

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): **December 18, 2017**

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)

Not applicable
(Former name or former address, if changed since last report)

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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 7.01 Regulation FD Disclosure.

On December 18, 2017, Colfax Corporation (the "Company") is holding a conference call to discuss its 2018 outlook at 9:00 am Eastern. Slides for the Company's 2018 outlook as well as other supplemental information to be referenced on the call are attached to this report as Exhibit 99.1. The call will be open to the public through +1-877-303-7908 (U.S. callers) and +1-678-373-0875 (international callers) and referencing the conference ID number 7796095, or through webcast via the Company's website www.colfaxcorp.com under the "Investors" section.

These materials are also available on the Company's website and link to a replay of the call will be available on the Company website under the "Investors" section later today.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Management's presentation on December 18, 2017, regarding Colfax Corporation's financial outlook for 2018.

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: December 18, 2017

By: /s/ Christopher Hix

Name: Christopher Hix

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

EXHIBIT INDEX

[99.1 Management's presentation on December 18, 2017, regarding Colfax Corporation's financial outlook for 2018.](#)

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 diagonal slash. The logo is set against a light gray rectangular background.

COLFAX

2018 Outlook

December 18, 2017

Forward-looking Statements

These slides and accompanying oral presentation 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 2016 Annual Report on Form 10-K and Quarterly Report on Form 10-Q for the period ended September 29, 2017 under the caption "Risk Factors." In addition, these statements are based on a number of assumptions that are subject to change. Colfax disclaims any duty to update the information herein.

The term "Colfax" in reference to the activities described in these slides 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.

Executing Our Strategy in 2017

- Completed Fluid Handling sale
- Committed \$430M on 7 complementary bolt-ons
- Returned to organic growth
- Accelerating new product innovation
- Achieving target of \$50 million restructuring cost savings
- Affirming 2017 guidance with continuing operations representing \$1.37 to \$1.47 of Adjusted EPS

Reshaping the portfolio and building momentum

COLFAX

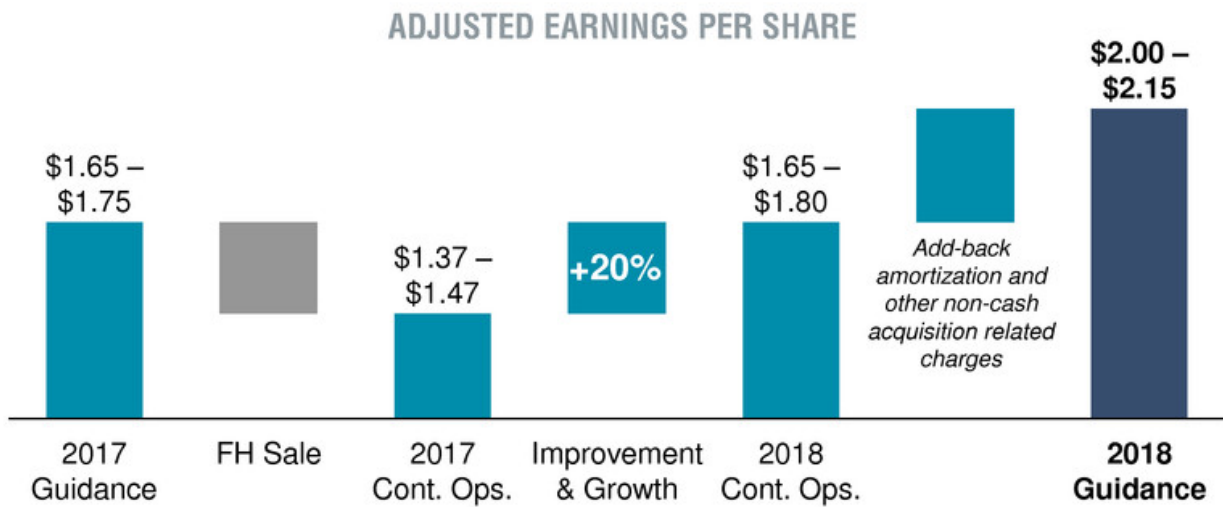
Improving and Growing in 2018

- Accelerating growth initiatives at ESAB
 - Improving regional market conditions
 - Increasing pace of new products
 - Leveraging recent acquisitions
- Making the turn at Howden
 - Focusing on industrial and mining growth
 - Positioning for Oil & Gas recovery in second half
 - Restructuring to drive margin expansion
- Shaping the portfolio with attractive acquisitions
 - Accretive, strategic bolt-ons
 - New growth platform

Driving >20% improvement in Adj. EPS

COLFAX

2018 Outlook and Reporting Changes



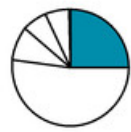
- Business improvement and acquisitions create significant earnings growth
- Adding back intangibles amortization and other non-cash acquisition-related charges in 2018

2018 Expectations

- 0% to 2% organic revenue growth
- Sales quarterly seasonality: 22-23%, 25-26%, 24-25%, 26-27%
- Continuing restructuring actions to achieve \$25-\$30M in savings
- Partially offset by \$10-\$20M of inflation and growth investments, net of productivity
- Approximately \$28-\$32M of interest expense¹

¹ Interest estimate does not include acquisitions not yet closed

Market Orders Outlook



Aftermarket

- Remains sluggish as customers minimize expenses
- Lower power utilization rates in the US and China

- Increasing oil prices
- Maintenance deferrals already in comps
- Installed base growth



General Industrial

- Almost all regions back to growth for welding
- Environmental spend continues in China

- Stable to up global PMI
- GDP forecast uptick in '18
- Internal growth initiatives continue



Oil & Gas

- Slow recent project progression
- Number of projects stable to increasing but long gestation

- Stable to increasing oil prices
- Refinery utilization
- Refined products demand (2H)



Power

- Policy changes in China slows new build
- Steady pace in SEA
- New regulations in India

- Projects reduced in China
- Utilization remains low in the US and China



Improving outlook with expected second half uptick in A&G Handling

Colfax Strategy

3-4 Year Objectives

Strengthen the foundation

- Deeper, empowered talent accelerating performance
- Colfax Business System – culture & impact
- Fixed and variable productivity journeys

**Mid-teen
segment
margins**

Pivot to growth

- Focus on segments where the growth is
- Drive new products & innovation
- Emerging Markets expansion

**GDP +1-2%
organic
growth**

Innovate and acquire

- Expand innovation and DDA™ (digital growth) pipeline
- Acquisitions to strengthen & extend platforms
- New platforms broaden, diversify portfolio

**Innovate and
acquire to
compound
returns**

Strategy to deliver results and create shareholder value

COLFAX



APPENDIX

Non-GAAP Financial Measures

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, and projected adjusted net income per share. These non-GAAP financial measures assist Colfax management in comparing its operating performance over time because certain items may obscure underlying business trends and make comparisons of long-term performance difficult. Colfax management believes presenting these measures may be useful to investors as it allows investors to view its performance over time using additional measures the Company uses in evaluating its financial and business trends. Non-GAAP measures should be read in conjunction with the GAAP financial measures, and not as a replacement for the comparable GAAP measure. Each of the non-GAAP measures noted above, may not be comparable to a similarly titled measure reported by other companies. Certain items have been excluded from the non-GAAP measures presented herein, to the extent they affect the periods presented, because:

- They are of a nature and/or size that occur with inconsistent frequency;
- Relate to discrete restructuring plans that are fundamentally different from the ongoing productivity improvements of the Company; or
- Relate to intangibles amortization and other non-cash acquisition related charges where the amount and timing of such charges are significantly impacted by the specific type of acquisitions we consummate. While we have a history of acquisition activity, these acquisitions do not occur over a uniform period of time, and the amount of an acquisition's purchase value assigned to intangible assets and related amortization term can vary based on the acquisition target, which would affect the timing and size of the amortization charges. Accordingly, commencing with this presentation, we will exclude these amounts to enhance our ability to make more consistent comparisons of operating results over time and amongst peer companies.

Non-GAAP Reconciliation

(unaudited)

2018 Guidance

	2018 Earnings Per Share Range	
	Low	High
Projected net income per share continuing operations (GAAP) - diluted	\$ 1.45	\$ 1.60
Restructuring and other related charges - pretax	0.26	0.26
Acquisition-related amortization and other non-cash charges - pretax ⁽¹⁾	0.49	0.49
Tax adjustment	(0.20)	(0.20)
Projected adjusted net income per share	<u>\$ 2.00</u>	<u>\$ 2.15</u>

(1) Includes amortization of acquired intangibles and fair value charges on acquired inventory.

2018 Guidance Under Historical Presentation

	2018 Earnings Per Share Range	
	Low	High
Projected net income per share continuing operations (GAAP) - diluted	\$ 1.45	\$ 1.60
Restructuring and other related charges - pretax	0.26	0.26
Tax adjustment	(0.06)	(0.06)
Projected adjusted net income per share	<u>\$ 1.65</u>	<u>\$ 1.80</u>

Non-GAAP Reconciliation

(unaudited)

Colfax Corporation	2017 Earnings Per Share Range	
	Low	High
Projected net income per share (GAAP) - diluted	\$ 1.34	\$ 1.44
Restructuring and other related charges - pretax	0.30	0.30
Divestiture-related expense, net - pretax	0.13	0.13
Tax adjustment	(0.12)	(0.12)
Projected adjusted net income per share	<u>\$ 1.65</u>	<u>\$ 1.75</u>

Continuing Operations	2017 Earnings Per Share Range	
	Low	High
Projected net income per share (GAAP) - diluted	\$ 1.12	\$ 1.22
Restructuring and other related charges - pretax	0.34	0.34
Tax adjustment	(0.09)	(0.09)
Projected adjusted net income per share	<u>\$ 1.37</u>	<u>\$ 1.47</u>

Non-GAAP Reconciliation

(unaudited)

Adjusted Net Income and Adjusted Net Income Per Share from Continuing Operations	Three Months Ended			
	April 1, 2016	July 1, 2016	September 30, 2016	December 31, 2016
Net income from Continuing Operations attributable to Colfax Corporation	\$ 23,402	\$ 39,828	\$ 36,319	\$ 38,123
Restructuring and other related charges - pretax	15,206	11,040	11,752	20,498
Loss on deconsolidation of Venezuelan operations - pretax	-	-	495	-
Acquisition-related amortization and other non-cash charges - pretax ⁽¹⁾	14,280	14,176	14,003	16,637
Tax adjustment	(6,962)	(8,344)	(7,090)	(11,205)
Adjusted net income from continuing operations	\$ 45,927	\$ 56,700	\$ 55,479	\$ 64,053
Weighted-average shares outstanding - diluted	123,243	123,036	123,102	123,385
Adjusted net income per share from continuing operations	\$ 0.37	\$ 0.46	\$ 0.45	\$ 0.52
Net income per share from continuing operations - diluted (GAAP)	\$ 0.19	\$ 0.32	\$ 0.30	\$ 0.31

(1) Includes amortization of acquired intangibles and fair value charges on acquired inventory.

Note: Dollars in thousands, except per share amounts

Non-GAAP Reconciliation

(unaudited)

Adjusted Net Income and Adjusted Net Income Per Share from Continuing Operations	Three Months Ended		
	March 31, 2017	June 30, 2017	September 29, 2017
Net income from Continuing Operations attributable to Colfax Corporation	\$ 35,446	\$ 36,783	\$ 43,781
Restructuring and other related charges - pretax	4,773	11,060	7,298
Acquisition-related amortization and other non-cash charges - pretax ⁽¹⁾	13,394	13,684	14,286
Tax adjustment	(5,397)	(5,824)	(8,788)
Adjusted net income from continuing operations	\$ 48,215	\$ 55,703	\$ 56,577
Weighted-average shares outstanding - diluted	123,795	123,954	124,081
Adjusted net income per share from continuing operations	\$ 0.39	\$ 0.45	\$ 0.46
Net income per share from continuing operations - diluted (GAAP)	\$ 0.29	\$ 0.30	\$ 0.35

(1) Includes amortization of acquired intangibles and fair value charges on acquired inventory.

Note: Dollars in thousands, except per share amounts

