

**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): December 17, 2013

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)

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 7.01 Regulation FD Disclosure.

On December 17, 2013, Colfax Corporation (the "Company") held its Annual Investor Event and provided information regarding its financial outlook for 2014. The portion of management's presentation related to its financial outlook for 2014 are attached to this report as Exhibit 99.1. The complete presentation and a replay of the event are available on the Company's website at www.colfaxcorp.com under the "Investors" section.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Excerpt from management's presentation on December 17, 2013 regarding Colfax Corporation's financial outlook for 2014.

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: December 17, 2013

By: /s/ C. Scott Brannan

Name: C. Scott Brannan

Title: Senior Vice President, Finance and Chief

Financial Officer



FINANCIAL UPDATE
SCOTT BRANNAN | SVP and CFO

Journey Toward Excellence

2014 UPDATE

- Organic revenue growth of 1 - 3%
- Excludes any accretion from future acquisitions
- Includes \$30 million additional adjusted operating profit from acquisitions
- Includes \$35 million restructuring benefit

2014 OUTLOOK SUMMARY

Revenue Range			
2014 Total	\$4.500 billion	To	\$4.625 billion
EPS and Adjusted Net Income Range			
2014 Net income per share	\$2.14	To	\$2.34
Adjusted net income	\$279 million	To	\$307 million
2014 Adjusted net income per share ⁽¹⁾	\$2.40	To	\$2.65
Assumptions			
Restructuring costs	\$50 million		
Euro	\$1.35		
Tax rate - adjusted basis/GAAP	28-30%/30-32%		
Outstanding shares – if converted	116 million		
Depreciation	\$80 million		
Amortization	\$55 million		
Interest expense (based on LIBOR and EURIBOR = 25 bps)	\$55 million		
Capital expenditures	2.5% of revenue		
Pension funding in excess of expense	\$30 million		
Preferred dividend	\$20 million		

(1) Excludes impact of restructuring charges.

(See Non-GAAP Reconciliation included in this slide deck)

2014 ORGANIC GROWTH OUTLOOK

	2014 Forecast Organic Growth
Fluid Handling	2-4%
Howden	4-6%
Fabrication Technology	(1)-2%
Total Colfax	1-3%

2014 ROLLFORWARD

<i>(in millions, except per share)</i>	Sales		Adjusted Income		EPS Range	
					Low	High
2013 guidance - sales/ adjusted operating income	\$ 4,120	\$ 4,150	\$ 422	\$ 429		
2013 acquisitions	330	350	40	45		
2013 acquisitions - incremental amortization	—	—	(10)	(10)		
Projected before growth/ cost actions	4,450	4,500	452	464		
Organic revenue at 1%; 20% fall-through	50		10			
Organic revenue at 3%; 25% fall-through		125		31		
Cost actions	—	—	35	35		
	4,500	4,625	497	530		
Interest expense			(55)	(55)		
Tax			(132)	(137)		
Noncontrolling interest			(31)	(31)		
Adjusted net income- Colfax			279	307		
Preferred dividends			(20)	(20)		
			\$ 259	\$ 287	\$ 2.40	\$ 2.65

(See Non-GAAP Reconciliation included in this slide deck)

SUMMARY

- Continued improvement in low growth environment
- CBS and restructuring keep us on target to met our margin goals
- Improving financial position and revised credit facility position us for continued growth
- Deliver 20% plus growth in adjusted EPS

NON-GAAP DISCLAIMER

Colfax has provided financial information that has not been prepared in accordance with GAAP. These non-GAAP financial measures are projected adjusted net income, projected adjusted net income per share, adjusted operating income and organic sales growth (decline). Projected adjusted net income, projected adjusted net income per share and adjusted operating income exclude expenses related to major restructuring programs, to the extent they impact the periods presented. 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 expense related to major restructuring programs.

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

NON-GAAP RECONCILIATION

(unaudited)

	<u>2014 EPS Range</u>	
Projected net income per share - diluted	\$ 2.03	\$ 2.28
Restructuring costs	0.43	0.43
Tax adjustment	<u>(0.06)</u>	<u>(0.06)</u>
Projected adjusted net income per share - diluted	<u>\$ 2.40</u>	<u>\$ 2.65</u>

NON-GAAP RECONCILIATION

(unaudited)

	Q3 2013 - QTD				Q3 2012 - QTD			
	Gas and Fluid Handling	Fabrication Technology	Corporate and Other	Total Colfax Corporation	Gas and Fluid Handling	Fabrication Technology	Corporate and Other	Total Colfax Corporation
Net sales	\$ 511,360	\$ 503,210	\$ —	\$ 1,014,570	\$ 464,873	\$ 489,567	\$ —	\$ 954,440
Operating income (loss)	64,135 12.5 %	52,124 10.4 %	(13,461)	102,798 10.1 %	32,361 7.0 %	31,357 6.4 %	(12,052)	51,666 5.4 %
Charter acquisition-related expense	—	—	—	—	—	—	—	—
Restructuring and other related charges	3,278	5,459	—	8,737	1,564	12,498	1,803	15,865
Asbestos coverage litigation expense	627	—	—	627	3,313	—	—	3,313
Fair value adjustments - ESAB/Howden backlog and inventory amortization expense	—	—	—	—	14,455	—	—	14,455
Adjusted operating income (loss)	\$ 68,040 13.3 %	\$ 57,583 11.4 %	\$ (13,461)	\$ 112,162 11.1 %	\$ 51,693 11.1 %	\$ 43,855 9.0 %	\$ (10,249)	\$ 85,299 8.9 %

	Q3 2013 - YTD				Q3 2012 - YTD			
	Gas and Fluid Handling	Fabrication Technology	Corporate and Other	Total Colfax Corporation	Gas and Fluid Handling	Fabrication Technology	Corporate and Other	Total Colfax Corporation
Net sales	\$ 1,453,228	\$ 1,582,603	\$ —	\$ 3,035,831	\$ 1,386,699	\$ 1,499,760	\$ —	\$ 2,886,459
Operating income (loss)	174,597 12.0 %	148,794 9.4 %	(36,614)	286,777 9.4 %	93,467 6.7 %	74,642 5.0 %	(80,268)	87,841 3.0 %
Charter acquisition-related expense	—	—	—	—	—	—	43,617	43,617
Restructuring and other related charges	4,744	12,684	—	17,428	5,379	31,620	6,067	43,066
Asbestos coverage litigation expense	2,801	—	—	2,801	8,840	—	—	8,840
Fair value adjustments - ESAB/Howden backlog and inventory amortization expense	—	—	—	—	45,597	16,985	—	62,582
Adjusted operating income (loss)	\$182,142 12.5 %	\$ 161,478 10.2 %	\$ (36,614)	\$ 307,006 10.1 %	\$ 153,263 11.1 %	\$ 123,247 8.2 %	\$ (30,584)	\$ 245,946 8.5 %

SALES & ORDERS GROWTH

(unaudited)

	Net Sales		Orders	
	\$	%	\$	%
For the three months ended September 28, 2012	\$ 954.4		\$ 443.8	
<i>Components of Change:</i>				
Existing Businesses	29.1	3.0 %	72.6	16.4 %
Acquisitions ⁽¹⁾	37.6	3.9 %	6.7	1.5 %
Foreign Currency Translation	(6.5)	(0.6)%	10.2	2.3 %
Total	60.2	6.3 %	89.5	20.2 %

For the three months ended September 27, 2013 **\$ 1,014.6** **\$ 533.3**

	Net Sales		Orders		Backlog at Period	
	\$	%	\$	%	\$	%
As of and for the nine months ended September 28, 2012	\$ 2,886.5		\$ 1,475.7		\$ 1,382.4	
<i>Components of Change:</i>						
Existing Businesses	2.4	0.1 %	(2.5)	(0.2)%	44.7	3.2 %
Acquisitions ⁽¹⁾	180.2	6.2 %	46.2	3.1 %	21.4	1.6 %
Foreign Currency Translation	(33.3)	(1.1)%	(5.8)	(0.3)%	(1.6)	(0.1)%
Total	149.3	5.2 %	37.9	2.6 %	64.5	4.7 %
As of and for the nine months ended September 27, 2013	\$ 3,035.8		\$ 1,513.6		\$ 1,446.9	

(1) Represents the incremental sales, orders and order backlog as a result of our acquisitions of Charter, Soldex, Co-Vent and Clarus. The impact related to the Charter Acquisition represents 12 days of activity for ESAB and Howden as the acquisition closed on January 13, 2012.

