

**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 17, 2014

**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.)

**420 National Business Parkway, 5th Floor**  
**Annapolis Junction, MD 20701**  
(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 17, 2014, Colfax Corporation issued a press release reporting financial results for the second quarter ended June 27, 2014.

As reflected in the press release, for the three and six months ended June 27, 2014, reported Net income available to Colfax Corporation common shareholders was \$191.8 million and \$216.7 million, or \$1.53 and \$1.81 per dilutive share, respectively. This reflects a Benefit from income taxes for the second quarter and six months ended June 27, 2014 based on our current estimate, which is subject to change. Final data will be reflected in the Company's Form 10-Q for the quarterly period ended June 27, 2014.

Adjusted net income for the three and six months ended June 27, 2014, was \$59.6 million and \$111.2 million, or \$0.48 and \$0.91 per share, respectively. A description of the company's use of adjusted net income, a non-GAAP financial measure, and a reconciliation of the measure to Net income attributable to Colfax Corporation is set forth in Colfax Corporation's press release, a copy of which 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 9:00 a.m. EDT on July 17, 2014 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 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

- 99.1 Colfax Corporation press release dated July 17, 2014, reporting financial results for the second quarter ended June 27, 2014.
- 99.2 Colfax Corporation slides for July 17, 2014 conference call reporting financial results for the second quarter ended June 27, 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: July 17, 2014

By: /s/ C. Scott Brannan

Name: C. Scott Brannan

Title: Senior Vice President, Finance,  
Chief Financial Officer and Treasurer

## EXHIBIT INDEX

- 99.1 Colfax Corporation press release dated July 17, 2014, reporting financial results for the second quarter ended June 27, 2014.
- 99.2 Colfax Corporation slides for July 17, 2014 conference call reporting financial results for the second quarter ended June 27, 2014.



## COLFAX REPORTS SECOND QUARTER 2014 RESULTS

- Second quarter adjusted net income per share of \$0.48
- Second quarter net sales increased 11.7% (a decrease of 5.0% organically) to \$1.199 billion
- Gas- and fluid-handling finished the period with backlog of \$1.585 billion

ANNAPOLIS JUNCTION, MD - July 17, 2014 - Colfax Corporation (NYSE: CFX) today announced its financial results for the second quarter ended June 27, 2014. The Company has not yet finalized the second quarter tax provision.

For the second quarter of 2014, adjusted net income (as defined below) was \$59.6 million, or \$0.48 per share, which includes approximately \$22 million of pretax non-cash expenses related to an impairment, a business disposition and a Venezuelan currency devaluation.

Net sales were \$1.199 billion, in the second quarter, an increase of 11.7% from the prior year. Net sales decreased 5.0% organically compared to the second quarter of 2013. Second quarter operating income was \$95.7 million, with adjusted operating income (as defined below) of \$109.1 million, a decrease of 6%.

Second quarter gas- and fluid-handling orders were \$593.8 million compared to orders of \$478.2 million in Q2 2013, an increase of 24.2% and an organic increase of 4.6%. Gas- and fluid-handling finished the period with backlog of \$1.585 billion.

For the six months ended June 27, 2014, adjusted net income (as defined below) was \$111.2 million, or \$0.91 per share. Net sales for the six months ended June 27, 2014 were \$2.254 billion, an increase of 11.5% compared to net sales for the six months ended June 28, 2013. Operating income for the six months ended June 27, 2014 was \$183.4 million, with adjusted operating income (as defined below) of \$203.2 million, an increase of 4%.

The financial results discussed herein are presented on a preliminary basis; final data will be included in Colfax's Quarterly Report on Form 10-Q for the quarterly period ended June 27, 2014.

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

Steve Simms, President and Chief Executive Officer, stated, "Second quarter performance fell short of expectations. Our fabrication technology sector continued to face weak end markets. Despite lower sales, the fabrication technology sector delivered solid margin performance. The newly acquired Victor Technologies operations performed in line with expectations. Gas handling operations performed well with strong margin contribution despite the anticipated lower revenue. Our fluid handling operations experienced sluggish demand and operational issues in the quarter, generating most of the shortfall. We are aggressively taking steps to address the weak end markets and operational issues and still expect solid profit improvement in the second half of 2014, but based on the second quarter performance, and demand outlook for the year, we have decreased our sales and earnings guidance."

## **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, adjusted operating income, organic sales growth and organic order growth. Adjusted net income, adjusted net income per share and adjusted operating income exclude restructuring and other related charges and, for the 2013 periods presented, asbestos coverage litigation expense. Adjusted net income and adjusted net income per share for the six months ended June 27, 2014 exclude the preferred stock conversion inducement payment. The effective tax rates used to calculate adjusted net income and adjusted net income per share are 30.7% and 29.0% for the three and six months ended June 27, 2014, respectively. The effective tax rates used to calculate adjusted net income and adjusted net income per share are 28.2% and 29.0% for the second quarter and six months ended June 28, 2013, respectively. 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 asbestos insurance coverage issues, restructuring and other related charges, and preferred stock conversion inducement payment.

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 Thursday, July 17, 2014 at 9:00 a.m. EDT. The call will be open to the public through 877-303-7908 (U.S. callers) or 678-373-0875 (international callers) and referencing the conference ID number 73886940, or through webcast via Colfax's website at [www.colfaxcorp.com](http://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 diversified global manufacturing and engineering company that provides gas- and fluid-handling and fabrication technology products and services to commercial and governmental customers around the world under the Howden, Colfax Fluid Handling and ESAB brands. Colfax believes that its brands are among the most highly recognized in each of the markets that it serves. Colfax is traded on the NYSE under the ticker "CFX." Additional information about Colfax is available at [www.colfaxcorp.com](http://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 fact. 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 including its 2013 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 the date hereof. 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.

## **Contact:**

Farand Pawlak, Director of Investor Relations  
Colfax Corporation  
301-323-9054  
[Farand.Pawlak@colfaxcorp.com](mailto:Farand.Pawlak@colfaxcorp.com)

**Colfax Corporation**  
**Selected Consolidated Statement of Operations Data**  
**Dollars in thousands, except per share data**  
**(Preliminary, Unaudited)**

	Three Months Ended		Six Months Ended	
	June 27, 2014	June 28, 2013	June 27, 2014	June 28, 2013
Net sales	\$ 1,199,336	\$ 1,074,118	\$ 2,253,667	\$ 2,021,261
Cost of sales	811,165	736,296	1,539,864	1,392,714
Gross profit	388,171	337,822	713,803	628,547
Selling, general and administrative expense	279,029	221,693	510,611	435,877
Restructuring and other related charges	13,474	4,477	19,786	8,691
Operating income	95,668	111,652	183,406	183,979
Interest expense	13,624	18,054	25,946	41,343
Income before income taxes	82,044	93,598	157,460	142,636
(Benefit from) provision for income taxes <sup>(1)</sup>	(116,300)	26,398	(95,721)	43,161
Net income <sup>(1)</sup>	198,344	67,200	253,181	99,475
Income attributable to noncontrolling interest, net of taxes	6,559	8,808	14,606	13,448
Net income attributable to Colfax Corporation <sup>(1)</sup>	191,785	58,392	238,575	86,027
Dividends on preferred stock	—	5,086	2,348	10,168
Preferred stock conversion inducement payment	—	—	19,565	—
Net income available to Colfax Corporation common shareholders <sup>(1)</sup>	\$ 191,785	\$ 53,306	\$ 216,662	\$ 75,859
Net income per share- basic <sup>(1)</sup>	\$ 1.55	\$ 0.53	\$ 1.83	\$ 0.75
Net income per share- diluted <sup>(1)</sup>	\$ 1.53	\$ 0.52	\$ 1.81	\$ 0.74

<sup>(1)</sup> The (Benefit from) provision for income taxes for the second quarter and six months ended June 27, 2014 reflects our current estimate, which is subject to change. The final amount for the second quarter and six months ended June 27, 2014 will be reflected in the Company's Form 10-Q for the quarterly period ended June 27, 2014.



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

	Three Months Ended		Six Months Ended	
	June 27, 2014	June 28, 2013	June 27, 2014	June 28, 2013
<b>Adjusted Operating Income</b>				
Operating income	\$ 95,668	\$ 111,652	\$ 183,406	\$ 183,979
Restructuring and other related charges	13,474	4,477	19,786	8,691
Asbestos coverage litigation expense	—	468	—	2,174
Adjusted operating income	\$ 109,142	\$ 116,597	\$ 203,192	\$ 194,844
Adjusted operating income margin	9.1%	10.9%	9.0%	9.6%
	Three Months Ended		Six Months Ended	
	June 27, 2014	June 28, 2013	June 27, 2014	June 28, 2013
<b>Adjusted Net Income</b>				
Net income attributable to Colfax Corporation <sup>(1)</sup>	\$ 191,785	\$ 58,392	\$ 238,575	\$ 86,027
Restructuring and other related charges	13,474	4,477	19,786	8,691
Asbestos coverage litigation expense	—	468	—	2,174
Tax adjustment <sup>(2)</sup>	(145,634)	(1,354)	(147,122)	(1,354)
Adjusted net income	\$ 59,625	\$ 61,983	\$ 111,239	\$ 95,538
Adjusted net income margin	5.0%	5.8%	4.9%	4.7%
<b>Adjusted Net Income Per Share</b>				
Net income available to Colfax Corporation common shareholders	\$ 191,785	\$ 53,306	\$ 216,662	\$ 75,859
Restructuring and other related charges	13,474	4,477	19,786	8,691
Asbestos coverage litigation expense	—	468	—	2,174
Preferred stock conversion inducement payment	—	—	19,565	—
Tax adjustment <sup>(2)</sup>	(145,634)	(1,354)	(147,122)	(1,354)
Adjusted net income available to Colfax Corporation common shareholders	59,625	56,897	108,891	85,370
Dividends on preferred stock	—	—	2,348	—
Less: adjusted net income attributable to participating securities <sup>(3)</sup>	—	916	—	4,571
	\$ 59,625	\$ 55,981	\$ 111,239	\$ 80,799
Weighted-average shares outstanding - diluted	125,485,480	111,522,958	122,721,700	97,285,037
Adjusted net income per share	\$ 0.48	\$ 0.56	\$ 0.91	\$ 0.83
Net income per share — diluted (in accordance with GAAP)	\$ 1.53	\$ 0.52	\$ 1.81	\$ 0.74

<sup>(1)</sup> The (Benefit from) provision for income taxes for the second quarter and six months ended June 27, 2014 reflects our current estimate, which is subject to change. The final amount for the second quarter and six months ended June 27, 2014 will be reflected in the Company's Form 10-Q for the quarterly period ended June 27, 2014.

<sup>(2)</sup> The effective tax rates used to calculate adjusted net income and adjusted net income per share are 30.7% and 29.0% for the second quarter and six months ended June 27, 2014, respectively, and 28.2% and 29.0% for the second quarter and six months ended June 28, 2013, respectively.

<sup>(3)</sup> Adjusted net income per share for periods prior to April 23, 2013 was calculated consistently with the two-class method in accordance with GAAP as the Series A Perpetual Convertible Preferred Stock were considered participating securities. Subsequent to April 23, 2013 and prior to February 12, 2014, adjusted net income per share was calculated consistently with the if-converted method in accordance with GAAP until the Series A Perpetual Convertible Preferred Stock were no longer participating securities. Adjusted net income per share for the six months ended June 28, 2013 excludes the impact of 12,173,291 common stock equivalent shares as their inclusion would be anti-dilutive. On February 12, 2014, the Series A Perpetual Convertible Preferred Stock were converted to common stock and the Company paid a \$19.6 million conversion inducement to the holders of the Series A Perpetual Convertible Preferred Stock.

**Colfax Corporation**  
**Change in Sales, Orders and Backlog**  
**Dollars in millions**  
**(Unaudited)**

	Net Sales		Orders	
	\$	%	\$	%
<b>For the three months ended June 28, 2013</b>	\$ 1,074.1		\$ 478.2	
<i>Components of Change:</i>				
Existing Businesses	(53.5)	(5.0)%	22.2	4.6%
Acquisitions <sup>(1)</sup>	192.3	17.9 %	89.5	18.7%
Foreign Currency Translation	(13.6)	(1.2)%	3.9	0.9%
Total	125.2	11.7 %	115.6	24.2%
<b>For the three months ended June 27, 2014</b>	<b>\$ 1,199.3</b>		<b>\$ 593.8</b>	

	Net Sales		Orders		Backlog at Period End	
	\$	%	\$	%	\$	%
<b>As of and for the six months ended June 28, 2013</b>	\$ 2,021.3		\$ 980.3		\$ 1,388.4	
<i>Components of Change:</i>						
Existing Businesses	—	— %	33.3	3.4%	(39.9)	(2.9)%
Acquisitions <sup>(1)</sup>	277.4	13.7 %	161.6	16.5%	232.9	16.8 %
Foreign Currency Translation	(45.0)	(2.2)%	2.0	0.2%	3.4	0.2 %
Total	232.4	11.5 %	196.9	20.1%	196.4	14.1 %
<b>As of and for the six months ended June 27, 2014</b>	<b>\$ 2,253.7</b>		<b>\$ 1,177.2</b>		<b>\$ 1,584.8</b>	

<sup>(1)</sup> Represents the incremental sales, orders and order backlog as a result of our acquisitions of Clarus Fluid Intelligence, LLC, CKD Kompressory a.s., the global industrial and industry division of Flakt Woods Group, TLT-Babcock Inc., Alphair Ventilating Systems Inc., and Sistemas Centrales de Lubrication S.A. de C.V. ("Sicelub"), and incremental sales as a result of our acquisition of Victor Technologies Holdings, Inc.

The COLFAX logo is displayed in a bold, black, sans-serif font. The letters are thick and blocky, with a slight shadow effect. The 'O' and 'A' have a unique, slightly irregular shape. The logo is set against a light gray rectangular background that is positioned over a blue abstract background with wavy, glowing lines.

**SECOND QUARTER 2014 | EARNINGS CONFERENCE CALL**

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# FORWARD-LOOKING STATEMENTS

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 including its 2013 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.

The logo for COLFAX, featuring the word in a bold, black, sans-serif font. The letters are closely spaced, and the 'X' has a distinctive shape with a gap in the middle. The logo is set against a light grey rectangular background.

**COLFAX**

The text 'Q2 2014 RESULTS' in a white, sans-serif font. The text is centered within a light grey rectangular background that overlaps the bottom of the COLFAX logo.

**Q2 2014 RESULTS**

## Q2 2014 HIGHLIGHTS

- Adjusted net income of \$59.6 million (\$0.48 per share) compared to \$62.0 million (\$0.56 per share) in Q2 2013
  - Q2 2014 includes approximately \$22 million of pretax non-cash expenses related to an impairment, a business disposition and a Venezuelan currency devaluation
- Net sales of \$1.20 billion, an increase of 11.7% from Q2 2013 net sales of \$1.07 billion (an organic decrease of 5.0%)
- Adjusted operating income of \$109.1 million compared to \$116.6 million in Q2 2013
- Second quarter gas- and fluid-handling orders of \$593.8 million compared to orders of \$478.2 million in Q2 2013, an increase of 24.2% (an organic increase of 4.6%)
- Gas- and fluid-handling backlog of \$1.6 billion at period end

## YEAR TO DATE 2014 HIGHLIGHTS

- Adjusted net income of \$111.2 million (\$0.91 per share) compared to \$95.5 million (\$0.83 per share) in the six months ended June 28, 2013
- Net sales of \$2.25 billion, an increase of 11.5% from the six months ended June 28, 2013 net sales of \$2.02 billion (flat organically)
- Adjusted operating income of \$203.2 million compared to \$194.8 million in the six months ended June 28, 2013
- Gas- and fluid-handling orders of \$1.18 billion compared to orders of \$980.3 million in the six months ended June 28, 2013, an increase of 20.1% (an organic increase of 3.4%)

The logo for COLFAX is rendered in a bold, black, sans-serif font. The letters are closely spaced, and the 'X' has a distinctive shape with a sharp point. The text is set against a light gray rectangular background that is slightly offset to the left and top.

**COLFAX**

The text 'GAS AND FLUID HANDLING' is written in a white, bold, sans-serif font. It is centered horizontally within a light gray rectangular background that is slightly offset to the left and top, matching the style of the logo above it.

**GAS AND FLUID HANDLING**



## GAS AND FLUID HANDLING Q2 2014 HIGHLIGHTS

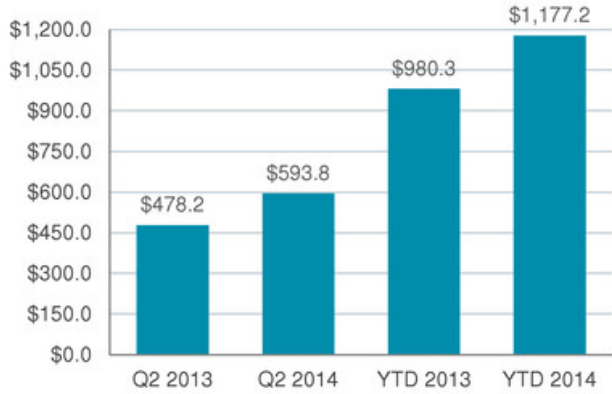
- Net sales of \$568.9 million compared to net sales of \$516.8 million in Q2 2013, an increase of 10.1% (an organic decrease of 7.0%)
- Adjusted segment operating income of \$45.7 million and adjusted segment operating income margin of 8.0%
- Second quarter orders of \$593.8 million compared to orders of \$478.2 million in Q2 2013, an increase of 24.2% (an organic increase of 4.6%)
- Backlog of \$1.6 billion at period end

## GAS AND FLUID HANDLING YTD 2014 HIGHLIGHTS

- Net sales of \$1.14 billion compared to net sales of \$941.9 million in the six months ended June 28, 2013, an increase of 21.3% (an organic increase of 3.2%)
- Adjusted segment operating income of \$101.7 million and adjusted segment operating income margin of 8.9%
- Orders of \$1.18 billion compared to orders of \$980.3 million in the six months ended June 28, 2013, an increase of 20.1% (an organic increase of 3.4%)

# ORDERS AND BACKLOG

## ORDERS



	QTD		YTD
Existing Businesses	4.6%		3.4%
Acquisitions	18.7%		16.5%
FX Translation	0.9%		0.2%
<b>Total Growth</b>	<b>24.2%</b>		<b>20.1%</b>

Note: Dollars in millions (unaudited).

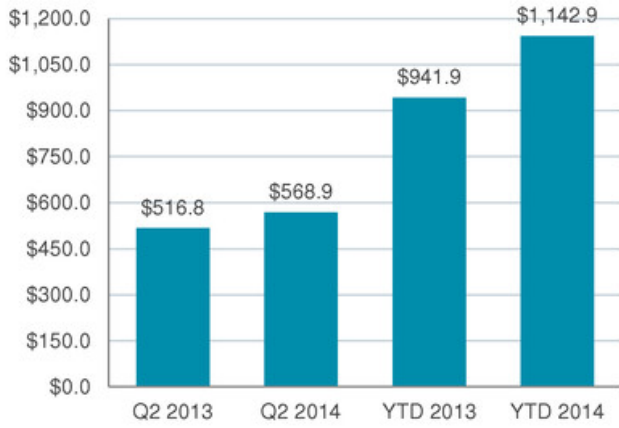
## BACKLOG<sup>(1)</sup>



(1) Backlog data for the periods prior to Q1 2012 are presented on a proforma basis.

# REVENUE

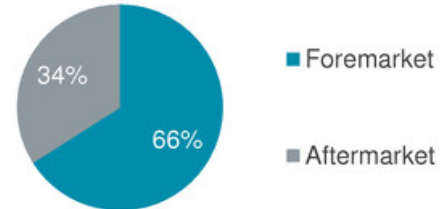
## REVENUE



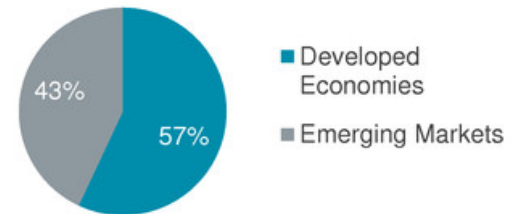
	QTD		YTD
Existing Businesses	(7.0)%		3.2%
Acquisitions	16.3%		18.0%
FX Translation	0.8%		0.1%
<b>Total Growth</b>	<b>10.1%</b>		<b>21.3%</b>

Note: Dollars in millions (unaudited).

## AFTERMARKET REVENUE YTD 2014

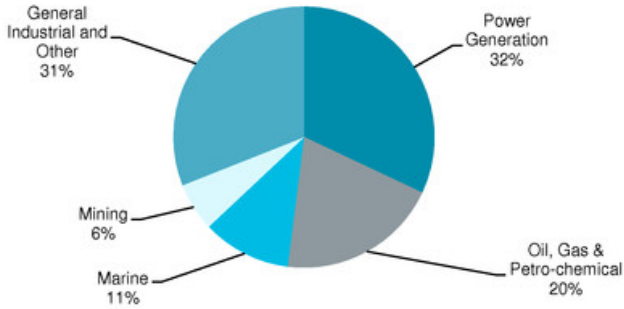


## GEOGRAPHIC EXPOSURE YTD 2014



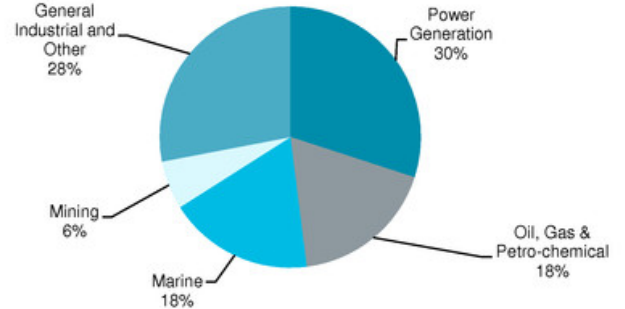
# Q2 2014 SALES AND ORDERS BY END MARKET

## SALES: \$568.9 Million



	Total (Decline) Growth	Organic (Decline) Growth
Power Generation	(10.8)%	(14.9)%
Oil, Gas & Petrochemical	0.6%	(16.8)%
Marine	6.5%	2.1%
Mining	34.0%	11.9%
General Industrial & Other	52.6%	8.1%
<b>Total</b>	<b>10.1%</b>	<b>(7.0)%</b>

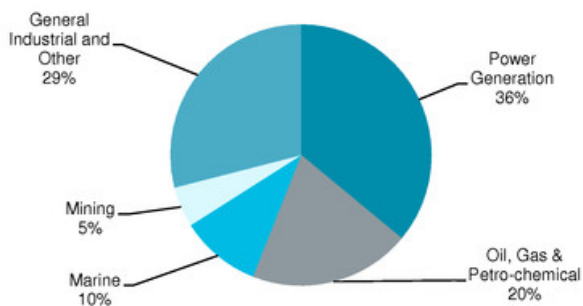
## ORDERS: \$593.8 Million



	Total (Decline) Growth	Organic (Decline) Growth
Power Generation	(1.5)%	(10.6)%
Oil, Gas & Petrochemical	(4.9)%	(26.4)%
Marine	95.0%	85.4%
Mining	21.6%	3.7%
General Industrial & Other	61.4%	20.9%
<b>Total</b>	<b>24.2%</b>	<b>4.6%</b>

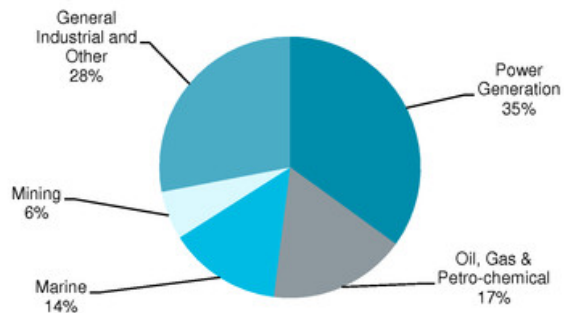
# YTD 2014 SALES AND ORDERS BY END MARKET

## SALES: \$1.14 Billion



	Total Growth	Organic Growth (Decline)
Power Generation	14.4%	5.9%
Oil, Gas & Petrochemical	11.8%	(5.0)%
Marine	5.8%	2.7%
Mining	5.5%	(16.6)%
General Industrial & Other	54.2%	11.8%
<b>Total</b>	<b>21.3%</b>	<b>3.2%</b>

## ORDERS: \$1.18 Billion



	Total Growth (Decline)	Organic Growth (Decline)
Power Generation	7.8%	0.3%
Oil, Gas & Petrochemical	(16.5)%	(34.9)%
Marine	50.7%	45.1%
Mining	43.5%	24.2%
General Industrial & Other	64.6%	26.6%
<b>Total</b>	<b>20.1%</b>	<b>3.4%</b>

# POWER GENERATION MARKET PERSPECTIVE

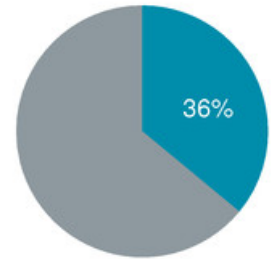
## SALES & ORDERS (DECLINE) GROWTH

	Q2 2014 vs. Q2 2013		YTD 2014 vs. YTD 2013	
	Total	Organic	Total	Organic
<b>Sales</b>	(10.8)%	(14.9)%	14.4%	5.9%
<b>Orders</b>	(1.5)%	(10.6)%	7.8%	0.3%

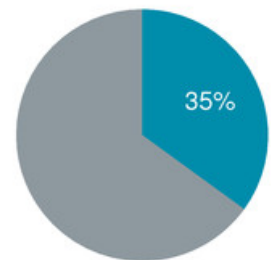
## HIGHLIGHTS

- Served by both Howden and Colfax Fluid Handling
- Lower sales due to new-build project timing in China and slow aftermarket sales in the U.S.
- Fluid Handling orders impacted by downturn in demand for combined cycle power stations
- Howden saw declines in China SCR orders, partially offset by increases in new-build components, particularly air heaters

## YTD 2014 SALES SPLIT



## YTD 2014 ORDERS SPLIT



# OIL, GAS & PETROCHEMICAL MARKET PERSPECTIVE

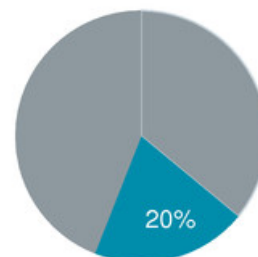
## SALES & ORDERS GROWTH (DECLINE)

	Q2 2014 vs. Q2 2013		YTD 2014 vs. YTD 2013	
	Total	Organic	Total	Organic
<b>Sales</b>	0.6%	(16.8)%	11.8%	(5.0)%
<b>Orders</b>	(4.9)%	(26.4)%	(16.5)%	(34.9)%

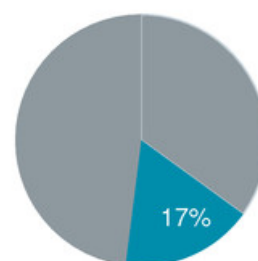
## HIGHLIGHTS

- Served by both Howden and Colfax Fluid Handling
- Period over period comparisons are difficult due to the timing of large projects
- Continue to see deferrals of major projects across core geographies, particularly Asia and Latin America
- Revenue declines due to softening order book; saw strong orders for new dry-seal compressor and in CKD acquisition

## YTD 2014 SALES SPLIT



## YTD 2014 ORDERS SPLIT





# MARINE MARKET PERSPECTIVE

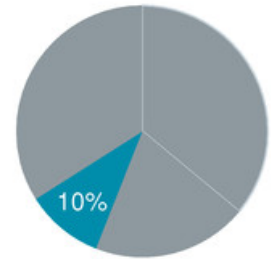
## SALES & ORDERS GROWTH

	Q2 2014 vs. Q2 2013		YTD 2014 vs. YTD 2013	
	Total	Organic	Total	Organic
<b>Sales</b>	6.5%	2.1%	5.8%	2.7%
<b>Orders</b>	95.0%	85.4%	50.7%	45.1%

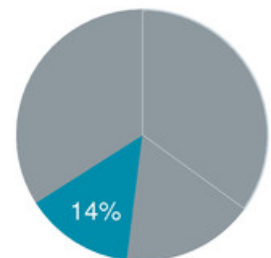
## HIGHLIGHTS

- Primarily served by Colfax Fluid Handling
- Continued strength in offshore supply vessel (OSV), with continued pricing pressure in commercial marine
- Excellent quarter for bookings, led by defense, strong OSV and continued success of CM-1000 product
- Received \$30M order for defense and nine additional CM-1000 retrofit orders in the quarter

## YTD 2014 SALES SPLIT



## YTD 2014 ORDERS SPLIT



*Note: Marine market comprised of commercial marine and government, or defense, customers*

# MINING MARKET PERSPECTIVE

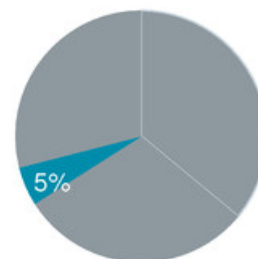
## SALES & ORDERS GROWTH (DECLINE)

	Q2 2014 vs. Q2 2013		YTD 2014 vs. YTD 2013	
	Total	Organic	Total	Organic
<b>Sales</b>	<b>34.0%</b>	<b>11.9%</b>	<b>5.5%</b>	<b>(16.6)%</b>
<b>Orders</b>	<b>21.6%</b>	<b>3.7%</b>	<b>43.5%</b>	<b>24.2%</b>

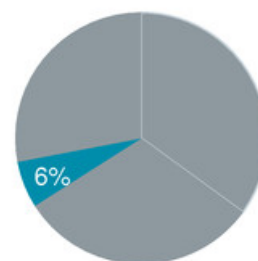
## HIGHLIGHTS

- Primarily served by Howden
- Remains a depressed market; faced subdued spending for the past year and a half
- Some bright spots; received a large Australian order for a tin and zinc mine and some additional copper projects in Chile
- Order declines partially offset by our 2013 Alphaair acquisition

## YTD 2014 SALES SPLIT



## YTD 2014 ORDERS SPLIT



# GENERAL INDUSTRIAL & OTHER MARKET PERSPECTIVE

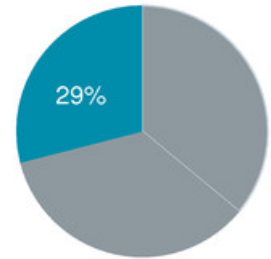
## SALES & ORDERS GROWTH

	Q2 2014 vs. Q2 2013		YTD 2014 vs. YTD 2013	
	Total	Organic	Total	Organic
<b>Sales</b>	52.6%	8.1%	54.2%	11.8%
<b>Orders</b>	61.4%	20.9%	64.6%	26.6%

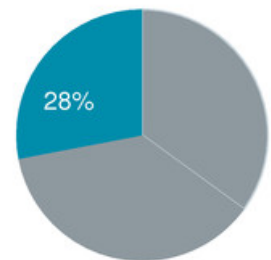
## HIGHLIGHTS

- Includes both Howden and Colfax Fluid Handling
- Volatile quarter to quarter due to large orders
- Howden had significant activity in steel and cement; steel plant desulfurization being the most active
- Fluid Handling benefited from strength in diesel engines and non-residential construction, primarily low-rise elevator pumps

## YTD 2014 SALES SPLIT



## YTD 2014 ORDERS SPLIT



The logo for COLFAX FABRICATION TECHNOLOGY. The word "COLFAX" is written in a bold, black, sans-serif font on a light grey rectangular background. Below it, the words "FABRICATION TECHNOLOGY" are written in a smaller, white, sans-serif font on a darker grey rectangular background. The background of the entire image is a vibrant blue with abstract, wavy, light blue lines that create a sense of motion and technology.

**COLFAX**

**FABRICATION TECHNOLOGY**

## FABRICATION TECHNOLOGY Q2 2014 HIGHLIGHTS

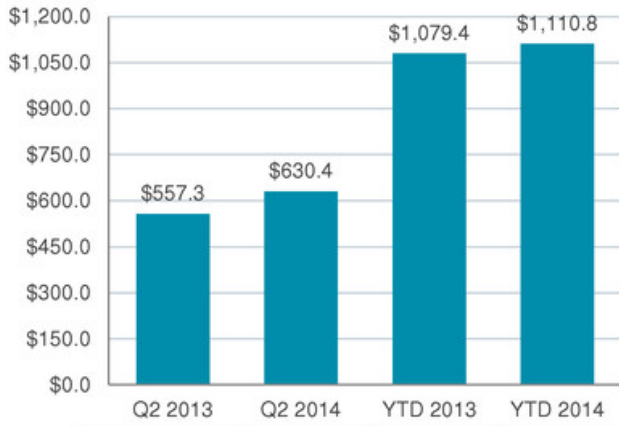
- Net sales of \$630.4 million compared to net sales of \$557.3 million in Q2 2013, an increase of 13.1% (an organic decline of 3.1%)
- Adjusted segment operating income of \$77.1 million and adjusted segment operating income margin of 12.2%
  - Sequential margin improvement of 100 basis points
  - Improvement over Q2 2013 of 150 basis points

## FABRICATION TECHNOLOGY YTD 2014 HIGHLIGHTS

- Net sales of \$1.11 billion compared to net sales of \$1.08 billion in the six months ended June 28, 2013, an increase of 2.9% (an organic decline of 2.8%)
- Adjusted segment operating income of \$131.0 million and adjusted segment operating income margin of 11.8%
  - Improvement over the six months ended June 28, 2013 of 220 basis points

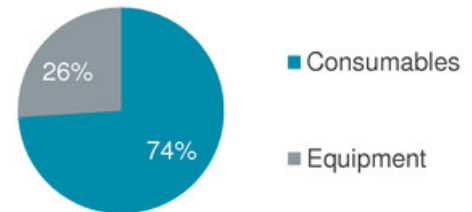
# REVENUE

## REVENUE

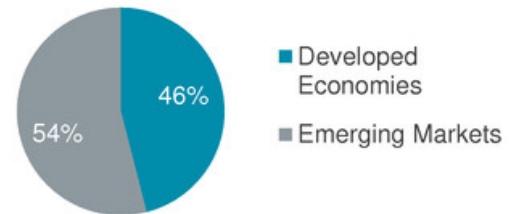


	QTD		YTD
Volume	(5.0)%		(4.0)%
Price/ Mix	1.9 %		1.2 %
Acquisitions	19.4%		10.0%
FX Translation	(3.2)%		(4.3)%
<b>Total Growth</b>	<b>13.1 %</b>		<b>2.9 %</b>

## REVENUE YTD 2014



## GEOGRAPHIC EXPOSURE YTD 2014



Note: Dollars in millions (unaudited).

The logo for COLFAX, featuring the word "COLFAX" in a bold, black, sans-serif font. The letters are closely spaced, and the 'X' has a distinctive shape with a diagonal stroke. The logo is set against a light gray rectangular background.

**COLFAX**

The text "RESULTS OF OPERATIONS" in a white, sans-serif font. The text is centered within a light gray rectangular background that overlaps the bottom of the logo box.

**RESULTS OF OPERATIONS**



# INCOME STATEMENT SUMMARY

(unaudited)

	Three Months Ended		Six Months Ended	
	June 27, 2014	June 28, 2013	June 27, 2014	June 28, 2013
Net sales	\$ 1,199.3	\$ 1,074.1	\$ 2,253.7	\$ 2,021.3
Gross profit	\$ 388.2	\$ 337.8	\$ 713.8	\$ 628.5
% of sales	32.4 %	31.4 %	31.7 %	31.1 %
SG&A expense	\$ 279.0	\$ 221.7	\$ 510.6	\$ 435.9
% of sales	23.3 %	20.6 %	22.7 %	21.6 %
Adjusted operating income	\$ 109.1	\$ 116.6	\$ 203.2	\$ 194.8
% of sales	9.1 %	10.9 %	9.0 %	9.6 %
Adjusted net income	\$ 59.6	\$ 62.0	\$ 111.2	\$ 95.5
% of sales	5.0 %	5.8 %	4.9 %	4.7 %
Adjusted net income per share	\$ 0.48	\$ 0.56	\$ 0.91	\$ 0.83

Refer to Appendix for Non-GAAP reconciliation and footnotes.  
Note: Dollars in millions, except per share amounts.



**COLFAX**

**APPENDIX**

# 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 net income, adjusted net income per share, adjusted operating income, organic sales growth (decline) and organic order growth (decline). Projected adjusted net income, projected adjusted net income per share, adjusted net income, adjusted net income per share and adjusted operating income exclude restructuring and other related charges and, for the 2013 periods presented, asbestos coverage litigation expense. Projected adjusted net income, projected adjusted net income per share, adjusted net income and adjusted net income per share for the six months ended June 27, 2014, exclude the preferred stock conversion inducement payment. The effective tax rates used to calculate adjusted net income and adjusted net income per share are 30.7% and 29.0% for the second quarter and six months ended June 27, 2014, respectively, and 28.2% and 29.0% for the second quarter and six months ended June 28, 2013. 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 asbestos insurance coverage issues, restructuring and other related charges and preferred stock conversion inducement payment.

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

# NON-GAAP RECONCILIATION

(unaudited)

	Q2 2014				Q2 2013			
	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	\$ 568,940	\$ 630,396	\$ —	\$ 1,199,336	\$ 516,763	\$ 557,355	\$ —	\$ 1,074,118
Victor net sales		108,070						
		<u>\$ 522,326</u>						
Operating income (loss)	39,052 6.9 %	70,252 11.1 %	(13,636)	95,668 8.0 %	69,247 13.4 %	55,143 9.9 %	(12,738)	111,652 10.4 %
Restructuring and other related charges	6,638	6,836	-	13,474	193	4,284	-	4,477
Asbestos coverage litigation expense	-	-	-	-	468	-	-	468
Adjusted operating income (loss)	<u>\$ 45,690 8.0 %</u>	<u>\$ 77,088 12.2 %</u>	<u>\$ (13,636)</u>	<u>\$ 109,142 9.1 %</u>	<u>\$ 69,908 13.5 %</u>	<u>\$ 59,427 10.7 %</u>	<u>\$ (12,738)</u>	<u>\$ 116,597 10.9 %</u>
Less: Victor adjusted operating income		11,336						
Adjusted operating income excluding Victor		<u>\$ 65,752 12.6 %</u>						

	Six Months Ended June 27, 2014				Six Months Ended June 28, 2013			
	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	\$ 1,142,889	\$ 1,110,778	\$ —	\$ 2,253,667	\$ 941,868	\$ 1,079,393	\$ —	\$ 2,021,261
Operating income (loss)	92,150 8.1 %	120,703 10.9 %	(29,447)	183,406 8.1 %	110,462 11.7 %	96,670 9.0 %	(23,153)	183,979 9.1 %
Restructuring and other related charges	9,538	10,248	-	19,786	1,466	7,225	-	8,691
Asbestos coverage litigation expense	-	-	-	-	2,174	-	-	2,174
Adjusted operating income (loss)	<u>\$ 101,688 8.9 %</u>	<u>\$ 130,951 11.8 %</u>	<u>\$ (29,447)</u>	<u>\$ 203,192 9.0 %</u>	<u>\$ 114,102 12.1 %</u>	<u>\$ 103,895 9.6 %</u>	<u>\$ (23,153)</u>	<u>\$ 194,844 9.6 %</u>

Note: Dollars in thousands.

# NON-GAAP RECONCILIATION

(preliminary, unaudited)

	Three Months Ended		Six Months Ended	
	June 27, 2014	June 28, 2013	June 27, 2014	June 28, 2013
<b>Adjusted Net Income</b>				
Net income attributable to Colfax Corporation <sup>(1)</sup>	\$ 191,785	\$ 58,392	\$ 238,575	\$ 86,027
Restructuring and other related charges	13,474	4,477	19,786	8,691
Asbestos coverage litigation expense	-	468	-	2,174
Tax adjustment <sup>(2)</sup>	(145,634)	(1,354)	(147,122)	(1,354)
<b>Adjusted net income</b>	<b>\$ 59,625</b>	<b>\$ 61,983</b>	<b>\$ 111,239</b>	<b>\$ 95,538</b>
Adjusted net income margin	5.0 %	5.8 %	4.9 %	4.7 %
<b>Adjusted Net Income Per Share</b>				
Net income available to Colfax Corporation common shareholders	\$ 191,785	\$ 53,306	\$ 216,662	\$ 75,859
Restructuring and other related charges	13,474	4,477	19,786	8,691
Asbestos coverage litigation expense	-	468	-	2,174
Preferred stock conversion inducement payment	-	-	19,565	-
Tax adjustment <sup>(2)</sup>	(145,634)	(1,354)	(147,122)	(1,354)
Adjusted net income available to Colfax Corporation common shareholders	59,625	56,897	108,891	85,370
Dividends on preferred stock	-	-	2,348	-
Less: adjusted net income attributable to participating securities <sup>(3)</sup>	-	916	-	4,571
	<b>\$ 59,625</b>	<b>\$ 55,981</b>	<b>\$ 111,239</b>	<b>\$ 80,799</b>
Weighted-average shares outstanding - diluted	\$ 125,485,480	\$ 111,522,958	\$ 122,721,700	\$ 97,285,037
<b>Adjusted net income per share</b>	<b>\$ 0.48</b>	<b>\$ 0.56</b>	<b>\$ 0.91</b>	<b>\$ 0.83</b>
Net income per share — diluted (in accordance with GAAP)	\$ 1.53	\$ 0.52	\$ 1.81	\$ 0.74

(1) The (Benefit from) provision for income taxes for the second quarter and six months ended June 27, 2014 reflects our current estimate, which is subject to change. The final amount for the second quarter and six months ended June 27, 2014 will be reflected in the Company's Form 10-Q for the quarterly period ended June 27, 2014.

(2) The effective tax rates used to calculate adjusted net income and adjusted net income per share are 30.7% and 29.0% for the second quarter and six months ended June 27, 2014, respectively, and 28.2% and 29.0% for the second quarter and six months ended June 28, 2013, respectively.

(3) Adjusted net income per share for periods prior to April 23, 2013 were calculated consistently with the two-class method in accordance with GAAP as the Series A preferred stock were considered participating securities. Subsequent to April 23, 2013, adjusted net income per share was calculated consistently with the if-converted method in accordance with GAAP as the Series A preferred stock were no longer participating securities. Adjusted net income per share for the six months ended June 28, 2013 excludes the impact of 12,173,291 common stock equivalent shares as their inclusion would be anti-dilutive. On February 12, 2014, the Series A Perpetual Convertible Preferred Stock were converted to common stock and the Company paid an \$19.6 million conversion inducement to the holders of the Series A Perpetual Convertible Preferred Stock.

Note: Dollars in thousands, except per share amounts.

**COLFAX**

# SALES & ORDERS GROWTH

(unaudited)

	Net Sales		Orders	
	\$	%	\$	%
<b>For the three months ended June 28, 2013</b>	\$ 1,074.1		\$ 478.2	
Components of Change:				
Existing Businesses	(53.5)	(5.0)%	22.2	4.6 %
Acquisitions <sup>(1)</sup>	192.3	17.9 %	89.5	18.7 %
Foreign Currency Translation	(13.6)	(1.2)%	3.9	0.9 %
Total	125.2	11.7 %	115.6	24.2 %
<b>For the three months ended June 27, 2014</b>	<b>\$ 1,199.3</b>		<b>\$ 593.8</b>	

	Net Sales		Orders		Backlog at Period End	
	\$	%	\$	%	\$	%
<b>As of and for the six months ended June 28, 2013</b>	\$ 2,021.3		\$ 980.3		\$ 1,388.4	
Components of Change:						
Existing Businesses	—	—%	33.3	3.4 %	(39.9)	(2.9)%
Acquisitions <sup>(1)</sup>	277.4	13.7 %	161.6	16.5 %	232.9	16.8 %
Foreign Currency Translation	(45.0)	(2.2)%	2.0	0.2 %	3.4	0.2 %
Total	232.4	11.5 %	196.9	20.1 %	196.4	14.1 %
<b>As of and for the six months ended June 27, 2014</b>	<b>\$ 2,253.7</b>		<b>\$ 1,177.2</b>		<b>\$ 1,584.8</b>	

- (1) Represents the incremental sales, orders and order backlog as a result of our acquisitions of Clarus Fluid Intelligence, LLC, CKD Kompressory a.s., the global industrial and industry division of Flakt Woods Group, TLT-Babcock Inc., Alphair Ventilating Systems Inc., and Sistemas Centrales de Lubrication S.A. de C.V. ("Sicelub"), and incremental sales as a result of our acquisition of Victor Technologies Holdings, Inc.

Note: Dollars in millions.

# 2014 OUTLOOK SUMMARY

(July Update)

Revenue Range			
2014 Total	\$4.70 billion	To	\$4.80 billion
EPS and Adjusted Net Income Range			
2014 Net income per share <sup>(1)</sup>	\$2.31	To	\$2.57
Adjusted net income	\$273 million	To	\$291 million
2014 Adjusted net income per share <sup>(2)</sup>	\$2.20	To	\$2.35
Assumptions			
Restructuring costs	\$60 million		
Euro	\$1.35		
Tax rate - adjusted basis/GAAP	29-30%		
Outstanding shares (if converted) – full year/Q2-Q4	124 million/125 million		
Depreciation	\$89 million		
Amortization	\$77 million		
Interest expense (based on LIBOR and EURIBOR = 25 bps)	\$56 million		

(1) A substantial gain on tax valuation allowances will increase GAAP earnings. Amount has not yet been finalized.

(2) Excludes impact of restructuring charges, preferred stock conversion and gain on reversal of tax valuation allowances, which has not yet been quantified.  
(See Non-GAAP Reconciliation included in this slide deck)

Note: Guidance as of July 17, 2014.

# 2014 OUTLOOK SUMMARY

(July Update)

In thousands, except per share data	2014	
	LOW	HIGH
Revenue	\$ 4,700,000	\$ 4,800,000
Adjusted Operating Profit <sup>(1)</sup>	485,000	510,000
Interest	(56,000)	(56,000)
Taxes	(126,000)	(133,000)
Noncontrolling interest	(30,000)	(30,000)
Adjusted Net Income- Colfax	<u>273,000</u>	<u>291,000</u>
Adjusted EPS	<u>\$ 2.20</u>	<u>\$ 2.35</u>

(1) Includes \$10 million of transaction costs and year-one fair value adjustments.

Note: Guidance as of July 17, 2014.



# NON-GAAP RECONCILIATION

(July Update)

	LOW	HIGH
Projected net income per share - diluted	\$ 2.31	\$ 2.57
Restructuring costs	0.49	0.49
Preferred stock conversion <sup>(1)</sup>	0.18	0.18
Tax adjustment <sup>(2)</sup>	<u>(0.78)</u>	<u>(0.89)</u>
Projected adjusted net income per share - diluted	<u>\$ 2.20</u>	<u>\$ 2.35</u>

(1) Reflects the impact of the preferred stock conversion for GAAP EPS due to the anti-dilution of the if-converted method.

(2) A substantial gain on tax valuation allowances will increase GAAP earnings. Amount has not yet been finalized.

*Note: Guidance as of July 17, 2014.*

