

Colfax CORP
Form 4
February 23, 2015

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)
02/23/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/23/2015		J ⁽¹⁾		2,820,574	D	\$ 0
					10,614,281	I	<u>(2)</u>

See footnotes 3 and 4 ⁽³⁾
(4)

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

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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		
BDTCP GP I, LLC 401 NORTH MICHIGAN AVENUE SUITE 3100 CHICAGO, IL 60611		X		
BDT CF ACQUISITION VEHICLE, LLC 401 NORTH MICHIGAN AVENUE SUITE 3100 CHICAGO, IL 60611		X		
BDTP GP, LLC 401 NORTH MICHIGAN AVENUE SUITE 3100 CHICAGO, IL 60611		X		
Trott Byron D 401 NORTH MICHIGAN AVENUE SUITE 3100 CHICAGO, IL 60611		X		

Signatures

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

02/23/2015

__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 to report the distribution (the "Distribution") by BDT CF Acquisition Vehicle, LLC (the "Investor") to its members of (i) all of the remaining shares of Common Stock (the "Common Stock") of Colfax Corporation (the "Company") acquired by the Investor upon the conversion of all of the Investor's 13,877,552 shares of Series A Perpetual Convertible Preferred Stock of the Company into 12,173,291 shares of Common Stock on February 12, 2014 and (ii) 2,211 additional shares that had been contributed to the Investor. In this Distribution, 3,268,283 shares of Common Stock were distributed to investment funds (the "BDT Investment Funds") managed by BDTCP GP I, LLC ("BDTCP GP"), and 134,313 shares of Common Stock were distributed to an employee investment vehicle (the "BDT Investment Vehicle") controlled by BDTP GP, LLC ("BDTP"). 2,686,261 shares of Common Stock were distributed to the Investor's other members.

(2) Does not include the 436,203 shares of Common Stock owned by the BDT Investment Vehicle following the Distribution, as described in Footnote 4.

(3) This Form 4 is jointly filed by (i) BDT Capital Partners, LLC ("BDT CP"), (ii) BDTCP GP, (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, which is the manager of the Investor. Following the Distribution, the Investor beneficially owns no shares of Common Stock, and the BDT Investment Funds controlled by BDTCP GP beneficially own, in the aggregate, 10,614,281 shares of Common Stock. Each of Mr. Trott, BDTP, BDT CP and BDTCP GP, by virtue of his or its direct or indirect control of the BDT Investment Funds, may be deemed to beneficially own the securities held by the BDT Investment Funds.

(4) Following the Distribution, the BDT Investment Vehicle owns 436,203 shares of Common Stock. Each of BDTP and Mr. Trott, by virtue of its or his direct or 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.

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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