

Colfax CORP
Form 4
May 14, 2008

FORM 4

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

OMB APPROVAL

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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 *
RALES MITCHELL P

(Last) (First) (Middle)

2099 PENNSYLVANIA AVENUE, N.W., 12TH FLOOR

(Street)

WASHINGTON, DC 20006

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/13/2008

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Series A Convertible Preferred Stock, par value \$.001 | 05/13/2008 | | D ⁽¹⁾ | | 4,571.0175 | D | 0 |
| Common Stock, par value \$.001 | 05/13/2008 | | A ⁽¹⁾ | | 253,945 | A | \$ 18 9,380,167 |
| Common Stock, par value \$.001 | 05/13/2008 | | S | | 253,945 | D | \$ 18 9,126,222 |

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| | | | | | | | | |
|--|------------|------------------|-------------|---|-------|-----------|------------------|-------------------------------------|
| Series A Convertible Preferred Stock, par value \$.001 | 05/13/2008 | J ⁽²⁾ | 130,964.811 | D | (2) | 0 | I ⁽³⁾ | By Colfax Capital Corporation |
| Common Stock, par value \$.001 | 05/13/2008 | J ⁽²⁾ | 7,275,823 | A | \$ 18 | 7,275,823 | I ⁽³⁾ | By Colfax Capital Corporation |
| Common Stock, par value \$.001 | 05/13/2008 | S | 7,275,823 | D | \$ 18 | 0 | I ⁽³⁾ | By Colfax Capital Corporation |
| Series A Convertible Preferred Stock, par value \$.001 | 05/13/2008 | J ⁽⁴⁾ | 34,677.982 | D | (4) | 0 | I ⁽³⁾ | By Janalia Corporation |
| Common Stock, par value \$.001 | 05/13/2008 | J ⁽⁴⁾ | 1,926,555 | A | \$ 18 | 1,926,555 | I ⁽³⁾ | By Janalia Corporation |
| Common Stock, par value \$.001 | 05/13/2008 | S | 1,926,555 | D | \$ 18 | 0 | I ⁽³⁾ | By Janalia Corporation |
| Common Stock, par value \$.001 | | | | | | 19,388 | I ⁽³⁾ | By Capital Yield Corporation |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr | | |
|---|--|---|---|--------------------------------------|--|--|---|---|---|-------|------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RALES MITCHELL P 2099 PENNSYLVANIA AVENUE N.W., 12TH FLOOR WASHINGTON, DC 20006 | X | X | | |

Signatures

/s/ Thomas M. O' Brien,
Attorney-in-Fact

05/14/2008

__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) 4,571.0175 shares of Series A Convertible Preferred Stock owned by the reporting person converted automatically into 253,945 shares of the issuer's Common Stock upon the closing of the issuer's initial public offering.
- (2) 130,964.811 shares of Series A Convertible Preferred Stock owned indirectly by the reporting person converted automatically into 7,275,823 shares of the issuer's Common Stock upon the closing of the issuer's initial public offering. The conversion is eligible for the exemption provided by Rule 16b-7 promulgated under the Securities Exchange Act of 1934.
- (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.
- (4) 34,677.982 shares of Series A Convertible Preferred Stock owned indirectly by the reporting person converted automatically into 1,926,555 shares of the issuer's Common Stock upon the closing of the issuer's initial public offering. The conversion is eligible for the exemption provided by Rule 16b-7 promulgated under the Securities Exchange Act of 1934.

Note: File three copies of this Form, one of which must be manually signed. If space 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.