

CIRCOR INTERNATIONAL INC
Form SC 13G/A
February 14, 2019
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1 – Exit Filing)*

CIRCOR INTERNATIONAL, INC.
(Name of Issuer)

Shares of Common Stock, par value \$0.01
(Title of Class of Securities)

17273K109
(CUSIP Number)

December 31, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP
No. 17273K109

- Names of Reporting Persons
1. Colfax Corporation
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Delaware

Sole Voting Power
0

Number of Shares Beneficially Owned by Each Reporting Person With Shared Voting Power
0

Sole Dispositive Power
0

Shared Dispositive Power
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check if the
Aggregate
Amount in
Row (9)
Excludes
Certain
Shares (See
Instructions)

11. Percent of
Class
Represented
by Amount in
Row (9)
0%

12. Type of
Reporting
Person (See
Instructions)
CO

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Item 1.

- (a) Name of Issuer
CIRCOR International, Inc.
Address of Issuer's Principal Executive Offices
- (b) 30 Corporate Drive, Suite 200
Burlington, Massachusetts 01803

Item 2.

- (a) Name of Person Filing
Colfax Corporation
Address of the Principal Business Office or, if none, Residence
- (b) 420 National Business Parkway, 5th Floor
Annapolis Junction, Maryland 20701
- (c) Citizenship
Delaware
- (d) Title of Class of Securities
Common Stock, par value \$0.01, of the Issuer
- (e) CUSIP No.
17273K109

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Amount beneficially owned:

0

This Amendment No. 1 – Exit Filing is being filed as an exit filing and amends the Schedule 13G filed by Colfax

- (a) Corporation with the Securities and Exchange Commission on December 15, 2017. On June 15, 2018, Colfax Corporation sold 3,283,424 shares of the Common Stock of CIRCOR International, Inc. in an underwritten public offering. As of December 31, 2018, Colfax Corporation no longer beneficially owns any shares of the Common Stock of CIRCOR International, Inc.

Percent of class:

- (b) 0%

Number of shares as to which the person has:

(c)

(i) Sole power to vote or to direct the vote

0

(ii) Shared power to vote or to direct the vote

0

(iii) Sole power to dispose or to direct the disposition of

0

(iv) Shared power to dispose or to direct the disposition of

0

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable

Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

CUSIP No. 17273K109 13G

SIGNATURE

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.

February 14, 2019

Date

Colfax Corporation

By: /s/
Christopher
M.
Hix

Signature

Christopher M. Hix
Senior Vice President,
Finance, and Chief
Financial Officer and
Treasurer
Name/Title