

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) June 15, 2016

**Colfax Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction)

**001-34045**

(Commission

**54-1887631**

(IRS Employer  
Identification No.)

Of incorporation)

File Number)

**420 National Business Parkway  
Annapolis Junction, MD**

(Address of principal executive offices)

**20701**

(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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 15, 2016, Sharon Wienbar was appointed to the Board of Directors of Colfax Corporation (the “Board”), increasing the size of the Board from eight to nine members. Mrs. Wienbar has also been appointed to the Board’s Compensation Committee, effective upon her appointment to the Board. The Board determined that Mrs. Wienbar meets the requirements of an “independent director” as defined in the Section 303A.02 of the NYSE’s Listed Company Manual for purposes of service on the Board and on the Compensation Committee. Thomas Gayner will cease to serve on the Compensation Committee effective at the end of 2016 but will remain a member of the Board’s Audit Committee. The full text of Colfax Corporation’s press release regarding the same issued on June 15, 2016 is attached hereto as Exhibit 99.1.

Consistent with the terms of Colfax Corporation’s director compensation package for non-employee directors, Mrs. Wienbar received a grant of 5,556 restricted stock units upon her 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. She will also receive an annual cash retainer of \$60,000 and an annual equity award of \$100,000, consisting of 50% director restricted stock units that vest after one year of service on the Board and 50% director stock options that are fully vested upon grant and exercisable for a seven-year term, which equity awards are made at the time of the Company’s annual shareholders meeting. The Board has approved a director deferred compensation plan which will allow Mrs. Wienbar to defer the delivery of the director restricted stock units and to receive, at her discretion, deferred stock units in lieu of her annual cash retainer and meeting fees.

In connection with Mrs. Wienbar’s appointment to the Board, she and the Company will enter 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 June 15, 2016

## 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: June 15, 2016

**COLFAX CORPORATION**

By:

*/s/ C. Scott Brannan*

Name: C. Scott Brannan

Title: SVP, Finance and Chief Financial Officer

## EXHIBIT INDEX

99.1 Colfax Corporation press release dated June 15, 2016

## Sharon Wienbar Appointed to Colfax Board of Directors

**ANNAPOLIS JUNCTION, MD** – June 15, 2016 – Colfax Corporation (NYSE: CFX), a leading global manufacturer of gas and fluid-handling and fabrication technology products and services, today announced that it has appointed Sharon Wienbar, CEO of Hackbright Academy and venture partner at Scale Venture Partners, to its Board of Directors effective June 15, 2016. This appointment returns the size of Colfax's Board of Directors to nine members. Mrs. Wienbar 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 Sharon join our Board. Her extensive venture capital and software expertise will be a major asset to Colfax as we continue to focus on innovation and applying technology to provide solutions to our customers around the world. I am confident that her knowledge and experience will assist the Board and the Colfax management team in executing Colfax's long-term growth plans."

Mrs. Wienbar has served as the CEO and as a director of Hackbright Academy, a leading software engineering training company for women, since November 2015. At Scale Venture Partners, where Mrs. Wienbar has served since 2001, she led investments in technology companies and has served on the board of numerous portfolio businesses. She continues to serve on the board of Everyday Health, Inc., a New York Stock Exchange-listed public company, as well as the boards of Applause Software Quality, Inc. and Actiance, Inc., privately-held companies in which Scale Venture Partners have invested. Prior to joining Scale Venture Partners in 2001, Mrs. Wienbar was Vice President, Marketing for Critical Path, Inc. and Amplitude Software Corp. She spent over eight years at Adobe Systems Incorporated, starting as a Product Marketing Manager and later leading marketing for many of Adobe's applications and spearheading numerous cross-product initiatives. Mrs. Wienbar began her career as a strategy consultant with Bain & Company. She serves on the board of the non-profit Myelin Repair Foundation, has served on Microsoft's Venture Advisory Committee, and is active in technology and educational initiatives. She holds an M.S. and A.B. in engineering from Harvard University and an M.B.A. from the Stanford Graduate School of Business.

### **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 2015 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 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.*

### **Investor Contact:**

Terry Ross, Vice President of Investor Relations  
Colfax Corporation  
301-323-9054  
Terry.Ross@colfaxcorp.com