA margin	15.5%	13.5%	14.8%	12.8%

Adjusted Operating Income

Operating income	\$ 16,707	\$ 4,928	\$ 28,039	\$ 6,212
Restructuring and other related charges	242	3,035	2,219	7,074
Asbestos liability and defense costs	1,920	542	3,253	1,977
Asbestos coverage litigation expenses	<u>3,302</u>	<u>4,543</u>	<u>5,368</u>	<u>8,424</u>
Adjusted operating income	<u>\$ 22,171</u>	<u>\$ 13,048</u>	<u>\$ 38,879</u>	<u>\$ 23,687</u>
Adjusted operating income margin	11.9%	10.6%	11.3%	9.8%

Adjusted Net Income and Adjusted Earnings Per Share

Net income	\$ 10,390	\$ 2,088	\$ 16,945	\$ 1,714
Restructuring and other related charges	242	3,035	2,219	7,074
Asbestos liability and defense costs	1,920	542	3,253	1,977
Asbestos coverage litigation expenses	3,302	4,543	5,368	8,424
Tax adjustment to effective rate of 32%	(1,772)	(2,504)	(3,584)	(5,483)
Adjusted net income	<u>\$ 14,082</u>	<u>\$ 7,704</u>	<u>\$ 24,201</u>	<u>\$ 13,706</u>
Adjusted net income margin	7.5%	6.3%	7.0%	5.6%

Weighted-average shares outstanding - diluted	44,277,234	43,564,812	44,203,940	43,496,948
Adjusted net income per share	<u>\$ 0.32</u>	<u>\$ 0.18</u>	<u>\$ 0.55</u>	<u>\$ 0.32</u>

Net income per share - diluted (in accordance with GAAP)	<u>\$ 0.23</u>	<u>\$ 0.05</u>	<u>\$ 0.38</u>	<u>\$ 0.04</u>
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Colfax Corporation Change in Sales, Orders and Backlog Dollars in millions (Unaudited)

	Net Sales		Orders	
	\$	%	\$	%

(In millions)

As of and for the three months ended July 2, 2010	\$ 123.0		\$ 155.6	
<i>Components of Change:</i>				
Existing businesses	17.7	14.4 %	(9.7)	(6.2)%
Acquisitions	34.9	28.4 %	38.0	24.4 %
Foreign currency translation	<u>11.1</u>	<u>9.0 %</u>	<u>11.8</u>	<u>7.6 %</u>
	<u>63.7</u>	<u>51.8 %</u>	<u>40.1</u>	<u>25.8 %</u>
As of and for the three months ended July 1, 2011	<u>\$ 186.7</u>		<u>\$ 195.7</u>	

	Net Sales		Orders		Backlog at Period End	
	\$	%	\$	%	\$	%

(In millions)

As of and for the six months ended July 2, 2010	\$ 242.9		\$ 275.1		\$ 297.1	
<i>Components of Change:</i>						
Existing businesses	38.8	16.0 %	17.5	6.4 %	(24.8)	(8.3)%
Acquisitions	50.8	20.9 %	49.1	17.8 %	82.4	27.7 %
Foreign currency translation	<u>12.8</u>	<u>5.3 %</u>	<u>12.9</u>	<u>4.7 %</u>	<u>28.5</u>	<u>9.6 %</u>
	<u>102.4</u>	<u>42.2 %</u>	<u>79.5</u>	<u>28.9 %</u>	<u>86.1</u>	<u>29.0 %</u>
As of and for the six months ended July 1, 2011	<u>\$ 345.3</u>		<u>\$ 354.6</u>		<u>\$ 383.2</u>	

Colfax Corporation Projected Adjusted 2011 Net Income Per Share (Unaudited)

EPS Range

Projected net income per share - fully diluted	\$ 0.87	\$ 0.93
Restructuring and other related charges	0.12	0.12
Asbestos coverage litigation	0.12	0.12
Asbestos liability and defense costs	<u>0.09</u>	<u>0.09</u>
Projected adjusted net income per share - fully diluted	<u>\$ 1.20</u>	<u>\$ 1.26</u>

CONTACT: Scott Brannan, Chief Financial Officer, Colfax Corporation, +1-301-323-9005, Scott.Brannan@colfaxcorp.com



Second Quarter 2011 Earnings Call

July 29, 2011



Q2 2011 Earnings Call

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 Annual Report on Form 10-K 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 \$14.1 million (32 cents per share) compared to \$7.7 million (18 cents per share) in Q2 2010, an increase of 83.1%; Q2 2011 results include the positive 3 cent per share effect of currency translation and a pre-tax charge of \$1.5 million from the settlement of a frozen pension plan
- Net sales of \$186.7 million compared to \$123.0 million in Q2 2010, an increase of 51.8%
- Adjusted operating income of \$22.2 million compared to \$13.0 million in Q2 2010, an increase of 70.8%
- Second quarter orders of \$195.7 million compared to \$155.6 million in Q2 2010, an increase of 25.8%
- Backlog of \$383.2 million

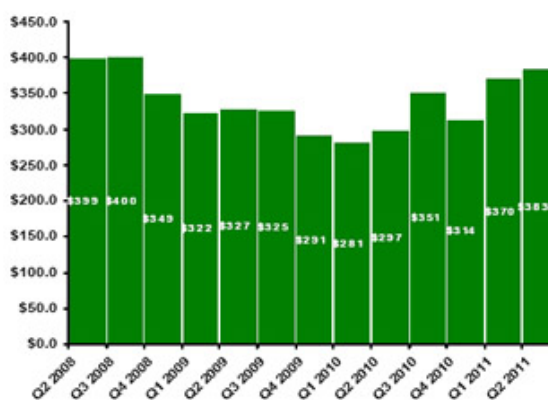
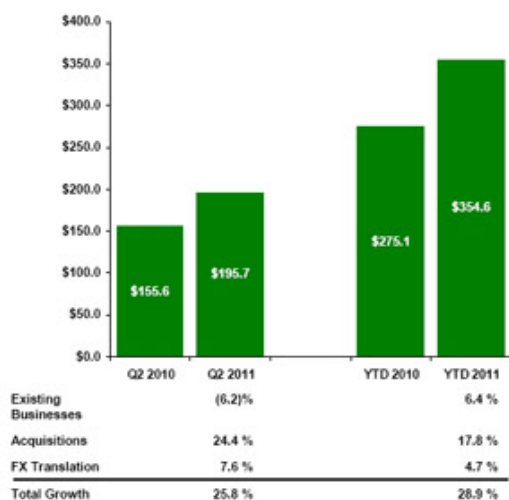
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- Adjusted net income of \$24.2 million (55 cents per share) compared to \$13.7 million (32 cents per share) in first half of 2010, an increase of 76.6%; 2011 results include the positive 4 cent per share effect of currency translation and a pre-tax charge from the settlement of a frozen pension plan
- Net sales of \$345.3 million compared to \$242.9 million in first half of 2010, an increase of 42.2%
- Adjusted operating income of \$38.9 million compared to \$23.7 million in first half of 2010, an increase of 64.1%
- Year to date 2011 orders of \$354.6 million compared to \$275.1 million in first half of 2010, an increase of 28.9%

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Orders

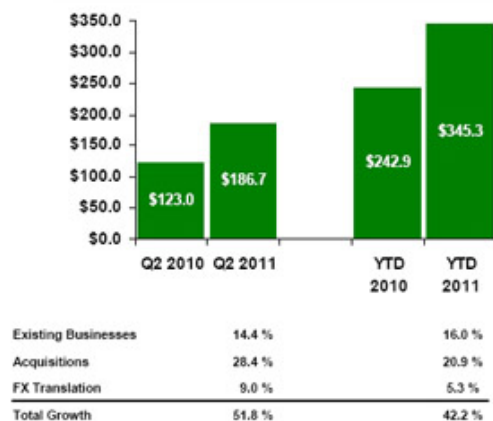
Backlog



Note: Dollars in millions.

Revenue

Adjusted Operating Income ⁽¹⁾



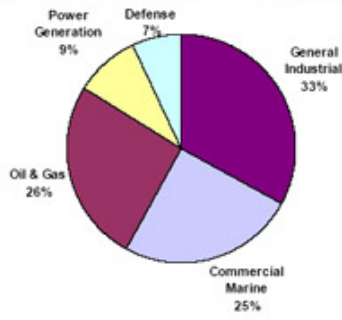
* Includes a pre-tax charge of \$1.5 million from the settlement of a frozen pension plan

(1) Refer to Appendix for non-GAAP reconciliation.

Note: Dollars in millions (unaudited).

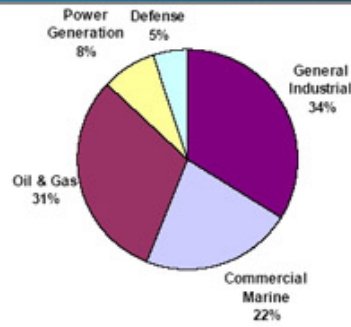


Sales: \$186.7 million



	Total Growth	Organic Growth
Commercial Marine	40 %	23 %
Oil & Gas	197 %	8 %
Power Generation	5 %	1 %
Defense	9 %	8 %
General Industrial	36 %	17 %
Total	52 %	14 %

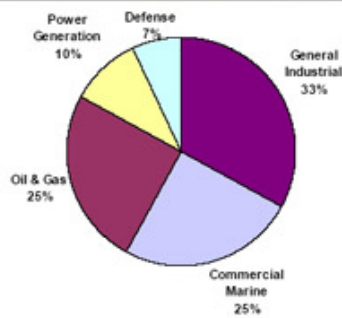
Orders: \$195.7 million



	Total Growth (Decline)	Organic Growth (Decline)
Commercial Marine	29 %	11 %
Oil & Gas	136 %	(2)%
Power Generation	(33)%	(35)%
Defense	(63)%	(63)%
General Industrial	37 %	21 %
Total	26 %	(6)%

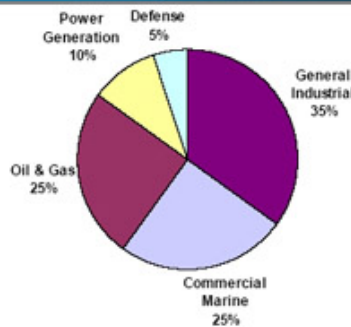


Sales: \$345.3 million



	Total Growth	Organic Growth
Commercial Marine	30 %	20 %
Oil & Gas	198 %	37 %
Power Generation	7 %	5 %
Defense	1 %	--
General Industrial	25 %	15 %
Total	42 %	16 %

Orders: \$354.6 million

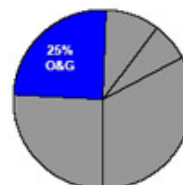


	Total Growth (Decline)	Organic Growth (Decline)
Commercial Marine	32 %	22 %
Oil & Gas	124 %	10 %
Power Generation	(2)%	(3)%
Defense	(50)%	(50)%
General Industrial	30 %	20 %
Total	29 %	6 %

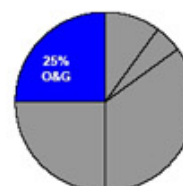
Sales & Orders Growth (Decline)

	Q2 2011 vs. Q2 2010		YTD 2011 vs. YTD 2010	
	Total	Organic	Total	Organic
Sales	197%	8%	198%	37%
Orders	136%	(2)%	124%	10%

Colfax YTD 2011 Sales Split



Colfax YTD 2011 Orders Split



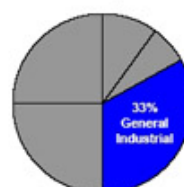
Highlights and Outlook

- Roscor very robust enabling entry into new accounts
- New project orders continuing to book fueled by higher crude oil prices
- Projects increasing in size
- Robust activity in Middle East, Latin America and Canada
- Quoting activity remains extremely strong – variety of applications including pipelines, multiphase, gas compression, storage tanks and new refineries

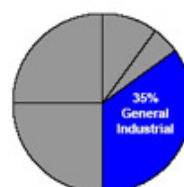
Sales & Orders Growth

	Q2 2011 vs. Q2 2010		YTD 2011 vs. YTD 2010	
	Total	Organic	Total	Organic
Sales	36%	17%	25%	15%
Orders	37%	21%	30%	20%

Colfax YTD 2011 Sales Split



Colfax YTD 2011 Orders Split



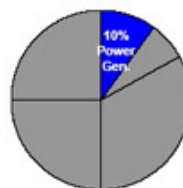
Highlights and Outlook

- Sales and orders up for the quarter and year to date
- Order strength is geographically broad-based, with continued strength in North America, Europe and Asia
- Growth in Q2 2011 was broad-based across our submarkets, most notably diesel engines, machinery and sales through distribution

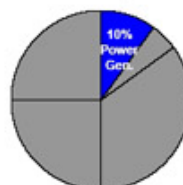
Sales & Orders Growth (Decline)

	Q2 2011 vs. Q2 2010		YTD 2011 vs. YTD 2010	
	Total	Organic	Total	Organic
Sales	5%	1%	7%	5%
Orders	(33)%	(35)%	(2)%	(3)%

Colfax YTD 2011 Sales Split



Colfax YTD 2011 Orders Split



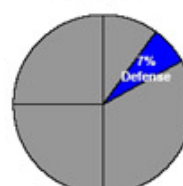
Highlights and Outlook

- Growth in sales despite decision to exit certain business in the Middle East
- Robust growth in OEM and packaged systems businesses, especially in South America, the Middle East and Asia
- Large backlog of power infrastructure projects in emerging markets

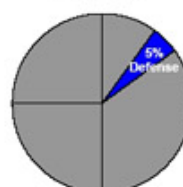
Sales & Orders Growth (Decline)

	Q2 2011 vs. Q2 2010		YTD 2011 vs. YTD 2010	
	Total	Organic	Total	Organic
Sales	9%	8%	1%	--
Orders	(63)%	(63)%	(50)%	(50)%

Colfax YTD 2011 Sales Split



Colfax YTD 2011 Orders Split



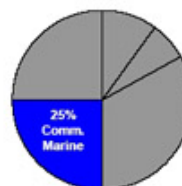
Highlights and Outlook

- Sales increased and orders declined in Q2 2011, as expected
- Shipment and order activity follow timing of specific ship programs
- Funding for aftermarket orders approved earlier this year contributed to the sales increase
- DDG 1000 program restored

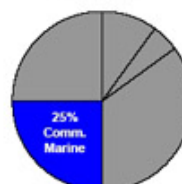
Sales & Orders Growth

	Q2 2011 vs. Q2 2010		YTD 2011 vs. YTD 2010	
	Total	Organic	Total	Organic
Sales	40%	23%	30%	20%
Orders	29%	11%	32%	22%

Colfax YTD 2011 Sales Split



Colfax YTD 2011 Orders Split



Highlights and Outlook

- Sales increase primarily driven by reduction in backlog
- Orders increased significantly due to improved market conditions
- Cancellations were less than \$2 million in Q2 2011 vs. \$3 million in Q2 2010; \$3 million YTD 2011 vs. \$6 million YTD 2010
- Focusing on aftermarket sales & service including opportunities related to changing environmental regulations
- Working through lower margin backlog

- Strong balance sheet
 - Debt of \$81 million, principal payments of \$10 million in 2011, matures in 2013
 - Cash of \$64 million
 - \$121 million available on revolver

	Three Months Ended		Change	
	July 1, 2011	July 2, 2010	\$	%
Orders	\$ 195.7	\$ 155.6	\$ 40.1	25.8%
Sales	\$ 186.7	\$ 123.0	\$ 63.7	51.8%
Gross profit	\$ 64.7	\$ 43.0	\$ 21.7	50.5%
% of sales	34.6%	35.0%		
SG&A expense	\$ 41.0	\$ 28.4	\$ 12.6	44.4%
R&D expense	1.5	1.5	-	-
Operating expense	\$ 42.5	\$ 29.9	\$ 12.6	42.1%
% of sales	22.8%	24.3%		
Adjusted operating income	\$ 22.2	\$ 13.0	\$ 9.2	70.8%
% of sales	11.9%	10.6%		
Adjusted EBITDA	\$ 28.9	\$ 16.6	\$ 12.3	74.1%
% of sales	15.5%	13.5%		
Adjusted net income	\$ 14.1	\$ 7.7	\$ 6.4	83.1%
% of sales	7.5%	6.3%		
Adjusted net income per share	\$ 0.32	\$ 0.18	\$ 0.14	77.8%

Refer to Appendix for Non-GAAP reconciliation and footnotes.

Note: Dollars in millions.

	Six Months Ended		Change	
	July 1, 2011	July 2, 2010	\$	%
Orders	\$ 354.6	\$ 275.1	\$ 79.5	28.9%
Sales	\$ 345.3	\$ 242.9	\$ 102.4	42.2%
Gross profit	\$ 117.9	\$ 84.7	\$ 33.2	39.2%
% of sales	34.1%	34.9%		
SG&A expense	\$ 75.9	\$ 57.9	\$ 18.0	31.1%
R&D expense	3.1	3.1	-	-
Operating expense	\$ 79.0	\$ 61.0	\$ 18.0	29.5%
% of sales	22.9%	25.1%		
Adjusted operating income	\$ 38.9	\$ 23.7	\$ 15.2	64.1%
% of sales	11.3%	9.8%		
Adjusted EBITDA	\$ 51.0	\$ 31.0	\$ 20.0	64.5%
% of sales	14.8%	12.8%		
Adjusted net income	\$ 24.2	\$ 13.7	\$ 10.5	76.6%
% of sales	7.0%	5.6%		
Adjusted net income per share	\$ 0.55	\$ 0.32	\$ 0.23	71.9%

Refer to Appendix for Non-GAAP reconciliation and footnotes.

Note: Dollars in millions.

Revenue Range			
2011 Organic growth ⁽¹⁾	9%	To	11%
2011 Total	\$665 million	To	\$690 million

EPS Range			
2011 Net income per share	\$0.87	To	\$0.93
2011 Adjusted net income per share ⁽²⁾	\$1.20	To	\$1.26

Assumptions	
Asbestos coverage litigation	\$8 million
Asbestos liability and defense costs	\$6 million
Restructuring costs	\$8 million
Euro	\$1.40
Tax rate	32%
Interest expense	\$6 million
Outstanding shares	44.3 million

(1) Excludes impact of acquisitions and foreign exchange rate fluctuations

(2) Excludes impact of asbestos coverage litigation, asbestos liability and defense costs, and restructuring and other related charges

(See Appendix for Non-GAAP reconciliation)

Note: Guidance as of 7/29/11

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Appendix

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Colfax has provided 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, projected adjusted net income per share, adjusted operating income, earnings before interest, taxes depreciation and amortization ("EBITDA"), adjusted EBITDA, organic sales growth (decline) and organic order growth (decline). Adjusted net income, adjusted net income per share, adjusted operating income and adjusted EBITDA exclude asbestos liability and defense costs, asbestos coverage litigation expenses, and restructuring and other related charges to the extent they impact the periods presented. Adjusted net income, adjusted net income per share and projected adjusted net income per share present income taxes at an effective tax rate of 32%. Projected adjusted net income per share excludes estimated restructuring and other related charges, asbestos coverage litigation expenses and asbestos liability and defense costs. Organic sales growth (decline) and organic order growth (decline) 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 legacy asbestos issues and items outside the control of its operating management team.

Sales and order information by end market are estimates. We periodically update our customer groupings in order to refine these estimates.

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Q2 2011 vs. Q1 2011 Sales and Orders by End Market

Q2 2011 Earnings Call

	Sales		Orders	
	Total Growth (Decline)	Organic Growth (Decline)	Total (Decline) Growth	Organic (Decline) Growth
Commercial Marine	12 %	6 %	(7)%	(11)%
Oil & Gas	33 %	14%	139 %	128 %
Power Generation	(6)%	(8)%	(21)%	(22)%
Defense	26 %	25 %	(10)%	(11)%
General Industrial	18 %	14 %	16 %	11 %
Total	18 %	10 %	23 %	18 %

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	Three Months Ended		Six Months Ended	
	July 1, 2011	July 1, 2010	July 1, 2011	July 1, 2010
EBITDA				
Net income	\$ 10,390	\$ 2,088	\$ 16,945	\$ 1,714
Interest expense	1,462	1,718	3,289	3,531
Provision for income taxes	4,855	1,122	7,805	967
Depreciation and amortization	6,767	3,575	12,120	7,310
EBITDA	\$ 23,474	\$ 8,503	\$ 40,159	\$ 13,522
EBITDA margin	12.6%	6.9%	11.6%	5.6%
Adjusted EBITDA				
Net income	\$ 10,390	\$ 2,088	\$ 16,945	\$ 1,714
Interest expense	1,462	1,718	3,289	3,531
Provision for income taxes	4,855	1,122	7,805	967
Depreciation and amortization	6,767	3,575	12,120	7,310
Restructuring and other related charges	242	3,035	2,219	7,074
Asbestos liability and defense costs	1,920	542	3,253	1,977
Asbestos coverage litigation expenses	3,302	4,543	5,368	8,424
Adjusted EBITDA	\$ 28,938	\$ 16,623	\$ 50,999	\$ 30,997
Adjusted EBITDA margin	15.5%	13.5%	14.8%	12.8%

Note: Dollars in thousands.

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	Three Months Ended		Six Months Ended	
	July 1, 2011	July 1, 2010	July 1, 2011	July 1, 2010
Adjusted Net Income and Adjusted Earnings per Share				
Net income	\$ 10,390	\$ 2,088	\$ 16,945	\$ 1,714
Restructuring and other related charges	242	3,035	2,219	7,074
Asbestos liability and defense costs	1,920	542	3,253	1,977
Asbestos coverage litigation expenses	3,302	4,543	5,368	8,424
Tax adjustment to effective rate of 32%	(1,772)	(2,504)	(3,384)	(5,483)
Adjusted net income	\$ 14,082	\$ 7,704	\$ 24,201	\$ 13,706
Adjusted net income margin	7.5%	6.3%	7.0%	5.6%
Weighted average shares outstanding - diluted	44,277,234	43,564,812	44,203,940	43,496,948
Adjusted net income per share	\$ 0.32	\$ 0.18	\$ 0.55	\$ 0.32
Net income per share—diluted in accordance with GAAP	\$ 0.23	\$ 0.05	\$ 0.38	\$ 0.04
Adjusted Operating Income				
Operating income	\$ 16,707	\$ 4,928	\$ 28,039	\$ 6,212
Restructuring and other related charges	242	3,035	2,219	7,074
Asbestos liability and defense costs	1,920	542	3,253	1,977
Asbestos coverage litigation expenses	3,302	4,543	5,368	8,424
Adjusted operating income	\$ 22,171	\$ 13,048	\$ 38,879	\$ 23,687
Adjusted operating income margin	11.9%	10.6%	11.3%	9.8%

Note: Dollars in thousands, except share data.

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	Sales		Orders		Backlog at Period End	
	\$	%	\$	%	\$	%
Six months ended July 2, 2010	\$ 242.9		\$ 275.1		\$ 297.1	
<i>Components of Change:</i>						
Existing Businesses	38.8	16.0 %	17.5	6.4 %	(24.8)	(8.3)%
Acquisitions	50.8	20.9 %	49.1	17.8 %	82.4	27.7 %
Foreign Currency Translation	12.8	5.3 %	12.9	4.7 %	28.5	9.6 %
Total	102.4	42.2 %	79.5	28.9 %	86.1	29.0 %
Six months ended July 1, 2011	\$ 345.3		\$ 354.6		\$ 383.2	

	Sales		Orders	
	\$	%	\$	%
Three months ended July 2, 2010	\$ 123.0		\$ 155.6	
<i>Components of Change:</i>				
Existing Businesses	17.7	14.4 %	(9.7)	(6.2)%
Acquisitions	34.9	28.4 %	38.0	24.4 %
Foreign Currency Translation	11.1	9.0 %	11.8	7.6 %
Total	63.7	51.8 %	40.1	25.8 %
Three months ended July 1, 2011	\$ 186.7		\$ 195.7	

Note: Dollars in millions.

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	EPS Range	
Projected net income per share - fully diluted	\$ 0.87	\$ 0.93
Restructuring and other related charges	0.12	0.12
Asbestos coverage litigation	0.12	0.12
Asbestos liability and defense costs	0.09	0.09
Projected adjusted net income per share - fully diluted	\$ 1.20	\$ 1.26

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Steve Simms Appointed to Colfax Board of Directors

FULTON, Md., July 27, 2011 /PRNewswire/ -- The Board of Directors of Colfax Corporation (NYSE: CFX), a global leader in fluid-handling solutions for critical applications, announced today that it has appointed Steven E. Simms, Chairman of the Board of Directors of Apex Tools and former Executive Vice President of Danaher Corporation (NYSE: DHR), to its Board effective July 27, 2011. This appointment increases the size of Colfax's Board of Directors from eight to nine members. Mr. Simms will serve as a member of the Compensation Committee.

Mitchell P. Rales, Chairman of the Board of Colfax, said, "We are very pleased to have Steve join our Board. Steve is one of the most seasoned executives I have come across during my career and is another outstanding addition to our Board. His extensive leadership experience, coupled with his international expertise, will provide a major contribution to Colfax as we continue to expand our global presence and leverage our portfolio of brands. One of Steve's major contributions at Danaher was the growth of the tool business in China. Under his leadership, Danaher's tool business in China grew from \$20 million in sales to over \$150 million and became the #1 tool brand in China. He also recruited a world class team of Chinese nationals. During his time at Danaher, Steve was also an accomplished promoter and practitioner of the Danaher Business System, which the Colfax Business System was modeled after. I am confident that his knowledge and experience will assist the Board of Directors and the Colfax management team in executing Colfax's long-term growth plan."

Mr. Simms held a variety of leadership roles during his 11-year career at Danaher. He became Executive Vice President in 2000 and served in that role through his retirement in 2007, during which time he was instrumental in Danaher's international growth and success. He previously served as Vice President–Group Executive from 1998 to 2000 and as an executive in Danaher's tools and components business from 1996 to 1998. Prior to joining Danaher, Mr. Simms held roles of increasing authority at Black & Decker Corporation, most notably President–European Operations and President–Worldwide Accessories. Mr. Simms started his career at the Quaker Oats Company where he held a number of brand management roles. He currently serves as Chairman of the Board of Apex Tools, which was formed in 2010 as a joint venture between Danaher Tool Group and Cooper Tools, is a member of the Board of Trustees of The Boys' Latin School of Maryland and is actively involved in a number of other educational and charitable organizations in the Baltimore area.

ABOUT COLFAX CORPORATION – Colfax Corporation is a global leader in critical fluid-handling products and technologies. Through its global operating subsidiaries, Colfax manufactures positive displacement industrial pumps and valves used in oil & gas, power generation, commercial marine, global naval and general industrial markets. Colfax's operating subsidiaries supply products under the well-known brands Allweiler, Baric, 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 is available at www.colfaxcorp.com.

CAUTIONARY NOTE CONCERNING FORWARD LOOKING STATEMENTS:

This press release may contain 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, 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 Annual Report on Form 10-K 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.

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.

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