

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): **August 5, 2010**

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))
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Item 7.01 Regulation FD Disclosure.

Attached hereto as Exhibit 99.1 and incorporated herein by reference are slides to be used by Colfax Corporation for investor presentations.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Colfax Corporation investor presentation slides

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: August 5, 2010

By: /s/ CLAY H. KIEFABER
Name: Clay H. Kiefaber
Title: President and Chief Executive Officer

EXHIBIT INDEX

99.1 Colfax Corporation investor presentation slides.



Investor Presentation

August 2010





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.



- Global leader in specialty fluid-handling solutions
- Diverse end markets
- Global reach with leading brands
- Problem solvers for critical fluid-handling applications
- Balanced growth approach: acquisitions and organic
- Colfax Business System
- Committed to becoming a multi-platform business



Delivering solutions for critical applications

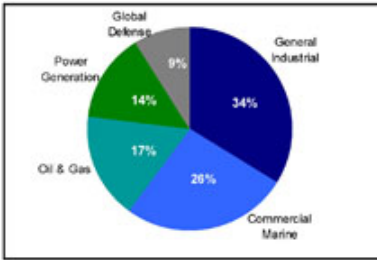


- Founded in 1995
- Equity capital provided by Mitch and Steve Rales, founders of Danaher (NYSE: DHR)
- Targeted global industrial companies with strong brands
- 13 acquisitions, 5 divestitures
- Exclusively focused on fluid-handling industry
- Proven, experienced management team
- Began trading on the NYSE in May 2008

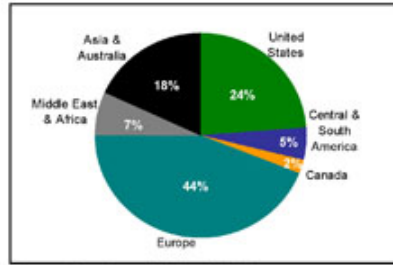
There are approximately 5,000 pump companies globally and Colfax is in the top 15



2009 Revenues (\$525M) By End Markets

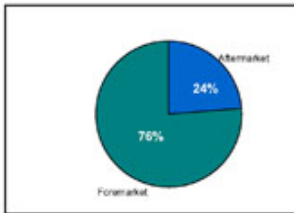


2009 Revenues (\$525M) By Geography ⁽¹⁾



(1) Revenues based on our shipping destination.

2009 Foremarket & Aftermarket Sales



Blue Chip Customers



Diverse end markets and customer base



2 and 3 Screw Pumps



Centrifugal Pumps



Progressive Cavity Pumps



Fluid Handling Systems



Precision Gear Pumps



Specialty Valves

Well recognized brands across served markets



Differentiation through responsive VOC-aligned SMART solutions and services for the most critical fluid-handling applications



- Intensify the application of CBS tools (EMEA focus)
- Align into a global functional organizational structure
- Utilize *Voice of the Customer* process to drive differentiated product development
- Grow Asia

Enhancing the foundation for sustained growth



Acquisition Criteria:

- Strong brand name recognition
- Leading market position
- Global reach and manufacturing
- Differentiated product technology / highly engineered solutions
- Complementary end market / geographic focus
- Attain double digit return on investment in the 3rd year
- Supported by secular trends

A critical part of our growth strategy



- Align with the customer
- Think and act breakthrough
- Drive immersion
- Execute a unified PD (Policy Deployment)
- Execute point-of-impact action plans

CBS – People, Planning, Process & Performance



Applications: Crude oil gathering; pipeline services; unloading and loading; rotating equipment lubrication; lube oil purification

Brands: Allweiler, Houttuin, Imo, LSC, Tuschaco, Warren

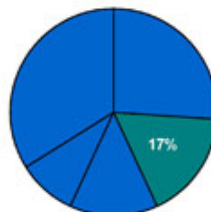
Market Trends

- Long-term demand for oil projected to increase
- Increased proportion of heavy oil
- Increased quote and book activity

Our Strategy

- Capitalize on growth in heavy oil exploration and transport
 - Middle East
 - Asia Pacific
 - Latin America
- Expand SMART solutions
- Provide lowest total cost of ownership solutions

Colfax 2009 Sales Split



Applications: Fuel oil transfer; oil transport; water and wastewater handling; firefighting

Brands: Allweiler, Fairmount, Imo, Imo AB, Portland Valve, Warren

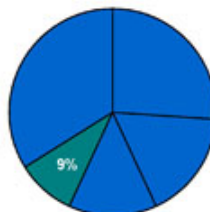
Market Trends

- Recent growth in Navy funding
- Focus on automation
- Modernization and expansion of ROW navies

Our Strategy

- Leverage SMART technology
- Expand service network
- Support expansion of fleets outside of U.S. including Europe and India

Colfax 2009 Sales Split



Applications: Chemical processing, machinery lubrication; hydraulic elevators; pulp and paper processing; food and beverage processing

Brands: Allweiler, Fairmount, Houttuin, Imo, Tushaco, Warren, Zenith

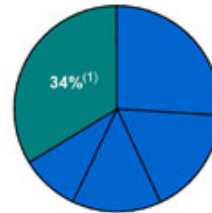
Market Trends

- Demand driven by long-term capital investment
- General industrial strengthening in Asia, Europe and U.S
- Developing regions embracing engineered products and solutions

Our Strategy

- Continue to expand and diversify customer base
- Develop VOC-based solutions that improve efficiency

Colfax 2009 Sales Split



(1) Includes Distribution (9%), Chemical Processing (5%), Machinery Support (3%), Building Products (3%), Wastewater (2%), Heat Transfer (1%), Pulp and Paper (1%), Diesel Engines (1%), Food & Beverage (1%) and Other (8%).



Applications: Fuel oil transfer; oil transport; water and wastewater handling

Brands: Allweiler, Houttuin, Imo AB

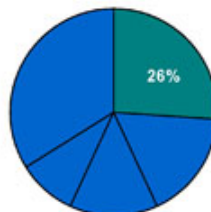
Market Trends

- Long-term increase in global trade
- Aging fleet and increased environmental regulations
- Approximately 10,000 ships on order
- Continued cancellations and delivery extensions

Our Strategy

- Improve OTD and responsiveness to best-of-class
- Grow aftermarket sales and service
 - Capitalize on growth in installed base
 - Leverage acquisition of PD Technik
- Focus on opportunities related to changing environmental regulations

Colfax 2009 Sales Split



Applications: Fuel unloading, transfer, burner and injection; rotating equipment lubrication, hydroelectric hydraulics

Brands: Allweiler, Imo, Tushaco, Warren

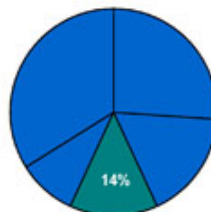
Market Trends

- Worldwide demand for electricity expected to double by 2030
- Majority of growth in developing countries

Our Strategy

- Grow China, India and Middle East

Colfax 2009 Sales Split



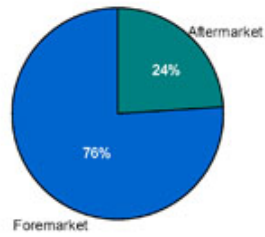
Market Trends

- Significant aftermarket demand for replacement products
- Tendency for customers to replace "like for like" products

Our Strategy

- Leverage large installed base
- Expand service center network
- Enhance offerings and capabilities

Colfax 2009 Aftermarket Sales



Spare parts kit

Opti-line



- Claims arise from purchased components previously included in our products
- Significant solvent insurance coverage
- Bad faith lawsuit against insurance carriers increases costs in process
- Estimated annual liability and related defense costs of \$4 million before potential insurance asset or liability adjustments



Financial Overview



▪ Strong balance sheet

- Debt of \$88 million, principal payments of \$9 million in 2010, matures in 2013
- Cash = \$63 million
- \$136 million available on revolver

▪ Strong cash flow

- LTM Adjusted EBITDA⁽¹⁾ of \$73 million
- Working capital to sales 19%

▪ Capital priorities

- Strategically-aligned acquisitions
- New products and processes

⁽¹⁾ Refer to Appendix for Non-GAAP reconciliation.
Note: As of 7/2/2010

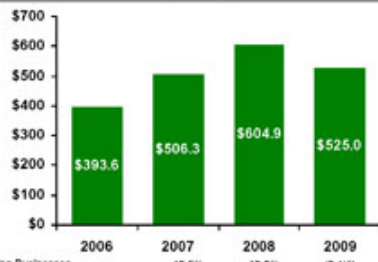




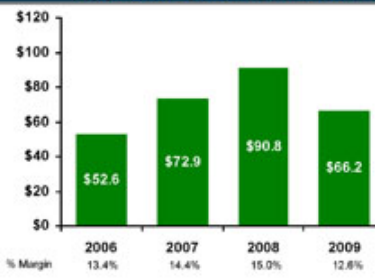
Financial Performance Overview – 2006-2009

Colfax Corporation

Revenue



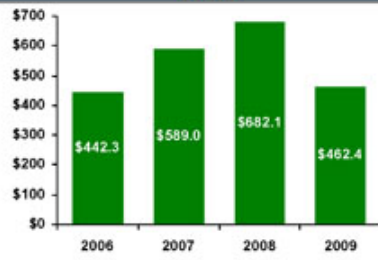
Adjusted Operating Income ⁽¹⁾



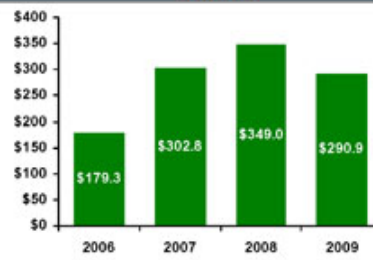
	2006	2007	2008	2009
Existing Businesses	--	13.5%	13.9%	(8.1)%
Acquisitions	--	8.0%	1.1%	0.2%
FX Translation	--	7.1%	4.5%	(5.3)%
Total Growth (Decline)		28.6%	19.5%	(13.2)%

	2006	2007	2008	2009
% Margin	13.4%	14.4%	15.0%	12.6%

Orders



Backlog



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

Note: Dollars in millions.



Financial Performance Overview – Current Quarter

Colfax Corporation

Revenue



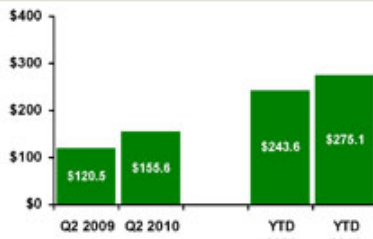
Existing Businesses	--	(3.1)%	--	(10.3)%
Acquisitions	--	0.8%	--	0.6%
FX Translation	--	(2.5)%	--	1.2%
Total Growth (Decline)	--	(4.8)%	--	(8.5)%

Adjusted Operating Income ⁽¹⁾



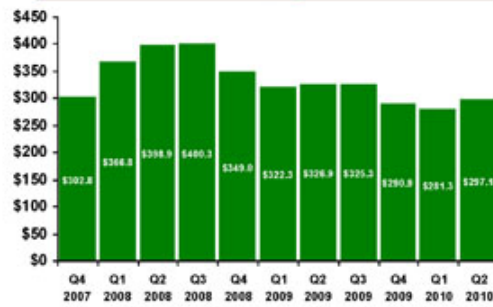
% Margin	11.1%	10.5%	11.0%	9.6%
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Orders



Existing Businesses	--	(30.6)%	--	11.0%
Acquisitions	--	0.8%	--	0.7%
FX Translation	--	(2.3)%	--	1.2%
Total Growth (Decline)	--	29.1%	--	12.9%

Backlog



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

Note: Dollars in millions.

	Six Months Ended		Delta	
	July 2, 2010	July 3, 2009	\$	%
Orders	\$ 275.1	\$ 243.6	\$ 31.5	12.9%
Sales	\$ 242.9	\$ 265.5	\$ (22.6)	(8.5)%
Gross Profit	\$ 84.7	\$ 92.6	\$ (7.8)	(8.5)%
% of Sales	34.9%	34.9%		
SG&A Expenses	\$ 58.4	\$ 58.1	\$ 0.3	0.5%
R&D Expense	3.1	3.1	0.1	2.0%
Operating Expenses	\$ 61.5	\$ 61.2	\$ 0.3	0.5%
% of Sales	25.3%	23.0%		
Adjusted Operating Income	\$ 23.2	\$ 31.4	\$ (8.2)	(26.0)%
% of Sales	9.6%	11.8%		
Adjusted Net Income	\$ 13.4	\$ 18.9	\$ (5.5)	(29.1)%
% of Sales	5.5%	7.1%		
Adjusted Net Income Per Share	\$ 0.31	\$ 0.44	\$ (0.13)	(29.5)%

Refer to Appendix for Non-GAAP reconciliation.

Note: Dollars in millions.



	Six Months Ended	
	July 2, 2010	July 3, 2009
Net income	\$ 1.4	\$ 11.2
Non-cash expenses	5.4	7.8
Change in working capital and accrued liabilities	15.6	(5.9)
Other	5.0	4.8
Total Operating Activities	27.4	17.9
Capital expenditures	(5.5)	(5.9)
Other	0.1	0.1
Total Investing Activities	(5.4)	(5.8)
Repayments of borrowings	(3.8)	(2.5)
Other	0.6	(0.4)
Total Financing Activities	(3.2)	(2.9)
Effect of exchange rates on cash	(5.8)	-
Increase in cash	13.0	9.2
Cash, beginning of period	50.0	28.8
Cash, end of period	\$ 63.0	\$ 38.0

Note: Dollars in millions



- Perform a thorough assessment of the business
- Build the best team
- Establish the strategic vital few and focus on them
- Initiate a global functional organizational structure aligned with our customers
- Intensify the application of CBS and enhance our ability to generate cash
- Rationalize product and develop VOC-based differentiated solutions by market
- Explore strategically important businesses

Building for the future



- Strong portfolio of brands, products and solutions
- Diverse end markets and geographies
- Strong balance sheet to fund organic growth initiatives and acquisitions
- Commitment to build the best team
- CBS intensity and potential
- Our values

Getting aligned to drive profitable growth



Appendix



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, adjusted operating income, 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, certain due diligence costs, certain legacy legal charges, restructuring and other related charges, and other post-employment benefit settlement as well as one time initial public offering-related costs, 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 actual and 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 non-recurring items, legacy asbestos issues and items outside the control of its operating management team (except in the case of EBITDA).

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



	2009	2008	2007	2006
Adjusted Operating Income				
Operating income	\$ 38,459	\$ 16,689	\$ 123,275	\$ 19,543
Restructuring and other related charges	18,175	-	-	-
Asbestos liability and defense (income) costs	(2,193)	(4,771)	(63,978)	21,783
Asbestos coverage litigation expenses	11,742	17,162	13,632	12,033
IPO-related costs	-	57,017	-	-
Legacy legal adjustment	-	4,131	-	8,330
Due diligence costs	-	582	-	-
Other post-employment benefit settlement	-	-	-	(9,102)
Adjusted operating income	<u>\$ 66,183</u>	<u>\$ 90,810</u>	<u>\$ 72,929</u>	<u>\$ 52,587</u>
Adjusted operating income margin	12.6%	15.0%	14.4%	13.4%

Note: Dollars in thousands.



	Three Months Ended		Six Months Ended	
	July 2, 2010	July 3, 2009	July 2, 2010	July 3, 2009
Adjusted Net Income and Adjusted Earnings per Share				
Net income	\$ 2,038	\$ 4,366	\$ 1,385	\$ 11,227
Restructuring and other related charges	3,035	486	7,074	1,147
Asbestos liability and defense costs	542	1,482	1,977	3,127
Asbestos coverage litigation expenses	4,543	4,027	8,424	6,993
Tax adjustment to effective rate of 32%	(2,518)	(1,859)	(5,484)	(3,631)
Adjusted net income	\$ 7,640	\$ 8,502	\$ 13,376	\$ 18,863
Adjusted net income margin	6.2%	6.6%	5.5%	7.1%
Weighted average shares outstanding - diluted	43,564,812	43,245,990	43,496,948	43,237,856
Adjusted net income per share	\$ 0.18	\$ 0.20	\$ 0.31	\$ 0.44
Net income per share—basic and diluted in accordance with GAAP	\$ 0.05	\$ 0.10	\$ 0.03	\$ 0.26
Adjusted Operating Income				
Operating income	\$ 4,834	\$ 8,294	\$ 5,727	\$ 20,104
Restructuring and other related charges	3,035	486	7,074	1,147
Asbestos liability and defense costs	542	1,482	1,977	3,127
Asbestos coverage litigation expenses	4,543	4,027	8,424	6,993
Adjusted operating income	\$ 12,954	\$ 14,289	\$ 23,202	\$ 31,371
Adjusted operating income margin	10.5%	11.1%	9.6%	11.8%

Note: Dollars in thousands.



	<u>Last Twelve Months</u>	
	<u>July 2, 2010</u>	
EBITDA		
Net income	\$	11,880
Interest expense		7,111
Provision for income taxes		5,091
Depreciation and amortization		14,825
EBITDA	\$	<u>38,907</u>
EBITDA margin		7.7%
Adjusted EBITDA		
Net income	\$	11,880
Interest expense		7,111
Provision for income taxes		5,091
Depreciation and amortization		14,825
Restructuring and other related charges		24,102
Asbestos liability and defense costs (income)		(3,343)
Asbestos coverage litigation expenses		13,173
Adjusted EBITDA	\$	<u>72,839</u>
Adjusted EBITDA margin		14.5%

Note: Dollars in thousands.

