

Colfax CORP  
Form 5  
February 16, 2016

# FORM 5

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**RALES MITCHELL P**

(Last) (First) (Middle)

**2200 PENNSYLVANIA AVENUE,  
NW, SUITE 800W**

(Street)

**WASHINGTON, DC 20037**

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2015**

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 Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.001	07/02/2015	^	G <sup>(1)</sup>	110,000 D \$ 0	890,000	I	Through the Mitchell P. Rales Family Trust <sup>(2)</sup>
Common Stock, par value \$.001	^	^	^	^ ^ ^	10,321,361	D	^
	^	^	^	^ ^ ^	750,000	I	

Common Stock, par value \$0.001										By Colfax Capital Corporation <sup>(3)</sup>
Common Stock, par value \$0.001	^	^	^	^	^	^	19,388	I		By Capital Yield Corporation <sup>(3)</sup>
Common Stock, par value \$0.001	^	^	^	^	^	^	11,500	I		By trust for daughter
Common Stock, par value \$0.001	^	^	^	^	^	^	4,200	I		By MPR, as custodian for daughters
Common Stock, par value \$0.001	^	^	^	^	^	^	28,000	I		By spouse <sup>(4)</sup>

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)**

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. of D
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

RALES MITCHELL P  
2200 PENNSYLVANIA AVENUE, NW  
SUITE 800W  
WASHINGTON, DC 20037

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## Signatures

/s/ A. Lynne Puckett,  
Attorney-in-Fact

02/16/2016

\_\_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) Shares were gifted to protective trusts for Mr. Rales' adult children, for which he has no beneficial ownership.
- (2) The reporting person is a trustee of the Mitchell P. Rales Family Trust.
- (3) These shares are held by an entity of which Mitchell P. Rales and Steven M. Rales are the sole stockholders. The reporting person disclaims beneficial ownership of these securities to the extent that they are beneficially owned by Steven M. Rales.

- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. Neither this
- (4) filing nor anything contained herein shall be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 13 of the Securities Exchange Act of 1934 or otherwise.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.