

Colfax CORP  
Form 8-K  
April 24, 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): April 24, 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 April 24, 2012, Colfax Corporation (the Company ) filed a prospectus supplement to its shelf registration statement on Form S-3 (File No. 333-179650) filed with the Securities and Exchange Commission on February 23, 2012. In accordance with registration rights agreements the Company entered into on January 24, 2012 with each of BDT CF Acquisition Vehicle, LLC, Mitchell P. Rales, Steven M. Rales and Markel Corporation (together, the Selling Stockholders ), the Company filed the prospectus supplement for the purpose of registering 32,355,584 shares of common stock, par value \$0.001 per share (the Shares ), that may be offered or sold by the Selling Stockholders.

The opinion of Gibson, Dunn & Crutcher LLP, relating to the validity of the Shares, is filed as Exhibit 5.1 to this report.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

- 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: April 24, 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>
5.1	Opinion of Gibson, Dunn & Crutcher LLP.
23.1	Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1).