

**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 1, 2011**

Colfax Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-34045

(Commission File Number)

54-1887631

(I.R.S. Employer Identification No.)

8170 Maple Lawn Boulevard, Suite 180

Fulton, MD 20759

(Address of Principal Executive Offices) (Zip Code)

(301) 323-9000

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 7.01 Regulation FD Disclosure.

Attached hereto as Exhibit 99.1 is a press release of Colfax Corporation (the “Company”) announcing updated annual guidance for 2011. Attached hereto as Exhibit 99.2 and incorporated herein by reference are slides to be used by the Company for investor presentations.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Colfax Corporation press release dated June 1, 2011, announcing updated annual guidance for 2011

99.2 Colfax Corporation investor presentation slides

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: June 1, 2011

By: /s/ C. SCOTT BRANNAN
Name: C. Scott Brannan
Title: Senior Vice President, Finance and Chief Financial Officer

EXHIBIT INDEX

- 99.1 Colfax Corporation press release dated June 1, 2011, announcing updated annual guidance for 2011
 - 99.2 Colfax Corporation investor presentation slides
-

Colfax Raises 2011 Guidance

FULTON, Md., June 1, 2011 /PRNewswire/ -- Colfax Corporation (NYSE: CFX), a global leader in fluid-handling solutions for critical applications, announced today that it has raised its guidance for 2011, and will be presenting the revised outlook at KeyBanc Capital Market's Industrial, Automotive and Transportation Conference in Boston, on June 1st. The presentation slides can be accessed via Colfax's website at www.colfaxcorp.com under the "Investors" section.

Clay Kiefaber, President and Chief Executive Officer, stated, "Given our stronger than expected results for the first quarter of 2011, our acquisition of Rosscor Holding B.V. and current market conditions, we are pleased to announce that we have re-evaluated our outlook for 2011 and are raising our guidance. We now expect organic sales growth for full year 2011 of 6% to 8% in comparison to 2010, up from our previous guidance of 2% to 4%. Additionally, we anticipate adjusted net income per share to be within the range of \$1.12 to \$1.22 for full year 2011 compared to our previous expectation of \$1.00 to \$1.10."

Non-GAAP Financial Measures

Organic sales growth and adjusted net income per share are non-GAAP financial measures. Adjusted net income per share excludes asbestos liability and defense costs (income) and asbestos coverage litigation expenses, and restructuring and other related charges to the extent they impact the periods presented and assume income taxes at an effective tax rate of 32%. Organic sales growth excludes 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 legacy asbestos issues and items 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 adjusted net income per share is provided in the financial table in this press release.

ABOUT COLFAX CORPORATION – Colfax Corporation is a global leader in critical fluid-handling products and technologies. Through its global operating subsidiaries, Colfax manufactures positive displacement industrial pumps and valves used in oil & gas, power generation, commercial marine, defense and general industrial markets. Colfax's operating subsidiaries supply products under the well-known brands Allweiler, Baric, Fairmount Automation, Houttuin, Imo, LSC, Portland Valve, Tushaco, Warren and Zenith. Colfax is traded on the NYSE under the ticker 2011CFX.2011 Additional information about Colfax is available at 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 expectations regarding organic sales growth, adjusted earnings per share, 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 as well as its 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. 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
Reconciliation of GAAP to Non-GAAP Financial Measures
(Unaudited)

	<u>EPS Range</u>	
Projected net income per share – fully diluted	\$ 0.86	\$ 0.96
Restructuring and other related charges	0.06	0.06
Asbestos coverage litigation	0.12	0.12
Asbestos liability and defense costs	0.08	0.08
Projected adjusted net income per share – fully diluted	<u>\$ 1.12</u>	<u>\$ 1.22</u>

CONTACT: INVESTOR CONTACT: Scott Brannan, +1-301-323-9005, scott.brannan@colfaxcorp.com



FAILURE IS NOT AN OPTION.



THREE GORGES DAM



A SOLID FOUNDATION IS CRUCIAL



**BUILDING A FOUNDATION
FOR PROFITABLE GROWTH**

TODAY'S FOCUS

BUILDING A FOUNDATION FOR PROFITABLE GROWTH

- Uniqueness
- Competitive Strategy
- Financial Momentum
- The Model



Building A Strong Foundation For Profitable Growth

UNIQUENESS



The best team wins.

Customers talk, we listen.

Continuous improvement is our way of life.

Leading edge innovation defines our future.

We compete for shareholders based on our performance.

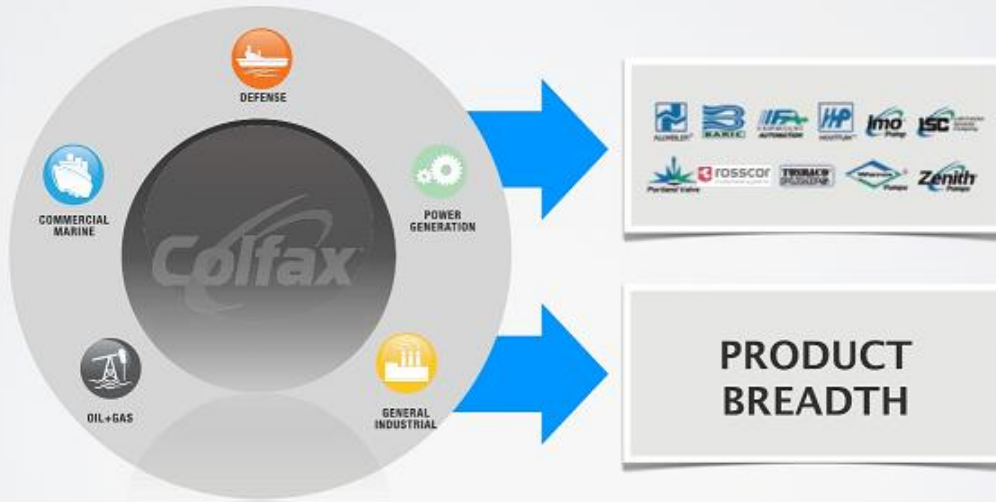


SPECIALTY FLUID HANDLING



UNIQUENESS *Colfax*

APPLICATION EXPERTISE



UNIQUENESS *Colfax*

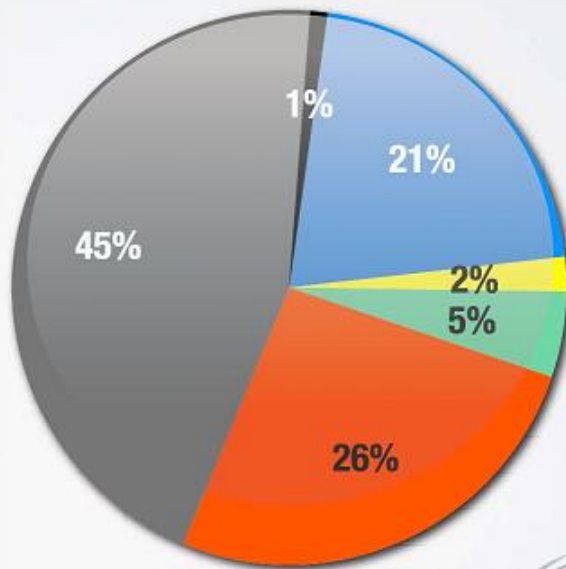
CUSTOMER DIVERSITY

BLUE CHIP CUSTOMERS



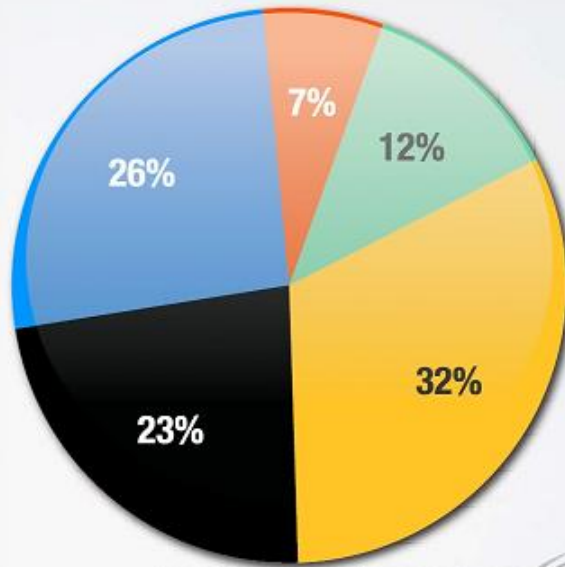
UNIQUENESS Colfax

GEOGRAPHIC DIVERSITY



UNIQUENESS *Colfax*

END-MARKET DIVERSITY



UNIQUENESS Colfax

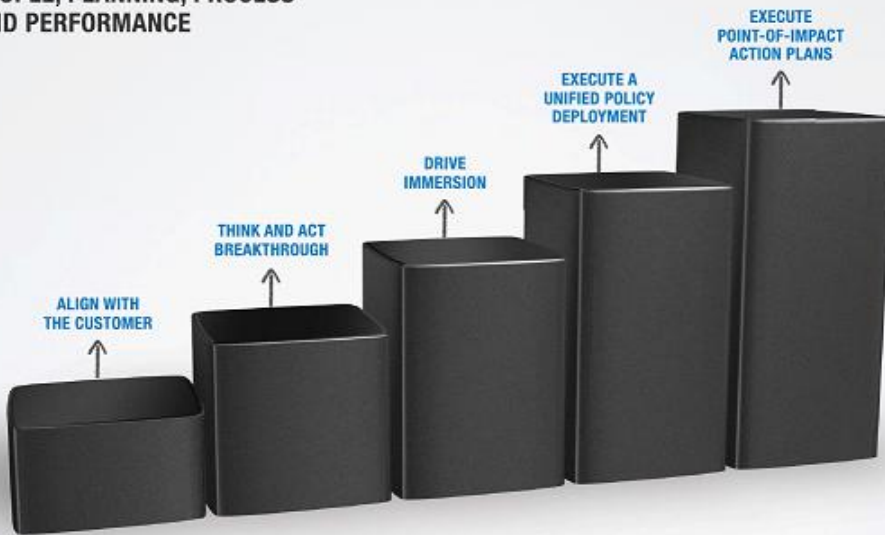
FORMULA FOR GROWTH



UNIQUENESS *Colfax*

COLFAX BUSINESS SYSTEM

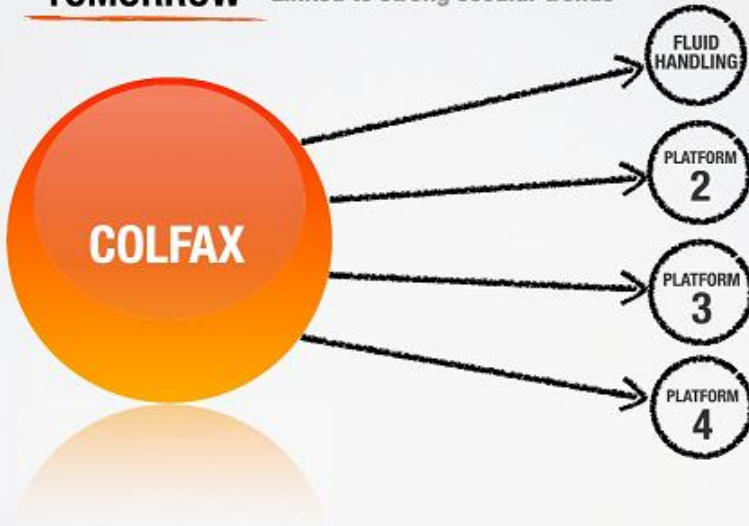
PEOPLE, PLANNING, PROCESS
AND PERFORMANCE



UNIQUENESS *Colfax*

COMMITMENT TO MULTI-PLATFORM BUSINESS

TOMORROW Linked to strong secular trends



UNIQUENESS *Colfax*

Building A Strong Foundation For Profitable Growth

COMPETITIVE STRATEGY



The best team wins.

Customers talk, we listen.

Continuous improvement is our way of life.

Leading edge innovation defines our future.

We compete for shareholders based on our performance.




STRATEGIC POSITIONING



STRATEGY Colfax

BREAKTHROUGH IMPROVEMENT PRIORITIES

- 
1. Globalize and rationalize
 2. Streamline customer service processes
 3. Implement demand pull and process flow
 4. Accelerate growth in systems and services

STRATEGY *Colfax*



END-MARKET FOCUS

OIL AND GAS MARKET

MARKET

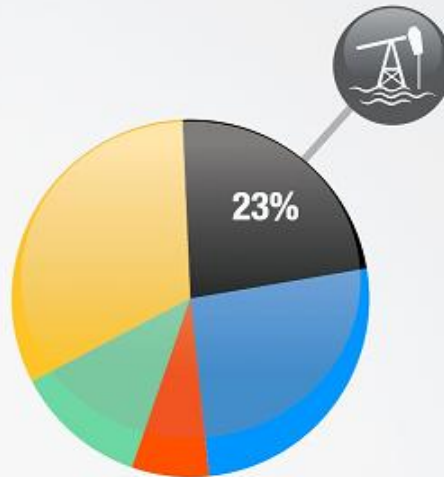
- Long-term demand for oil projected to increase
- Increased proportion of heavy oil
- Increased quote and book activity

CRITICAL APPLICATIONS

- Crude oil gathering, storage and transport
- Rotating equipment lubrication
- Lube oil purification
- Multiphase and gas compression

OUR STRATEGY

- Grow heavy crude transfer and storage
- Expand SMART solutions
- Provide lowest total cost of ownership solutions
- Expand lubrication services and systems
- Sell multiphase and gas compression solutions



STRATEGY Colfax

COMMERCIAL MARINE

MARKET

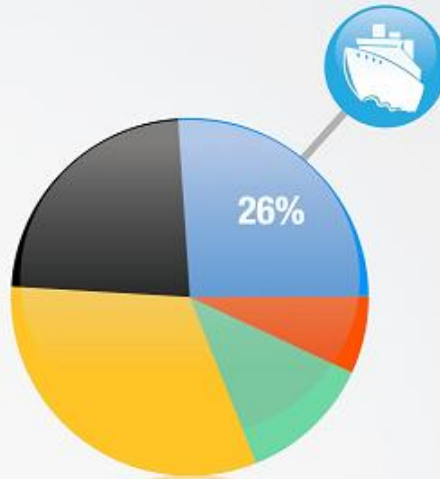
- Long-term increase in global trade
- Aging fleet and increased environmental regulations
- Approximately 8,600 ships on order
- Market slowly stabilizing

CRITICAL APPLICATIONS

- Fuel oil transfer
- Engine lubrication
- Water and wastewater handling

OUR STRATEGY

- Improve OTD and responsiveness to best-of-class
- Grow aftermarket sales and service
 - Capitalize on growth in installed base
 - Focus on opportunities related to changing environmental regulations



STRATEGY Colfax

DEFENSE

MARKET

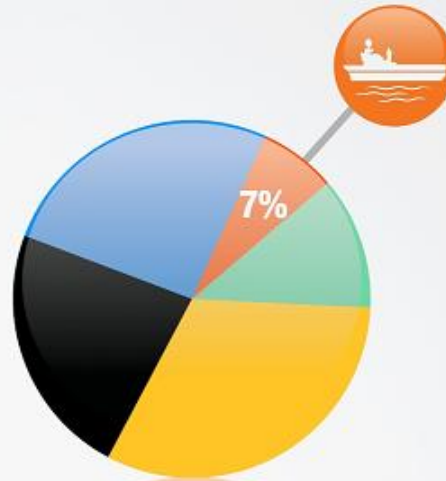
- Program dependent
- Focus on automation
- Modernization and expansion of ROW navies

CRITICAL APPLICATIONS

- Fuel oil transfer
- Oil transport
- Water and wastewater handling
- Fire suppression

OUR STRATEGY

- Leverage SMART technology
- Expand service network
- Support expansion of fleets outside of U.S. including Europe and India
- Sell aftermarket



STRATEGY Colfax

POWER GENERATION

MARKET

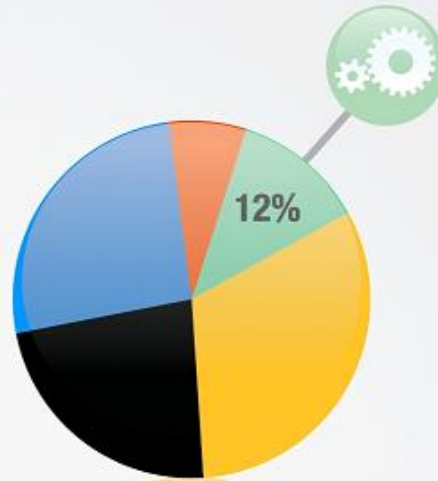
- Worldwide demand for electricity expected to double by 2030
- Majority of growth in developing countries

CRITICAL APPLICATIONS

- Fuel unloading, transfer, burner and injection
- Rotating equipment lubrication
- Hydroelectric hydraulics

OUR STRATEGY

- Grow China, India and Middle East
- Sell Systems



STRATEGY Colfax

GENERAL INDUSTRIAL

MARKET

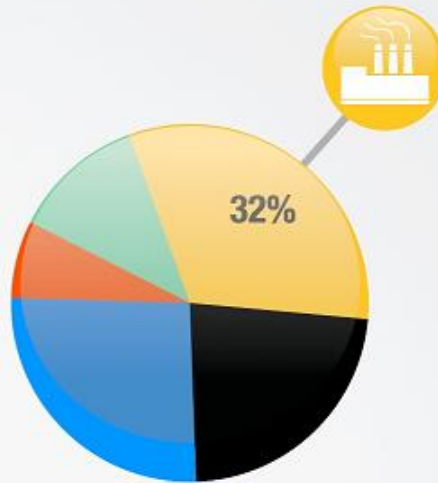
- Demand driven by long-term capital investment
- U.S. Europe and Asia strengthening
- Developing regions embracing engineered products and solutions

CRITICAL APPLICATIONS

- Chemical processing
- Machinery lubrication
- Hydraulic elevators
- Pulp and paper processing

OUR STRATEGY

- Continue to expand and diversify customer base
- Develop VOC- based solutions that improve efficiency
- Sell aftermarket



STRATEGY Colfax

Building A Strong Foundation For Profitable Growth



FINANCIAL MOMENTUM

The best team wins.

Customers talk, we listen.

Continuous improvement is our way of life.

Leading edge innovation defines our future.

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FINANCIAL PERSPECTIVE

Strong Financial Condition

- Debt of \$84 Million principal payments of \$10 Million in 2011 matures in 2013
- Cash = \$45 Million
- \$118 Million available on revolver

Improved Working Capital + Profitable Growth



FINANCIAL MOMENTUM 

RECENT PERFORMANCE

REVENUE

	Q1 2011
Existing Businesses	17.6%
Acquisitions	13.3%
FX Translation	1.3%
Total Growth	32.2%

Note:
Dollars in millions

**32.2%
Growth**



FINANCIAL MOMENTUM *Colfax*

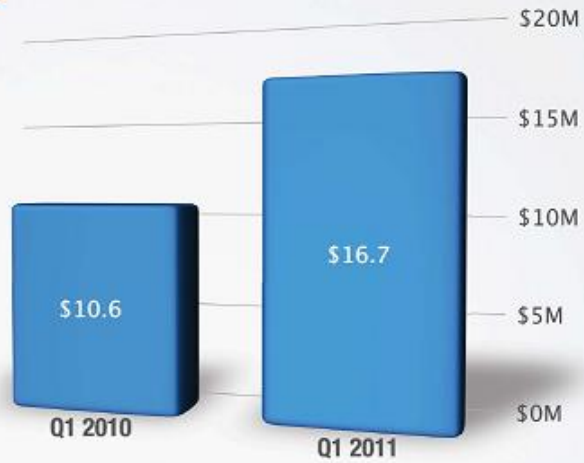
RECENT PERFORMANCE

ADJUSTED OPERATING INCOME⁽¹⁾

	% Margin
Q1 2010	8.9%
Q1 2011	10.5%

Note:
Dollars in millions

**57.5%
Increase** ←



(1) Refer to Appendix for Non-GAAP reconciliation and footnote.

FINANCIAL MOMENTUM *Colfax*

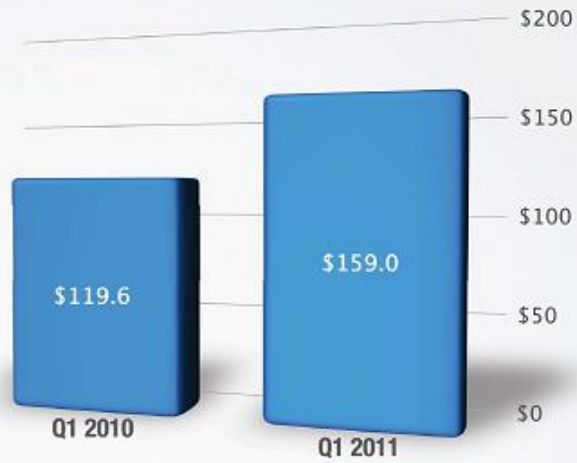
RECENT PERFORMANCE

ORDERS

	Q1 2011
Existing Businesses	22.7%
Acquisitions	9.3%
FX Translation	0.9%
Total Growth	32.9%

Note:
Dollars in millions

**32.9%
Growth** ←



FINANCIAL MOMENTUM *Colfax*

RECENT PERFORMANCE

BACKLOG



Note:
Dollars in millions

FINANCIAL MOMENTUM *Colfax*

2011 OUTLOOK SUMMARY

REVENUE RANGE

2011 Organic Growth ^{(1), (2)}	6% - 8%
2011 Total	\$645 Million - \$670 Million

EPS RANGE

2011 Net Income Per Share	\$0.86 - \$0.96
2011 Adjusted Net Income Per Share ^{(2), (4)}	\$1.12 - \$1.22

OTHER ASSUMPTIONS

Asbestos Coverage Litigation	\$8 Million
Asbestos Liability & Defense Costs	\$5 Million
Restructuring Costs	\$4 Million
Euro	\$1.40
Tax Rate	32%
Interest Expense	\$6 Million
Outstanding Shares	44.2 Million

(1) Excludes impact of acquisitions and foreign exchange rate fluctuations

(2) Refer to Appendix for Non-GAAP reconciliation

(3) Excludes impact of Asbestos coverage litigation, asbestos liability and defense cost, and restructuring and other related changes.

FINANCIAL MOMENTUM *Colfax*

Building A Strong Foundation For Profitable Growth

THE MODEL



The best team wins.

Customers talk, we listen.

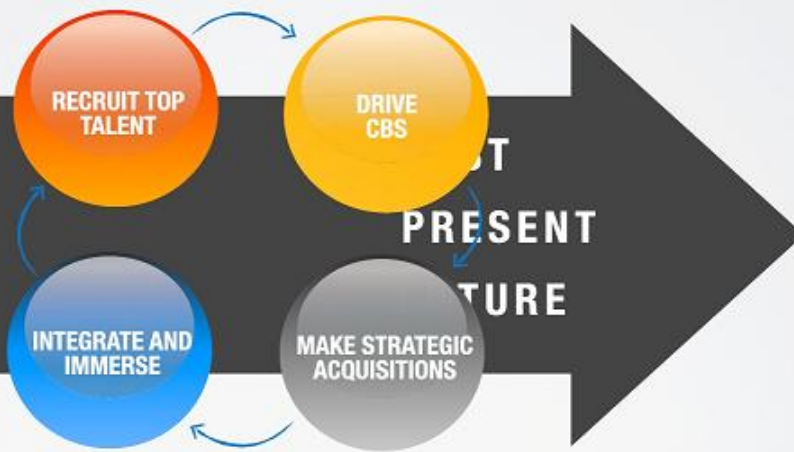
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MODEL APPLICATION



MODEL *Colfax*





APPENDIX

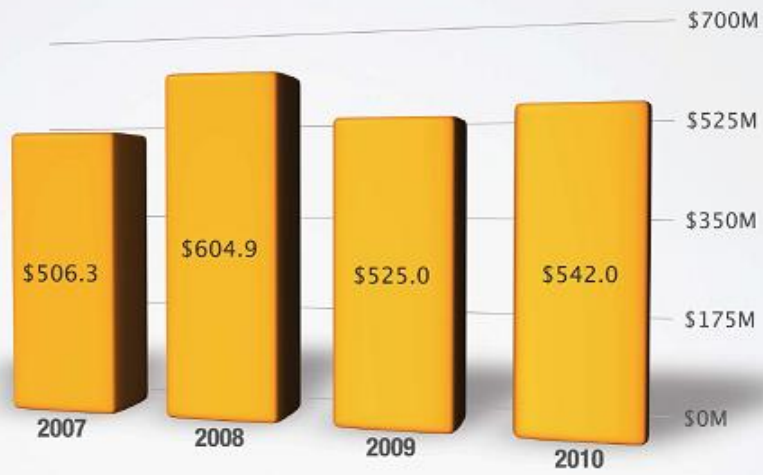
DISCLAIMER

Colfax has provided financial information that has not been prepared in accordance with GAAP. These non-GAAP financial measures are projected adjusted net income per share, adjusted operating income, organic sales growth (decline) and organic order growth (decline). Projected adjusted net income per share and adjusted operating income exclude asbestos liability and defense costs (income) and asbestos coverage litigation expenses, certain legacy legal charges, restructuring and other related charges, certain due diligence costs and certain other post-employment benefit settlement, as well as one time initial public offering-related costs to the extent they impact the periods presented. Organic sales growth (decline) and organic order growth (decline) exclude the impact of foreign exchange rate fluctuations and acquisitions. 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 items such as IPO-related costs, legacy asbestos issues and items outside the control of its operating management team. Sales and order information by end market are estimates.



HISTORICAL PERFORMANCE

REVENUE

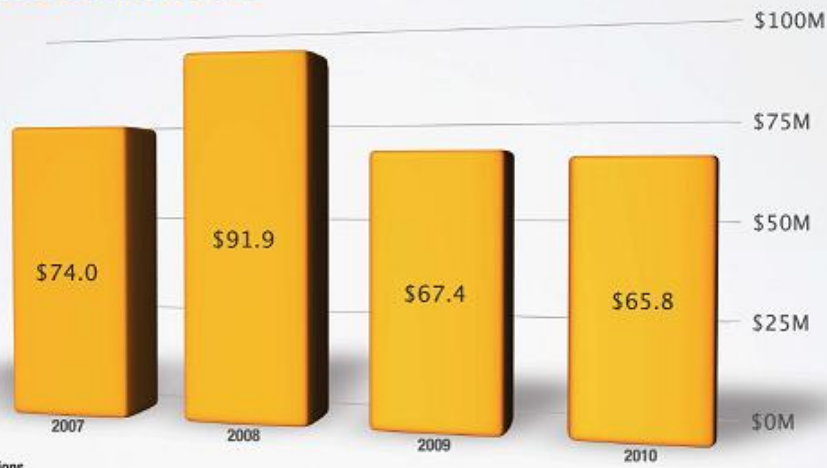


Note:
Dollars in millions

FINANCIAL MOMENTUM *Colfax*

HISTORICAL PERFORMANCE

ADJUSTED OPERATING INCOME⁽¹⁾



Note:
Dollars in millions

(1) Refer to Appendix for Non-GAAP reconciliation and footnote.

FINANCIAL MOMENTUM *Colfax*

HISTORICAL PERFORMANCE

ORDERS



Note:
Dollars in millions

FINANCIAL MOMENTUM *Colfax*

HISTORICAL PERFORMANCE

BACKLOG



Note:
Dollars in millions

FINANCIAL MOMENTUM *Colfax*

NON-GAAP RECONCILIATION

	Three Months Ended	
	April 1, 2011	April 2, 2010
Adjusted Operating Income		
Operating income	\$ 11,332	\$ 1,284
Restructuring and other related charges	1,977	4,039
Asbestos liability and defense costs	1,333	1,435
Asbestos coverage litigation expenses	<u>2,066</u>	<u>3,881</u>
Adjusted operating income	<u>\$ 16,708</u>	<u>\$ 10,639</u>
Adjusted operating income margin	10.5%	8.9%



NON-GAAP RECONCILIATION

	2010	2009	2008	2007
Adjusted Operating Income				
Operating income	\$ 34,372	\$ 39,630	\$ 17,818	\$ 124,349
Restructuring and other related charges	10,323	18,175	-	-
Asbestos liability and defense costs (income)	7,876	(2,193)	(4,771)	(63,978)
Asbestos coverage litigation expenses	13,206	11,742	17,162	13,632
IPO-related costs	-	-	57,017	-
Legacy legal adjustment	-	-	4,131	-
Due diligence costs	-	-	582	-
Adjusted operating income	<u>\$ 65,777</u>	<u>\$ 67,354</u>	<u>\$ 91,939</u>	<u>\$ 74,003</u>
Adjusted operating income margin	12.1%	12.8%	15.2%	14.6%



NON-GAAP RECONCILIATION

	<u>EPS Range</u>	
Projected net income per share - fully diluted	\$ 0.86	\$ 0.96
Restructuring and other related charges	0.06	0.06
Asbestos coverage litigation	0.12	0.12
Asbestos liability and defense costs	<u>0.08</u>	<u>0.08</u>
Projected adjusted net income per share - fully diluted	<u>\$ 1.12</u>	<u>\$ 1.22</u>





