

**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 27, 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**  
(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)

(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 27, 2012, Colfax Corporation issued a press release reporting financial results for the second quarter ended June 29, 2012. A copy of Colfax Corporation's press release 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 8:00 a.m. EDT on July 27, 2012 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.

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**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

99.1 Colfax Corporation press release dated July 27, 2012, reporting financial results for the second quarter ended June 29, 2012.

99.2 Colfax Corporation slides for July 27, 2012 conference call reporting financial results for the second quarter ended June 29, 2012.

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**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 27, 2012

By: /s/ C. SCOTT BRANNAN

Name: C. Scott Brannan

Title: Senior Vice President, Finance and Chief  
Financial Officer

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## EXHIBIT INDEX

- 99.1 Colfax Corporation press release dated July 27, 2012, reporting financial results for the second quarter ended June 29, 2012.
  - 99.2 Colfax Corporation slides for July 27, 2012 conference call reporting financial results for the second quarter ended June 29, 2012.
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## Colfax Reports Second Quarter 2012 Results

FULTON, Md., July 27, 2012 /PRNewswire/ -- Colfax Corporation (NYSE: CFX) today announced its financial results for the second quarter of 2012. On a year-over-year basis, highlights for the second quarter and year-to-date period include:

### Second Quarter of 2012 (all comparisons versus the second quarter of 2011)

- After pre-tax expenses of \$14.4 million of year-one acquisition-related amortization expense and \$0.8 million of Charter acquisition-related expense, net income of \$7.3 million (7 cents per share); adjusted net income (as defined below) of \$43.1 million (35 cents per share, a 20.7% increase over second quarter 2011)
- Net sales of \$1.0 billion, an increase of 2.4% from second quarter 2011 proforma net sales (includes the comparable period sales for the operations acquired in the Charter acquisition); organic sales increase (as defined below) of 9.5%
- Operating income of \$60.3 million; adjusted operating income (as defined below) of \$97.3 million
- Second quarter gas- and fluid-handling orders of \$534.4 million, an increase of 2.3%; organic order increase (as defined below) of 7.2%
- Gas- and fluid-handling backlog of \$1.4 billion at period end

### Six Months Ended June 29, 2012 (all comparisons versus the six months ended July 1, 2011)

- After pre-tax expenses of \$48.1 million of year-one acquisition-related amortization expense and \$43.6 million of Charter acquisition-related expense, a net loss of \$102.0 million (\$1.16 per share); adjusted net income (as defined below) of \$68.6 million (59 cents per share).
- Net sales of \$1.9 billion, an increase of 6.3% from the six months ended July 1, 2011 proforma net sales (includes the comparable period sales for the operations acquired in the Charter acquisition); organic sales increase (as defined below) of 9.9%
- Operating income of \$36.2 million; adjusted operating income (as defined below) of \$160.6 million
- Gas- and fluid-handling orders of \$1.0 billion, an increase of 5.9%; organic order increase (as defined below) of 2.7%

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, "We are pleased with our results for the second quarter, especially given the challenging global economic environment. Revenues in our longer cycle gas- and fluid-handling business increased by 12.8% organically in comparison to the proforma 2011 second quarter. Our fabrication technology business experienced organic sales growth of 6.9%, and more notably a strong improvement in adjusted operating margins in comparison to the first quarter. Our integration efforts continue to be the primary focus of the organization."

### 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 (decline) and organic order growth (decline). Adjusted net income, adjusted net income per share and adjusted operating income exclude asbestos coverage litigation expense, restructuring and other related charges, charges related to the Charter acquisition and fair value adjustments related to the ESAB and Howden inventory and backlog amortization expense to the extent they impact the periods presented. The effective tax rates used to calculate adjusted net income and adjusted net income per share are 31% for the second quarter and six months ended June 29, 2012 in comparison to 32% for the second quarter and six months ended July 1, 2011. Proforma organic sales growth and proforma organic order growth represent the proforma comparison of the change in existing businesses that includes the operations acquired in the Charter Acquisition for the comparable prior period (which excludes the results of operations acquired in the Charter Acquisition for the first 12 days of each year to date reporting period) excluding the impact due to acquisitions made by Colfax and Charter and foreign currency 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 coverage litigation, costs related to the Charter acquisition and foreign currency fluctuations outside the control of its operating management team.*

*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 Friday, July 27, 2012 at 8:00 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 11286504, 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 2011 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.

### Colfax Corporation Condensed Consolidated Statements of Operations Dollars in thousands, except per share data (Unaudited)

	Three Months Ended		Six Months Ended	
	June 29, 2012	July 1, 2011	June 29, 2012	July 1, 2011
Net sales	\$ 1,045,653	\$ 186,749	\$ 1,932,019	\$ 345,307
Cost of sales	<u>717,760</u>	<u>122,075</u>	<u>1,348,730</u>	<u>227,379</u>
Gross profit	327,893	64,674	583,289	117,928
Selling, general and administrative expense	245,023	44,423	470,769	82,302
Charter acquisition-related expense	766	—	43,617	—
Restructuring and other related charges	18,558	242	27,201	2,219
Asbestos coverage litigation expense	<u>3,240</u>	<u>3,302</u>	<u>5,527</u>	<u>5,368</u>
Operating income	60,306	16,707	36,175	28,039
Interest expense	<u>25,741</u>	<u>1,462</u>	<u>44,723</u>	<u>3,289</u>
Income (loss) before income taxes	34,565	15,245	(8,548)	24,750
Provision for income taxes <sup>(1)</sup>	<u>15,933</u>	<u>4,855</u>	<u>73,281</u>	<u>7,805</u>
Net income (loss)	18,632	10,390	(81,829)	16,945
Less: net income attributable to noncontrolling interest, net of taxes	<u>6,266</u>	<u>—</u>	<u>11,403</u>	<u>—</u>
Net income (loss) attributable to Colfax Corporation	12,366	10,390	(93,232)	16,945
Dividends on preferred stock	<u>5,073</u>	<u>—</u>	<u>8,807</u>	<u>—</u>
Net income (loss) available to Colfax Corporation common shareholders	\$ <u>7,293</u>	\$ <u>10,390</u>	\$ <u>(102,039)</u>	\$ <u>16,945</u>
Net income (loss) per share—basic	\$ <u>0.07</u>	\$ <u>0.24</u>	\$ <u>(1.16)</u>	\$ <u>0.39</u>
Net income (loss) per share—diluted	\$ <u>0.07</u>	\$ <u>0.23</u>	\$ <u>(1.16)</u>	\$ <u>0.38</u>

<sup>(1)</sup> Income tax provision for the six months ended June 29, 2012 was significantly impacted by the reassessment of certain deferred tax assets as of the date of the Charter acquisition, which resulted in an increase in the Company's valuation allowance, and the Charter acquisition-related expenses that are either not deductible for tax purposes or were incurred in jurisdictions where no tax benefit can be recognized.

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

	Three Months Ended		Six Months Ended	
	June 29, 2012	July 1, 2011	June 29, 2012	July 1, 2011
<b>Adjusted Operating Income</b>				
Operating income	\$ 60,306	\$ 16,707	\$ 36,175	\$ 28,039
Restructuring and other related charges	18,558	242	27,201	2,219
Charter acquisition-related expense	766	—	43,617	—
Fair value adjustments – ESAB/Howden backlog and inventory amortization expense	14,422	—	48,127	—
Asbestos coverage litigation expense	<u>3,240</u>	<u>3,302</u>	<u>5,527</u>	<u>5,368</u>
Adjusted operating income	\$ <u>97,292</u>	\$ <u>20,251</u>	\$ <u>160,647</u>	\$ <u>35,626</u>
Adjusted operating income margin	9.3%	10.8%	8.3%	10.3%
<b>Adjusted Net Income and Adjusted Net Income Per Share</b>				
Net income (loss) attributable to Colfax Corporation	\$ 12,366	\$ 10,390	\$ (93,232)	\$ 16,945
Restructuring and other related charges	18,558	242	27,201	2,219
Charter acquisition-related expense	766	—	43,617	—
Fair value adjustments – ESAB/Howden backlog and inventory amortization expense	14,422	—	48,127	—
Asbestos coverage litigation expense	3,240	3,302	5,527	5,368
Tax adjustment <sup>(1)</sup>	<u>(6,247)</u>	<u>(1,157)</u>	<u>37,345</u>	<u>(2,543)</u>
Adjusted net income	<u>43,105</u>	<u>12,777</u>	<u>68,585</u>	<u>21,989</u>
Adjusted net income margin	4.1%	6.8%	3.5%	6.4%
Dividends on preferred stock	<u>5,073</u>	<u>—</u>	<u>8,807</u>	<u>—</u>
Adjusted net income available to Colfax Corporation common shareholders	<u>38,032</u>	<u>12,777</u>	<u>59,778</u>	<u>21,989</u>
Less: net income attributable to participating securities <sup>(2)</sup>	<u>4,859</u>	<u>—</u>	<u>7,129</u>	<u>—</u>

	<u>\$ 33,173</u>	<u>\$ 12,777</u>	<u>\$ 52,649</u>	<u>\$ 21,989</u>
Weighted-average shares outstanding—diluted	94,733,164	44,277,234	88,825,431	44,203,940
Adjusted net income per share	<u>\$ 0.35</u>	<u>\$ 0.29</u>	<u>\$ 0.59</u>	<u>\$ 0.50</u>
Net income (loss) per share — diluted (in accordance with GAAP)	<u>\$ 0.07</u>	<u>\$ 0.23</u>	<u>\$ (1.16)</u>	<u>\$ 0.38</u>

(1) The effective tax rates used to calculate adjusted net income and adjusted net income per share are 31% for the second quarter and six months ended June 29, 2012 and 32% for the second quarter and six months ended July 1, 2011.

(2) Adjusted net income per share was calculated consistently with the two-class method in accordance with GAAP as the Series A preferred stock are considered participating securities. Losses are not allocated to the preferred stock.

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

	<u>Net Sales</u>		<u>Orders</u>		<u>Backlog at</u>	
	<u>\$</u>	<u>%</u>	<u>\$</u>	<u>%</u>	<u>Period End</u>	<u>%</u>
Proforma for the three months ended July 1, 2011	\$ 1,021.0		\$ 522.5			
<i>Components of Change:</i>						
Existing businesses	97.3	9.5 %	37.4	7.2 %		
Acquisitions	9.9	1.0 %	7.4	1.4 %		
Foreign currency translation	(82.6)	(8.1)%	(32.9)	(6.3)%		
	<u>24.6</u>	<u>2.4 %</u>	<u>11.9</u>	<u>2.3 %</u>		
As of and for the three months ended June 29, 2012	<u>\$1,045.6</u>		<u>\$ 534.4</u>			
Proforma as of and for the six months ended July 1, 2011	\$ 1,817.6		\$ 974.4		\$ 1,339.3	
<i>Components of Change:</i>						
Existing businesses	179.2	9.9 %	26.4	2.7 %	110.6	8.3 %
Acquisitions	47.0	2.6 %	74.1	7.6 %	3.5	0.3 %
Foreign currency translation	(111.8)	(6.2)%	(43.0)	(4.4)%	(62.5)	(4.7)%
	<u>114.4</u>	<u>6.3 %</u>	<u>57.5</u>	<u>5.9 %</u>	<u>51.6</u>	<u>3.9 %</u>
As of and for the three months ended June 29, 2012	<u>\$ 1,932.0</u>		<u>\$1,031.9</u>		<u>\$ 1,390.9</u>	

CONTACT: Scott Brannan, Chief Financial Officer, Colfax Corporation, +1-301-323-9005, Scott.Brannan@colfaxcorp.com



# COLFAX

## **Second Quarter 2012 Earnings Conference Call**

July 27, 2012

# Forward-Looking Statements

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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 2011 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.

# Q2 2012 Results

## Q2 2012 Highlights

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- Adjusted net income of \$43.1 million (\$0.35 per share) compared to \$12.8 million (\$0.29 per share) in Q2 2011
- Net sales of \$1.05 billion, an increase of 2.4% from Q2 2011 proforma net sales of \$1.02 billion
- Adjusted operating income of \$97.3 million compared to \$20.3 million in Q2 2011
- Second quarter gas- and fluid-handling orders of \$534.4 million compared to proforma orders of \$522.5 million in Q2 2011, an increase of 2.3%; organic increase of 7.2%
- Gas- and fluid-handling backlog of \$1.4 billion at period end, an increase of 3.9%; organic increase of 8.3%

## Year to Date 2012 Highlights

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- Adjusted net income of \$68.6 million (\$0.59 per share) compared to \$22.0 million (\$0.50 per share) in Q2 2011
- Net sales of \$1.93 billion, an increase of 6.3% from the six months ended July 1, 2011 proforma net sales of \$1.82 billion
- Adjusted operating income of \$160.6 million compared to \$35.6 million in Q2 2011
- Gas- and fluid-handling orders of \$1.03 billion compared to proforma orders of \$974.4 million in Q2 2011, an increase of 5.9%; organic increase of 2.7%

# Gas- and Fluid- Handling

## Gas- and Fluid-Handling Q2 2012 Highlights

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- Net sales of \$496.5 million compared to proforma net sales of \$460.8 million in Q2 2011, an increase of 7.7%
- Adjusted segment operating income of \$62.8 million and adjusted segment operating income margin of 12.6%
- Q2 2012 orders of \$534.4 million compared to proforma orders of \$522.5 million in Q2 2011, an increase of 2.3%; organic increase of 7.2%
- Backlog of \$1.39 billion at period end

## Gas- and Fluid-Handling YTD 2012 Highlights

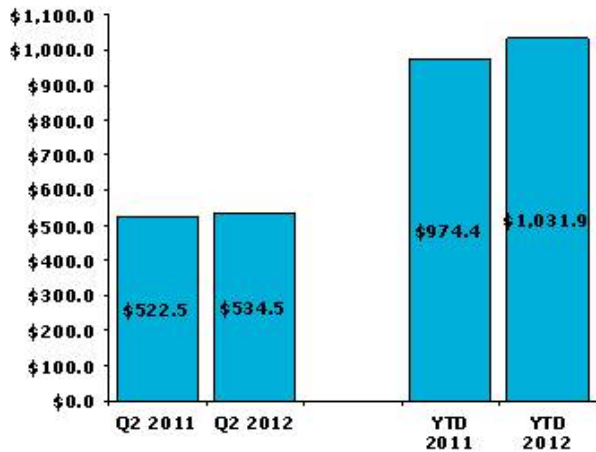
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- Net sales of \$921.8 million compared to proforma net sales of \$803.8 million in Q2 2011, an increase of 14.7%
- Adjusted segment operating income of \$101.6 million and adjusted segment operating income margin of 11.0%
- Orders of \$1.03 billion compared to proforma orders of \$974.4 million in the six months ended July 1, 2011, an increase of 5.9%; organic increase of 2.7%



# Orders and Backlog

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

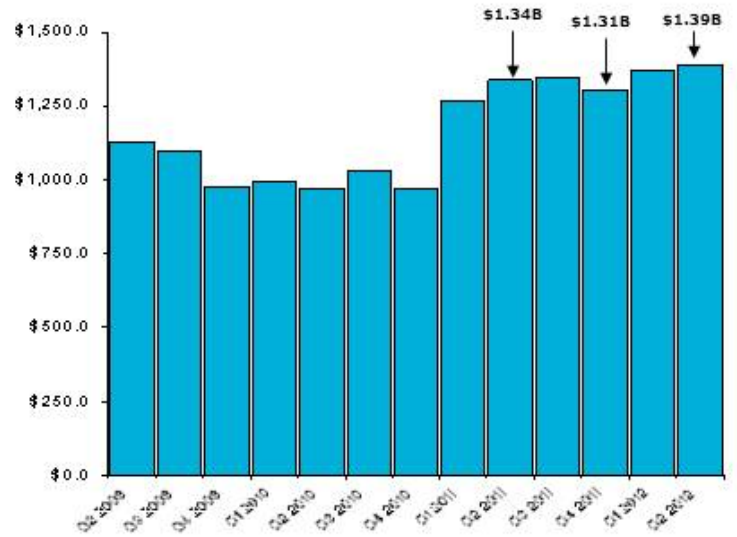


	QTD	YTD
Existing Businesses	7.2 %	2.7 %
Acquisitions	1.4 %	7.6 %
FX Translation	(6.3)%	(4.4)%
<b>Total Growth</b>	<b>2.3 %</b>	<b>5.9 %</b>

<sup>(1)</sup> Order and backlog data for the periods prior to Q2 2012 are presented on a proforma basis.

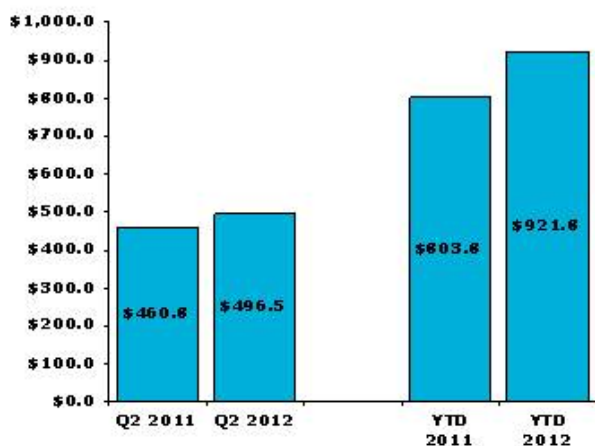
Note: Dollars in millions (unaudited).

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



# Revenue

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

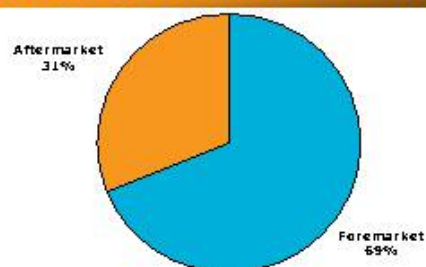


	QTD	YTD
Existing Businesses	12.8 %	14.3 %
Acquisitions	1.5 %	5.1 %
FX Translation	(6.6)%	(4.7)%
<b>Total Growth</b>	<b>7.7 %</b>	<b>14.7 %</b>

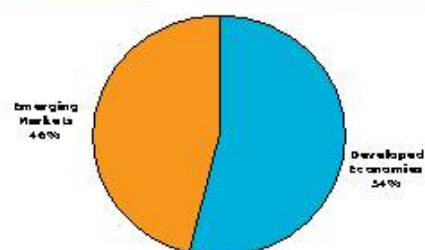
(1) Q2 2011 and YTD 2011 sales are presented on a proforma basis.

Note: Dollars in millions (unaudited).

## Aftermarket Revenue - YTD 2012

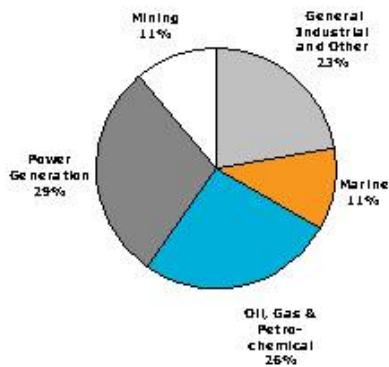


## Geographic Exposure - YTD 2012

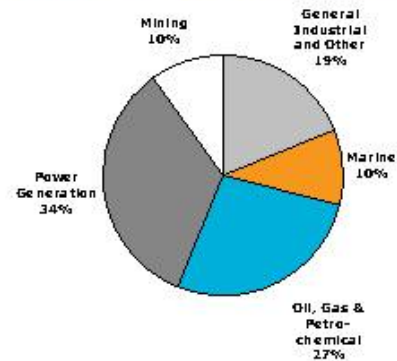


# Q2 2012 Sales and Orders by End Market

**Sales: \$496.5 million**



**Orders: \$534.4 million**



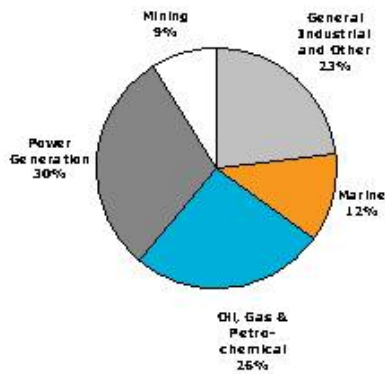
	<u>Total Growth</u> <u>(Decline)</u>	<u>Organic Growth</u> <u>(Decline)</u>
Power Generation	12.5 %	15.1 %
Oil, Gas & Petrochemical	0.6%	6.6%
Marine	(15.3)%	(9.0)%
Mining	52.2%	61.4%
General Industrial & Other	9.2 %	13.8 %
<b>Total</b>	<b>7.7 %</b>	<b>12.8%</b>

	<u>Total Growth</u> <u>(Decline)</u>	<u>Organic Growth</u> <u>(Decline)</u>
Power Generation	44.7%	48.5 %
Oil, Gas & Petrochemical	(14.9)%	(11.5)%
Marine	(0.2)%	7.4 %
Mining	(21.6)%	(14.1)%
General Industrial & Other	(4.3)%	0.8 %
<b>Total</b>	<b>2.3 %</b>	<b>7.2 %</b>

Note: Dollars in millions (unaudited). Total and organic growth (decline) is calculated on a proforma basis.

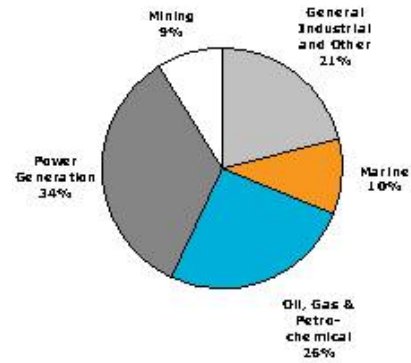
# YTD 2012 Sales and Orders by End Market

**Sales: \$921.8 million**



	<u>Total Growth</u> (Decline)	<u>Organic Growth</u> (Decline)
Power Generation	20.2 %	21.8%
Oil, Gas & Petrochemical	23.1%	12.1%
Marine	(9.6)%	(5.3)%
Mining	34.5%	41.4%
General Industrial & Other	8.9%	11.5%
<b>Total</b>	<b>14.7%</b>	<b>14.3%</b>

**Orders: \$1,031.9 million**



	<u>Total Growth</u> (Decline)	<u>Organic Growth</u> (Decline)
Power Generation	20.1%	22.2%
Oil, Gas & Petrochemical	8.0%	(13.5)%
Marine	(2.9)%	1.8%
Mining	(7.4)%	(0.9)%
General Industrial & Other	(4.2)%	(2.5)%
<b>Total</b>	<b>5.9%</b>	<b>2.7%</b>

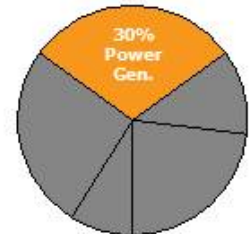
Note: Dollars in millions (unaudited). Total and organic growth (decline) is calculated on a proforma basis.

# Power Generation Market Perspective

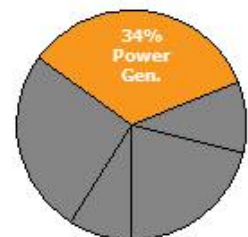
## Sales & Orders Growth

	Q2 2012 vs. Q2 2011		YTD 2012 vs. YTD 2011	
	Total	Organic	Total	Organic
<b>Sales</b>	12.5%	15.1%	20.2%	21.8%
<b>Orders</b>	44.7%	48.5%	20.1%	22.2%

Colfax YTD 2012 Sales Split



Colfax YTD 2012 Orders Split



## Highlights

- Served by both Howden and Colfax Fluid Handling
- Driven by global fundamental undersupply of electricity
- Growth is strong in China, South Africa, South East Asia and the Middle East

Note: Total and organic growth (decline) is calculated on a proforma basis.

# Oil, Gas & Petrochemical Market Perspective

## Sales & Orders Growth (Decline)

	Q2 2012 vs. Q2 2011		YTD 2012 vs. YTD 2011	
	Total	Organic	Total	Organic
<b>Sales</b>	0.6%	6.6%	23.1%	12.1%
<b>Orders</b>	(14.9)%	(11.5)%	8.0%	(13.5)%

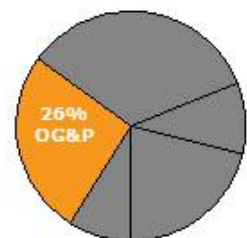
### Highlights

- Served by both Howden and Colfax Fluid Handling
- National oil companies in Latin America and Russia expanding production and refinery capacity
- Thomassen compressor acquisition increases presence in this market

Colfax YTD 2012 Sales Split



Colfax YTD 2012 Orders Split



Note: Total and organic growth (decline) is calculated on a proforma basis.

# Marine Market Perspective

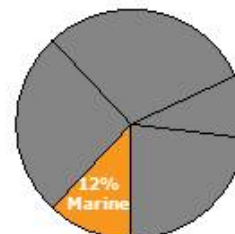
## Sales & Orders (Decline) Growth

	Q2 2012 vs. Q2 2011		YTD 2012 vs. YTD 2011	
	Total	Organic	Total	Organic
Sales	(15.3)%	(9.0)%	(9.6)%	(5.3)%
Orders	(0.2)%	7.4%	(2.9)%	1.8%

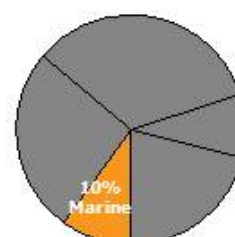
### Highlights

- Comprised of commercial marine and government, or defense, customers
- Primarily served by Colfax Fluid Handling
- New ship build is down from 2011 peak
- Q2 orders strong for supply vessels and European OEMs
- Q2 sales decline largely Howden fans shipped in 2011 quarter not repeated; pump sales essentially flat

Colfax YTD 2012 Sales Split



Colfax YTD 2012 Orders Split



Note: Total and organic growth (decline) is calculated on a proforma basis.

# Mining Market Perspective

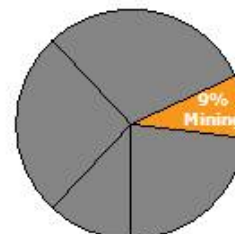
## Sales & Orders Growth (Decline)

	Q2 2012 vs. Q2 2011		YTD 2012 vs. YTD 2011	
	Total	Organic	Total	Organic
Sales	52.2%	61.4%	34.5%	41.4%
Orders	(21.6)%	(14.1)%	(7.4)%	(0.9)%

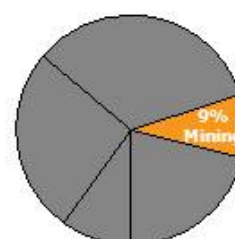
### Highlights

- Primarily served by Howden
- Includes centrifugal and axial fans, providing mine ventilation
- Driven by demand of mined resources, including: coal, iron ore, copper, gold, rare earths, nickel and potash
- Orders slowed due to expectations of reduced capital expenditures and Chinese demand

Colfax YTD 2012 Sales Split



Colfax YTD 2012 Orders Split



Note: Total and organic growth (decline) is calculated on a proforma basis.



# General Industrial & Other Market Perspective

## Sales & Orders Growth (Decline)

	Q2 2012 vs. Q2 2011		YTD 2012 vs. YTD 2011	
	Total	Organic	Total	Organic
Sales	9.2%	13.8%	8.9%	11.5%
Orders	(4.3)%	0.8%	(4.2)%	(2.5)%

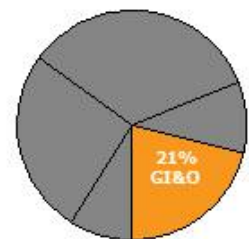
### Highlights

- Includes both Howden and Colfax Fluid Handling
- Represents a variety of industrial fans and compressors, tunnel ventilation and pumps serving various industrial needs
- Sales were driven by industrial fans and compressors, and fluid-handling's distribution, waste water and chemical processing submarkets

Colfax YTD 2012 Sales Split



Colfax YTD 2012 Orders Split



Note: Total and organic growth (decline) is calculated on a proforma basis.

# Fabrication Technology

## Fabrication Technology Q2 2012 Highlights

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- Net sales of \$549.2 million compared to proforma net sales of \$560.1 million in Q2 2011, a decrease of 2.0%; an organic increase of 6.9%
- Adjusted segment operating income of \$45.4 million and adjusted operating income margin of 8.3%
- Higher consumable volumes in North America, the Middle East and South America
- Higher consumable volumes and margin improvements were partially offset by higher production costs in India and Asia and the start up of a new consumables facility in the U.S.

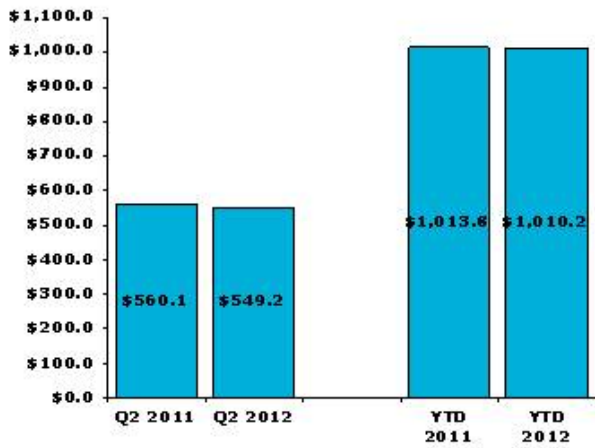
## Fabrication Technology YTD 2012 Highlights

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- Net sales of \$1.01 billion, a decrease of 0.4% compared to proforma YTD Q2 2011 sales; an organic increase of 6.3%
- Adjusted segment operating income of \$79.4 million and adjusted operating income margin of 7.9%
- Higher consumable volumes in North America, the Middle East and South America

# Revenue

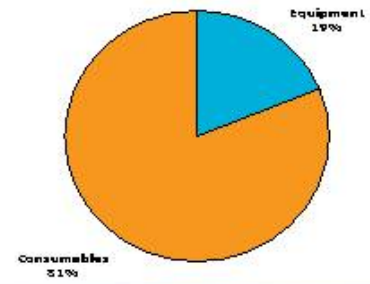
## Revenue<sup>(1)</sup>



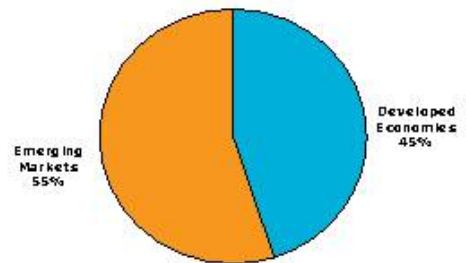
	QTD	YTD
Volume	5.4 %	3.8%
Price/Mix	1.5 %	2.5%
Acquisitions	0.6 %	0.6%
FX Translation	(9.5)%	(7.3)%
<b>Total Decline</b>	<b>(2.0)%</b>	<b>(0.4)%</b>

(1) Q2 2011 and YTD 2011 sales are presented on a proforma basis.  
 Note: Dollars in millions (unaudited).

## Revenue - YTD 2012



## Geographic Exposure - YTD 2012



**COLFAX**

# Results of Operations

# Income Statement Summary

(unaudited)

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	Three Months Ended	
	June 29, 2012	July 1, 2011
Net sales	\$ 1,045.6	\$ 186.7
Gross profit	\$ 327.9	\$ 64.7
% of sales	31.4%	34.7%
SG&A expense	\$ 245.0	\$ 44.4
% of sales	23.4%	23.8%
Adjusted operating income	\$ 97.3	\$ 20.3
% of sales	9.3%	10.8%
Adjusted net income	\$ 43.1	\$ 12.8
% of sales	4.1%	6.8%
Adjusted net income per share	\$ 0.35	\$ 0.29

Refer to Appendix for Non-GAAP reconciliation and footnotes.

Notes: Dollars in millions.

# Income Statement Summary

(unaudited)

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	<b>Six Months Ended</b>	
	<b>June 29, 2012</b>	<b>July 1, 2011</b>
Net sales	\$ 1,932.0	\$ 345.3
Gross profit	\$ 583.3	\$ 117.9
% of sales	30.2%	34.2%
SG&A expense	\$ 470.8	\$ 82.3
% of sales	24.4%	23.8%
Adjusted operating income	\$ 160.6	\$ 35.6
% of sales	8.3%	10.3%
Adjusted net income	\$ 68.6	\$ 22.0
% of sales	3.5%	6.4%
Adjusted net income per share	\$ 0.59	\$ 0.50

Refer to Appendix for Non-GAAP reconciliation and footnotes.

Notes: Dollars in millions.



# Appendix

# Disclaimer

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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, projected 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 asbestos coverage litigation expense, expenses related to major restructuring programs or any additional structural changes announced in the future, expenses related to the Charter acquisition and significant year-one fair value adjustment amortization expense. The effective tax rates used to calculate adjusted net income, adjusted net income per share and projected adjusted net income per share are 31% for the second quarter and six months ended June 29, 2012 in comparison to 32% for the second quarter and six months ended July 1, 2011. Organic sales growth (decline) and organic order growth (decline) exclude the impact of bolt-on acquisitions and foreign exchange rate fluctuations and are presented on a proforma basis (the proforma comparison includes the 2011 sales and orders for Howden and ESAB, excluding the first 12 days of the year to date reporting period). 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, costs related to the Charter acquisition, major restructuring programs and items outside the control of its operating management.

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

# Non-GAAP Reconciliation

(unaudited)

	Three Months Ended		Six Months Ended	
	June 29, 2012	July 1, 2011	June 29, 2012	July 1, 2011
<b>Adjusted Net Income and Adjusted Earnings Per Share</b>				
Net income (loss) attributable to Colfax Corporation	\$ 12,366	\$ 10,390	\$ (93,232)	\$ 16,945
Restructuring and other related charges	18,538	242	27,201	2,219
Charter acquisition-related expense	766	-	43,617	-
Fair value adjustments - ESAB/Howden backlog and inventory amortization expense	14,422	-	48,127	-
Asbestos coverage litigation expense	3,240	3,302	5,527	5,268
Tax adjustment <sup>(1)</sup>	(6,247)	(1,157)	37,345	(2,543)
Adjusted net income	<u>43,105</u>	<u>12,777</u>	<u>68,585</u>	<u>21,989</u>
Adjusted net income margin	4.1%	6.8%	3.5%	6.4%
Dividends on preferred stock	5,073	-	8,807	-
Adjusted net income available to Colfax Corporation common shareholders	<u>38,032</u>	<u>12,777</u>	<u>59,778</u>	<u>21,989</u>
Less: net income allocable to participating securities <sup>(2)</sup>	4,839	-	7,129	-
	<u>\$ 33,193</u>	<u>\$ 12,777</u>	<u>\$ 52,649</u>	<u>\$ 21,989</u>
Weighted-average shares outstanding - diluted	94,733,164	44,277,234	88,825,431	44,203,940
Adjusted net income per share	<u>\$ 0.35</u>	<u>\$ 0.29</u>	<u>\$ 0.59</u>	<u>\$ 0.50</u>
Net income (loss) per share— basic and diluted (in accordance with GAAP)	<u>\$ 0.07</u>	<u>\$ 0.23</u>	<u>\$ (1.16)</u>	<u>\$ 0.38</u>

(1) The effective tax rates used to calculate adjusted net income and adjusted net income per share are 31% for the second quarter and six months ended June 29, 2012 and 32% for the second quarter and six months ended July 1, 2011.

(2) Adjusted net income per share was calculated consistent with the two-class method in accordance with GAAP as the Series A preferred stock are considered participating securities. Losses are not allocated to the preferred stock.

Note: Dollars in thousands.

# Non-GAAP Reconciliation

(unaudited)

	Q2 2012						Q2 2011							
	Gas and Fluid Handling		Fabrication Technology		Corporate and Other		Total Colfax Corporation		Fluid Handling		Corporate and Other		Total Colfax Corporation	
	\$	%	\$	%	\$	%	\$	%	\$	%	\$	%	\$	%
Net sales	\$ 495,495		\$ 509,198		\$ -		\$ 1,004,693		\$ 195,749		\$ -		\$ 195,749	
Operating income	42,077	8.5%	32,405	6.4%	(14,176)		60,306	6.0%	21,421	10.9%	(4,714)		16,707	8.5%
Charge/acquisition-related expense	-		-		766		766		-		-		-	
Restructuring and other related charges	3,035		13,006		2,517		18,558		196		86		292	
Asbestos coverage litigation expense	3,240		-		-		3,240		3,302		-		3,302	
Fair value adjustments - ESAB/Hovden backlog and inventory amortization expense	14,400		22		-		14,422		-		-		-	
Adjusted operating income	62,752	12.6%	45,433	9.0%	(10,893)		37,292	3.7%	24,819	12.6%	(4,628)		20,191	10.3%

Note: Dollars in thousands.

# Non-GAAP Reconciliation

(unaudited)

No. sales	YTD 2012			YTD 2011			
	Gas and Fluid Handling	Fabrication Technology	Corporate and Other	Total Colfax Corporation	Fluid Handling	Corporate and Other	Total Colfax Corporation
	\$ 921,826	\$ 1,010,193	\$ -	\$ 1,932,019	\$ 343,307	\$ -	\$ 343,307
Operating income	\$ 61,106 6.6%	\$ 43,283 4.3%	\$ (68,216)	\$ 36,173 1.9%	\$ 39,390 11.4%	\$ (11,231)	\$ 28,159 8.2%
Change in non-recurring charges	-	-	43,817	43,817	-	-	-
Reserve and other related charges	2,813	19,122	4,244	27,291	1,170	1,049	2,219
Accounts payable liquidation charges	3,327	-	-	3,327	3,468	-	3,468
Net value adjustments - ESAB/Fluid Handling and inventory adjustments charges	31,142	19,933	-	48,127	-	-	-
Adjusted operating income	\$ 101,398 11.0%	\$ 79,392 7.9%	\$ (20,333)	\$ 60,747 3.1%	\$ 45,028 13.1%	\$ (10,202)	\$ 34,826 10.2%

Note: Dollars in thousands.

# Sales & Order Growth

(unaudited)

	Sales		Orders	
	\$	%	\$	%
<b>Proforma three months ended July 1, 2011</b>	<b>\$ 1,021.0</b>		<b>\$ 522.5</b>	
<i>Components of Change:</i>				
Existing Businesses	97.1	9.5 %	17.4	7.2 %
Acquisitions	9.9	1.0 %	7.4	1.4 %
Foreign Currency Translation	(82.6)	(8.1)%	(12.9)	(6.1)%
<b>Total</b>	<b>24.6</b>	<b>2.4 %</b>	<b>11.9</b>	<b>2.1 %</b>
<b>Three months ended June 29, 2012</b>	<b>\$ 1,045.6</b>		<b>\$ 534.4</b>	

	Sales		Orders		Backlog	
	\$	%	\$	%	\$	%
<b>Proforma six months ended July 1, 2011</b>	<b>\$ 1,817.6</b>		<b>\$ 974.4</b>		<b>\$ 1,339.3</b>	
<i>Components of Change:</i>						
Existing Businesses	179.2	9.9 %	26.4	2.7 %	110.6	8.1 %
Acquisitions	47.0	2.6 %	74.1	7.6 %	1.5	0.1 %
Foreign Currency Translation	(111.8)	(6.2)%	(41.0)	(4.4)%	(62.5)	(4.7)%
<b>Total</b>	<b>114.4</b>	<b>6.1 %</b>	<b>57.5</b>	<b>5.9 %</b>	<b>51.6</b>	<b>1.9 %</b>
<b>Six months ended June 29, 2012</b>	<b>\$ 1,932.0</b>		<b>\$ 1,031.9</b>		<b>\$ 1,390.9</b>	

Note: Dollars in millions.

# Balance Sheet

(unaudited)

Dollars in thousands, except share amounts

	June 29, 2012	December 31, 2011
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 538,956	\$ 75,108
Trade receivables, less allowance for doubtful accounts of \$6,092 and \$2,578	904,760	117,475
Inventories, net	530,352	56,116
Other current assets	121,815	102,489
Total current assets	2,295,883	351,208
Property, plant and equipment, net	651,000	90,939
Goodwill	1,853,558	204,844
Intangible assets, net	734,760	41,029
Other assets	469,667	400,523
Total assets	\$ 6,004,868	\$ 1,088,541
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Current portion of long-term debt	\$ 12,737	\$ 10,000
Accounts payable	660,663	54,035
Accrued liabilities	543,505	176,007
Total current liabilities	1,216,905	240,042
Long-term debt, less current portion	1,657,964	101,518
Other liabilities	1,006,054	557,708
Total liabilities	3,900,923	899,268
<b>Equity:</b>		
Preferred stock, \$0.001 par value; 20,000,000 and 10,000,000 shares authorized; 13,877,552 and none issued and outstanding	14	—
Common stock, \$0.001 par value; 400,000,000 and 200,000,000 shares authorized; 93,879,365 and 43,697,570 issued and outstanding	94	44
Additional paid-in capital	2,187,498	415,527
Accumulated deficit	(157,542)	(55,503)
Accumulated other comprehensive loss	(147,107)	(170,793)
Total Colfax Corporation equity	1,882,957	189,275
Noncontrolling interest	220,988	—
Total equity	2,103,945	189,275
Total liabilities and equity	\$ 6,004,868	\$ 1,088,541

# 2012 Outlook Summary (July Update)

Revenue Range			
2012 Total	\$3.9 billion	To	\$4.0 billion

EPS and Adjusted Net Income Range			
2012 Net loss per share	\$(0.45)	To	\$(0.35)
Adjusted net income – Colfax <sup>(1)</sup>	\$142.8 million	To	\$153.3 million
2012 Adjusted net income per share <sup>(2)</sup>	\$1.35	To	\$1.45

Assumptions	
Asbestos coverage litigation	\$11 million
Asbestos liability and defense costs	\$9 million
Restructuring costs	\$43 million
Charter acquisition-related expense	\$44 million
Fair value adjustments – ESAB/Howden inventory and backlog	\$78 million
FX for Q3 and Q4 (EUR, INR, BRL)	\$1.225, \$0.018, \$0.48
Tax rate - Adjusted basis/GAAP for Q3 and Q4	30%/33%
Outstanding shares – common and equivalents/preferred	95 million/13.9 million (Q3 – Q4) 92 million/13.4 million (Full Year)

(1) Before preferred stock dividend.

(2) Excludes impact of asbestos coverage litigation costs, Charter acquisition-related expense, Charter inventory and backlog fair value adjustments and restructuring charges.

(See Non-GAAP Reconciliation included in this Appendix)



# 2012 Outlook Summary

(continued)

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<b>Assumptions (continued)</b>	
<b>Depreciation</b>	<b>\$70 million</b>
<b>Amortization</b>	<b>\$105 million</b>
<b>Interest Expense</b>	<b>\$95 million</b>
<b>Capital Expenditures</b>	<b>2.0% of revenue</b>
<b>Pension funding in excess of expense</b>	<b>\$40 million</b>
<b>Preferred dividend</b>	<b>\$19 million</b>

Note: Guidance as of 7/27/12

# 2012 Guidance Update

(unaudited)

(millions except per share)	<u>Adjusted Income</u>		<u>EPS Range</u>	
	<u>Low</u>	<u>High</u>	<u>Low</u>	<u>High</u>
<b>Adjusted Operating Profit- February Guidance</b>	\$ 357.6	\$ 385.6		
<i>Foreign Currency Rate Adjustment</i>	(7.5)	(8.0)		
<i>Update to Adjusted Operating Profit</i>	9.4	(3.0)		
<b>Updated Adjusted Operating Profit</b>	\$ 359.5	\$ 374.6		
<i>Interest Expense</i>	(95.0)	(95.0)		
<i>Income tax</i>	(80.7)	(85.3)		
	183.8	194.3		
<i>Noncontrolling Interest</i>	(22.0)	(22.0)		
<i>Preferred Dividend</i>	(19.0)	(19.0)		
	<u>\$ 142.8</u>	<u>\$ 153.3</u>	<u>\$ 1.35</u>	<u>\$ 1.45</u>

# 2012 EPS Reconciliation

(unaudited)

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	<u>Low</u>	<u>High</u>
Original Guidance	\$ 1.45	\$ 1.65
Impact of 9 million new shares	(0.07)	(0.07)
More profit attributable to entities not wholly owned	(0.03)	(0.03)
Narrowing range of operating profit	0.07	(0.02)
Tax rate	(0.02)	(0.03)
FX- stronger dollar	(0.05)	(0.05)
Revised Guidance	<u>\$ 1.35</u>	<u>\$ 1.45</u>

# Non-GAAP Reconciliation

(unaudited)

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	<u>EPS Range</u>	
Projected net loss per share - diluted	\$ (0.45)	\$ (0.35)
Fair value adjustments - Charter inventory and backlog	0.78	0.78
Restructuring costs	0.43	0.43
Asbestos coverage litigation	0.09	0.09
Charter transaction costs	0.44	0.44
Tax adjustment	<u>0.06</u>	<u>0.06</u>
Projected adjusted net income per share - diluted	<u>\$ 1.35</u>	<u>\$ 1.45</u>