

Colfax CORP  
Form 8-K  
February 20, 2014

**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): February 13, 2014**

**Colfax Corporation**

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

**Delaware**  
**(State or other jurisdiction**  
**of incorporation)**

**001-34045**  
**(Commission**  
**File Number)**  
**8170 Maple Lawn Boulevard, Suite 180**

**54-1887631**  
**(I.R.S. Employer**  
**Identification No.)**

**Fulton, MD 20759**

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**(Address of Principal Executive Offices) (Zip Code)**

**(301) 323-9000**

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

**Not applicable**

**(Former name or 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:

- .. 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 February 20, 2014, Colfax Corporation (the Company) issued and sold 9,200,000 shares of its common stock, par value \$0.001 per share (the Shares) at a public offering price of \$68.75 per share, pursuant to an underwriting agreement, dated February 13, 2014 (the Underwriting Agreement), among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc. and Deutsche Bank Securities Inc., as representatives of the several underwriters listed on Schedule A thereto. The Shares sold by the Company include Shares sold pursuant to the underwriters' full exercise of their option to purchase additional Shares. The offering of the Shares was registered under the Securities Act of 1933, as amended, pursuant to the Company's shelf registration statement on Form S-3 (File No. 333-179650) (the Registration Statement). 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 substantially the form attached to 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 Underwriting Agreement, which is filed as 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 13, 2014, among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc. and Deutsche Bank Securities Inc., as representatives of the several underwriters listed on Schedule A thereto.

5.1 Opinion of Gibson, Dunn & Crutcher LLP.

23.1 Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1).

**SIGNATURE**

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 thereunto duly authorized.

**Colfax Corporation**

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

Date: February 20, 2014

**EXHIBIT INDEX**

- 1.1 Underwriting Agreement, dated February 13, 2014, among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc. and Deutsche Bank Securities Inc., as representatives of the several underwriters listed on Schedule A thereto.
  
- 5.1 Opinion of Gibson, Dunn & Crutcher LLP.
  
- 23.1 Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1).