
**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): April 24, 2012

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
(IRS Employer
Identification No.)

**8170 Maple Lawn Boulevard, Suite 180
Fulton, MD**

(Address of principal executive offices)

20759
(Zip Code)

(301) 323-9000

(Registrant's telephone number, including area code.)

(Former name and 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))
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Item 8.01 Other Events.

On April 24, 2012, Colfax Corporation (the “Company”) filed a prospectus supplement to its shelf registration statement on Form S-3 (File No. 333-179650) filed with the Securities and Exchange Commission on February 23, 2012. In accordance with registration rights agreements the Company entered into on January 24, 2012 with each of BDT CF Acquisition Vehicle, LLC, Mitchell P. Rales, Steven M. Rales and Markel Corporation (together, the “Selling Stockholders”), the Company filed the prospectus supplement for the purpose of registering 32,355,584 shares of common stock, par value \$0.001 per share (the “Shares”), that may be offered or sold by the Selling Stockholders.

The opinion of Gibson, Dunn & Crutcher LLP, relating to the validity of the Shares, is filed as Exhibit 5.1 to this report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 5.1 Opinion of Gibson, Dunn & Crutcher LLP.
- 23.1 Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1).

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: April 24, 2012

COLFAX CORPORATION

By: /s/ C. Scott Brannan

Name: C. Scott Brannan

Title: Senior Vice President, Finance and Chief Financial Officer

Exhibit Index

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Gibson, Dunn & Crutcher LLP.
23.1	Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1).

April 24, 2012

Colfax Corporation
8170 Maple Lawn Boulevard, Suite 180
Fulton, MD 20759

Re: *Colfax Corporation*
Registration Statement on Form S-3 (File No. 333-179650)

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-3, File No. 333-179650 (the "Registration Statement"), of Colfax Corporation, a Delaware corporation (the "Company"), filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the selling stockholders identified in the Registration Statement of up to 32,355,584 shares of the Company's common stock, par value \$0.001 per share (the "Shares"). The Company previously issued 20,182,293 of the Shares to the selling stockholders identified in the Registration Statement (the "Issued Shares"). The remaining 12,173,291 Shares are issuable upon conversion of the Company's Series A perpetual convertible preferred stock at the initial conversion price (the "Conversion Shares").

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies.

Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated and in reliance on statements of fact contained in the documents that we have examined, we are of the opinion that the Issued Shares have been validly issued and are fully paid and non-assessable, and the Conversion Shares, when issued upon conversion of the Series A perpetual convertible preferred stock in accordance with the terms thereof, will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name under the caption "Legal Matters" in the Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Gibson, Dunn & Crutcher LLP