

Colfax CORP
Form SC 13D/A
May 14, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED

PURSUANT TO §240.13d-2(a)

UNDER THE SECURITIES ACT OF 1934

(Amendment No. 5)*

COLFAX CORPORATION

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

194014106

(CUSIP Number)

William R. Bush

BDT Capital Partners, LLC

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401 N. Michigan Ave., Suite 3100

Chicago, Illinois

(312) 660-7300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 13, 2013

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g) , check the following box. "

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSONS

BDT Capital Partners, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO, WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES

8

0 shares

SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

9

16,252,193 shares

SOLE DISPOSITIVE POWER

REPORTING

PERSON

10

0 shares

SHARED DISPOSITIVE POWER

WITH

16,252,193 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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16,252,193 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.3%(1)

14 TYPE OF REPORTING PERSON*

OO

*See Instructions

(1) The percentages reported in this Amendment No. 5 to Schedule 13D are based on the 94,126,135 shares of Common Stock reported as outstanding in Colfax Corporation's prospectus supplement dated May 7, 2013 and the additional 7,500,000 shares of Common Stock that were issued by Colfax Corporation on May 13, 2013.

1 NAME OF REPORTING PERSONS

BDTCP GP I, LLC
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO, WC
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
7 SOLE VOTING POWER

NUMBER OF
SHARES **8** 0 shares
SHARED VOTING POWER

BENEFICIALLY
OWNED BY
EACH **9** 16,252,193 shares
SOLE DISPOSITIVE POWER

REPORTING
PERSON **10** 0 shares
SHARED DISPOSITIVE POWER
WITH

16,252,193 shares
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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16,252,193 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.3%

14 TYPE OF REPORTING PERSON*

OO

* See Instructions

1 NAME OF REPORTING PERSONS

BDT CF Acquisition Vehicle, LLC
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO, WC
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
7 SOLE VOTING POWER

NUMBER OF
SHARES **8** 12,173,291 shares
SHARED VOTING POWER

BENEFICIALLY
OWNED BY
EACH **9** 0 shares
SOLE DISPOSITIVE POWER

REPORTING
PERSON **10** 12,173,291 shares
SHARED DISPOSITIVE POWER
WITH

0 shares
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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12,173,291 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.7%

14 TYPE OF REPORTING PERSON*

OO

* See Instructions

1 NAME OF REPORTING PERSONS

Byron D. Trott

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

NUMBER OF

SHARES **8** 0 shares **SHARED VOTING POWER**

BENEFICIALLY

OWNED BY
EACH **9** 16,419,819 shares **SOLE DISPOSITIVE POWER**

REPORTING

PERSON **10** 0 shares **SHARED DISPOSITIVE POWER**

WITH

16,419,819 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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16,419,819 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.4%

14 TYPE OF REPORTING PERSON*

IN

*See Instructions

1 NAME OF REPORTING PERSONS

2 BDTP GP, LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 AF
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
7 SOLE VOTING POWER

NUMBER OF
SHARES **8** 0 shares
SHARED VOTING POWER

BENEFICIALLY
OWNED BY
EACH **9** 16,419,819 shares
SOLE DISPOSITIVE POWER

REPORTING
PERSON **10** 0 shares
SHARED DISPOSITIVE POWER
WITH

16,419,819 shares
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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16,419,819 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.4%

14 TYPE OF REPORTING PERSON*

OO

*See Instructions

Item 4. Purpose of Transaction.

Item 4 of this Schedule 13D is hereby supplemented as follows:

On May 13, 2013, certain investment funds (the "BDT Investment Funds") controlled by BDTCP GP I, LLC ("BDTCP GP"), and an employee investment vehicle (the "BDT Investment Vehicle") controlled by BDTP GP, LLC ("BDTP"), sold an aggregate of 4,000,000 shares of common stock, par value \$0.001 per share (the "Common Stock"), of Colfax Corporation (the "Company") as selling stockholders in an underwritten public offering at a price of \$42.7234 per share. As a result, under the provisions of the Company's Amended and Restated Certificate of Incorporation that provide BDT CF Acquisition Vehicle, LLC (the "Investor") with board nomination rights, the Investor may, based on the current aggregate beneficial ownership of the Investor, the BDT Investment Funds and the BDT Investment Vehicle, nominate one individual (instead of two) for election to the Company's board of directors.

Item 5. Interest in Securities of the Issuer.

Item 5(a)-(c) of this Schedule 13D is hereby supplemented as follows:

(a)-(b)(i) The Investor directly 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. The BDT Investment Funds directly beneficially own, in the aggregate, 4,078,902 shares of Common Stock, and the BDT Investment Vehicle directly beneficially owns 167,626 shares of Common Stock.

(ii) The number of shares of Common Stock directly beneficially owned by the Investor represents approximately 10.7% of the aggregate shares of Common Stock; the number of shares of Common Stock directly beneficially owned, in the aggregate, by the BDT Investment Funds represents approximately 4.0% of the aggregate shares of Common Stock; and the number of shares of Common Stock directly beneficially owned by the BDT Investment Vehicle represents approximately 0.2% of the aggregate shares of Common Stock.

(iii) The Investor, acting through its general partner, BDTCP GP, has the sole power to vote or to direct the vote, and to dispose or to direct the disposition of, the shares of Common Stock beneficially owned by it. Each of the BDT Investment Funds has the sole power to vote or to direct the vote, and to dispose or to direct the disposition of, the shares of Common Stock beneficially owned by it. The BDT Investment Vehicle has the sole power to vote or to direct the vote, and to dispose or to direct the disposition of, the shares of Common Stock beneficially owned by it.

(iv) By virtue of the relationships described under Item 2 of this Schedule 13D, each of the other Reporting Persons may be deemed to share beneficial ownership of the shares of Common Stock directly beneficially owned by the Investor and the BDT Investment Funds. Each of Byron D. Trott and BDTP may be deemed to share beneficial ownership of the shares of Common Stock directly beneficially owned by the BDT Investment Vehicle.

(v) Each of BDT Capital Partners, LLC, BDTCP GP and the Investor affirms membership in a group with each other but disclaims membership in a group with BDTP or Mr. Trott. Each of BDTP and Mr. Trott disclaims membership in a group with any person.

The filing of this Schedule 13D shall not be construed as an admission that any Reporting Person is the beneficial owner of any of the shares of Common Stock that such Reporting Person may be deemed to beneficially own. Without limiting the foregoing sentence, each of BDTP and Mr. Trott disclaims beneficial ownership of all shares of Common Stock reported in this Schedule 13D.

(c) The information set forth in Item 4 above is hereby incorporated by reference in response to this Item 5(c).

Item 7. Material to Be Filed as Exhibits.

Exhibit No.	Description of Exhibit
6.	Joint Filing Agreement, dated as of January 23, 2012.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 14, 2013

BDT CAPITAL PARTNERS, LLC

By: /s/ Byron D. Trott

Name: Byron D. Trott
Its: President and Chief Investment Officer

BDTCP GP I, LLC

By: /s/ Byron D. Trott

Name: Byron D. Trott
Its: President and Chief Investment Officer

BDT CF ACQUISITION VEHICLE, LLC

By: BDTCP GP I, LLC
Its: Manager

By: /s/ Byron D. Trott

Name: Byron D. Trott
Its: President and Chief Investment Officer

BYRON D. TROTT

/s/ Byron D. Trott

BDTP GP, LLC

By: /s/ Byron D. Trott

Name: Byron D. Trott
Its: President and Chief Investment Officer