

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>BDT CAPITAL PARTNERS, LLC</u>  (Last) (First) (Middle) <u>401 NORTH MICHIGAN AVENUE</u> <u>SUITE 3100</u>  (Street) <u>CHICAGO IL 60611</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Colfax CORP [ CFX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/16/2013</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/16/2013		A		828	A	\$0	6,384	I	See footnote 1 <sup>(1)</sup>
Common Stock	05/20/2013		J		1,383	A	\$0	4,247,911	I	See Remarks below

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Director Stock Option (right to buy)	\$48.29	05/16/2013		A		2,070		05/16/2013	05/15/2020	Common Stock, par value \$.001	2,070	\$0	2,070	I	See footnote 1 <sup>(1)</sup>
Director Stock Option (right to buy)	\$28.92							05/16/2012	05/15/2019	Common Stock, par value \$.001	3,458		3,458	I	See footnote 1 <sup>(1)</sup>
Series A Perpetual Convertible Preferred Stock	\$27.93							(2)	(2)	Common Stock	12,173,291		12,173,291	I	See Remarks below

1. Name and Address of Reporting Person\*  
BDT CAPITAL PARTNERS, LLC  
  
 (Last) (First) (Middle)  
401 NORTH MICHIGAN AVENUE  
SUITE 3100  
  
 (Street)  
CHICAGO IL 60611  
  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
BDTCP GP I, LLC  
  
 (Last) (First) (Middle)

401 NORTH MICHIGAN AVENUE  
SUITE 3100

(Street)  
CHICAGO IL 60611

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[BDT CF ACQUISITION VEHICLE, LLC](#)

(Last) (First) (Middle)

401 NORTH MICHIGAN AVENUE  
SUITE 3100

(Street)  
CHICAGO IL 60611

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[BDTP GP, LLC](#)

(Last) (First) (Middle)

401 NORTH MICHIGAN AVENUE  
SUITE 3100

(Street)  
CHICAGO IL 60611

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Trott Byron D](#)

(Last) (First) (Middle)

401 NORTH MICHIGAN AVENUE  
SUITE 3100

(Street)  
CHICAGO IL 60611

(City) (State) (Zip)

#### Explanation of Responses:

1. The transactions reported on this Form 4 were the grant of restricted stock units and stock options to San W. Orr, III in connection with his service on the Board of Directors of Colfax Corp. (the "Issuer"). Prior grants of restricted stock units and stock options to Mr. Orr in connection with his service on the Issuer's Board of Directors are also reflected on this Form 4. Mr. Orr is a Partner and the Chief Operating Officer of BDT CP. Mr. Orr was designated for election to the Issuer's Board of Directors pursuant to the Issuer's Amended and Restated Certificate of Incorporation, which provides the Investor the right, among other things, to exclusively nominate for election to the Board of Directors 1 of 11 directors based on the current beneficial ownership of the Investor, the BDT Investment Funds and the BDT Investment Vehicle. As a result, each of the Reporting Persons are (or may be deemed to be) directors by deputization.

2. The shares of Series A Perpetual Convertible Preferred Stock are convertible into shares of Common Stock at any time and do not expire.

#### Remarks:

This Form 4 is jointly filed by (i) BDT Capital Partners, LLC ("BDT CP"), (ii) BDTP GP I, LLC ("BDTP GP I"), (iii) BDT CF Acquisition Vehicle, LLC (the "Investor"), (iv) Byron D. Trott, and (v) BDTP GP, LLC ("BDTP"). Mr. Trott is the sole member of BDTP, which is the managing member of BDT CP. BDT CP is the manager of BDTP GP I, which is the general partner of the Investor. The Investor beneficially owns 12,173,291 shares of Common Stock into which the shares of the Company's Series A Perpetual Convertible Preferred Stock owned by the Investor may currently be converted and 1,383 shares of Common Stock previously held in the name of Mr. Orr and, as of May 20, 2013, now held in the name of the Investor. Certain investment funds (the "BDT Investment Funds") controlled by BDTP GP I beneficially own, in the aggregate, 4,078,902 shares of Common Stock. Each of Mr. Trott, BDTP, BDT CP and BDTP GP I, by virtue of his or its direct or indirect control of the Investor and the BDT Investment Funds, may be deemed to beneficially own the securities held by the Investor and the BDT Investment Funds. An employee investment vehicle (the "BDT Investment Vehicle") controlled by BDTP own 167,626 shares of Common Stock. Each of Mr. Trott and BDTP, by virtue of his or its indirect control of the BDT Investment Vehicle, may be deemed to beneficially own the securities held by the BDT Investment Vehicle. Each of the Reporting Persons disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interests therein. This Form 4 shall not be deemed to be an admission that any Reporting Person hereunder is the beneficial owner of any of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

[/s/ Byron D. Trott \(on behalf of himself and each other reporting person hereunder\)](#) 05/20/2013

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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