

Trott Byron D
Form 4
October 25, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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)

2. Issuer Name and Ticker or Trading Symbol
Colfax CORP [CFX]

3. Date of Earliest Transaction (Month/Day/Year)
10/24/2012

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 10/24/2012 | | J ⁽¹⁾ | 3,255,211 D | \$ 0 11,501,734 | I | See footnotes 2 and 3. ⁽²⁾ ⁽³⁾ |
| Common Stock | | | | | 6,939 | I | See footnote 4. ⁽⁴⁾ |

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

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number.

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 Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series A Perpetual Convertible Preferred Stock | \$ 27.93 | | | | | (5) | (5) | Common Stock | 12,173,29 |
| Director Stock Option (right to buy) | \$ 28.92 | | | | | 05/16/2012 | 05/15/2019 | Common Stock, par value \$.001 | 3,458 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BDT CAPITAL PARTNERS, LLC 401 NORTH MICHIGAN AVENUE SUITE 3100 CHICAGO, IL 60611 | X | X | | |
| BDTCP GP I, LLC 401 NORTH MICHIGAN AVENUE SUITE 3100 CHICAGO, IL 60611 | X | X | | |
| BDT CF ACQUISITION VEHICLE, LLC 401 NORTH MICHIGAN AVENUE SUITE 3100 CHICAGO, IL 60611 | X | X | | |
| BDTP GP, LLC 401 NORTH MICHIGAN AVENUE SUITE 3100 | X | X | | |

CHICAGO, IL 60611

Trott Byron D
 401 NORTH MICHIGAN AVENUE
 SUITE 3100
 CHICAGO, IL 60611

X X

Signatures

/s/ Byron D. Trott (on behalf of himself and each other reporting person hereunder)

10/25/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) This Form 4 is filed solely to report the distribution (the "Distribution") by BDT CF Acquisition Vehicle, LLC (the "Investor") to its members of 50% of the shares of Common Stock (the "Common Stock") of Colfax Corporation (the "Company") acquired by the Investor from the Company on January 24, 2012. As previously reported by the Reporting Persons in their Schedule 13D filed on January 23, 2012, the Distribution was required pursuant to the terms of the Investor's Operating Agreement. 3,960,501 of the shares of Common Stock were distributed to investment funds managed by BDTCP GP I, LLC ("BDTCP GP I"), and 162,761 of the shares of Common Stock were distributed to an employee investment vehicle (the "BDT Investment Vehicle") controlled by BDTP GP, LLC ("BDTP"), and the continuing beneficial ownership of such shares by the Reporting Persons is reflected in this filing. 3,255,211 of the shares were distributed to the Investor's other members.

(2) This Form 4 is jointly filed by (i) BDT Capital Partners, LLC ("BDT CP"), (ii) BDTCP GP I, (iii) the Investor; (iv) Byron D. Trott, and (v) BDTP. Mr. Trott is the sole member of BDTP, which is the managing member of BDT CP. BDT CP is the manager of BDTCP GP I, which is the manager of the Investor. The Investor beneficially owns (i) 7,378,472 shares of Common Stock, and (ii) 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. As a result of the Distribution, certain investment funds (the "BDT Investment Funds") managed by BDTCP GP I beneficially own, in the aggregate, 3,960,501 shares of Common Stock.

(3) (FN 2 contd.) Each of Mr. Trott, BDTP, BDT CP and BDTCP 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. As a result of the Distribution, the BDT Investment Vehicle owns 162,761 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.

(4) The restricted stock units reported in Table I, and stock options reported in Table II, were granted to San W. Orr, III in connection with his service on the Board of Directors of the Company. Mr. Orr is a Partner and the Chief Operating Officer of BDT CP. Mr. Orr was designated for election to the Company's Board of Directors pursuant to the Company'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 up to 2 of 11 directors based on the current beneficial ownership of the Investor. As a result, each of the Reporting Persons are (or may be deemed to be) directors by deputization.

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

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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