

Trott Byron D
Form 3
January 23, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â BDT CAPITAL PARTNERS, LLC | | | (Month/Day/Year) | Colfax CORP [CFX] | |
| (Last) | (First) | (Middle) | 01/13/2012 | | |
| 401 NORTH MICHIGAN AVENUE,Â SUITE 3100 | | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (Street) | | | (Check all applicable) | | |
| CHICAGO,Â ILÂ 60611 | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| (City) | (State) | (Zip) | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 14,756,945 <u>(1)</u> <u>(2)</u> | I | See Remarks below. |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|--------------------|
| Series A Perpetual Convertible Preferred Stock | Â (3) | Â (4) | Common Stock | 12,173,291 | \$ 27.93 | I | See Remarks below. |

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

Signatures

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

01/23/2012

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) At the closing (the "Closing") of the transactions contemplated by that certain Securities Purchase Agreement, dated as of September 12, 2011, by and between BDT CF Acquisition Vehicle, LLC (the "Investor"), Colfax Corporation (the "Company"), and the other parties thereto (as filed as Exhibit 99.2 to the Company's Current Report on Form 8-K filed on September 15, 2011), the Investor will acquire 14,756,945 shares (the "Purchased Common Shares") of the Company's common stock, par value \$0.001 per share ("Common Stock") and 13,877,552 shares (the "Purchased Preferred Shares") of the Company's Series A Perpetual Convertible Preferred Stock, par value \$0.001 per share, which are initially convertible into 12,173,291 shares (the "Underlying Shares") of the Company's Common Stock.

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- (Footnote 1 contd.) All conditions to the Closing, other than those that may be waived in the Investor's sole discretion, have been satisfied as of January 13, 2012, the date on which the High Court of Jersey approved the "Scheme of Arrangement" relating to the Company's previously announced acquisition of Charter International plc. As a result of such satisfaction of all conditions precedent to the Closing, other than those the satisfaction of which may be waived in the Investor's sole discretion, the Investor has the right, subject to no material contingencies, to acquire the Purchased Common Shares, the Purchased Preferred Shares, and the Underlying Shares within sixty (60) days of January 13, 2012.
- (2)
- (3) The Purchased Preferred Shares will be convertible into shares of Common Stock at any time after the Closing.
- (4) The Purchased Preferred Shares may be converted into shares of Common Stock at any time and do not expire.

Â

Remarks:

This Form 3 is jointly filed by (i) BDT Capital Partners, LLC ("BDT CP"), (ii) BDTCP GP I,

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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