

Colfax CORP  
Form 8-K  
March 05, 2012

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 5, 2012**

**Colfax Corporation**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**Of incorporation)**

**001-34045**  
**(Commission**

**File Number)**

**54-1887631**  
**(IRS Employer**

**Identification No.)**

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8170 Maple Lawn Boulevard, Suite 180

Fulton, MD  
(Address of principal executive offices)

(301) 323-9000

20759  
(Zip Code)

(Registrant's telephone number, including area code.)

(Former name and former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On March 5, 2012, Colfax Corporation (the Company) issued 8,000,000 shares of its common stock, par value \$0.001 per share (the Shares), pursuant to a shelf registration statement filed with the Securities and Exchange Commission on Form S-3 (File No. 333-179650) (the Registration Statement), for an aggregate purchase price of \$272,000,000, pursuant to an underwriting agreement, dated February 28, 2012 (the Underwriting Agreement), among the Company, Deutsche Bank Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several Underwriters listed on Schedule A to the Underwriting Agreement. In connection with the offering of the Shares, the company's executive officers, directors and certain significant stockholders have entered into 90-day lock-up agreements in the form included in the Underwriting Agreement. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the agreement, which is filed Exhibit 1.1 to this report.

The opinion of Gibson, Dunn & Crutcher LLP, relating to the validity of the Shares offered and sold pursuant to the Underwriting Agreement, is filed as Exhibit 5.1 to this report. The Company is filing the Underwriting Agreement and the opinion as exhibits to this report for the purpose of incorporating them as exhibits to the Registration Statement.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

- 1.1 Underwriting Agreement, dated February 28, 2012, among the Company, Deutsche Bank Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several Underwriters listed on Schedule A to the Underwriting Agreement.
- 5.1 Opinion of Gibson, Dunn & Crutcher LLP.
- 23.1 Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 5, 2012

**COLFAX CORPORATION**

By: /s/ C. Scott Brannan  
Name: C. Scott Brannan  
Title: Senior Vice President, Finance and Chief Financial Officer

**Exhibit Index**

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated February 28, 2012, among the Company, Deutsche Bank Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several Underwriters listed on Schedule A to the Underwriting Agreement.
5.1	Opinion of Gibson, Dunn & Crutcher LLP.
23.1	Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1).