

Colfax CORP
Form 4
November 25, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Kiefaber Clay

(Last) (First) (Middle)

420 NATIONAL BUSINESS PARKWAY, 5TH FLOOR

(Street)

ANNAPOLIS JUNCTION, MD 20701

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/23/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
ESAB Global CEO & EVP - Colfax

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 |
| Common Stock, par value \$.001 | 11/23/2015 | | M | | 24,690 | A | \$ 11.85 |
| Common Stock, par value \$.001 | 11/23/2015 | | S | | 24,690 | D | \$ 27.042 (1) |
| Common Stock, par value | 11/24/2015 | | M | | 54,424 | A | \$ 11.85 |

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| | | | | | | | | |
|--|------------|--|---|---------|---|-----------------------------|---------|---|
| \$.001 | | | | | | | | |
| Common Stock, par value \$.001 | 11/24/2015 | | M | 68,082 | A | \$ 12.27 | 218,273 | D |
| Common Stock, par value \$.001 | 11/24/2015 | | M | 51,677 | A | \$ 21.77 | 269,950 | D |
| Common Stock, par value \$.001 | 11/24/2015 | | S | 174,183 | D | \$ <u>27.1165</u> (2) | 95,767 | D |

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

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(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) | Amount or Number of Shares | |
|---|---|---|---|---|--|--|---|---|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 11.85 | 11/23/2015 | | M | 24,690 | (3) | 03/28/2017 | Common Stock, par value \$.001 | 24,690 |
| Employee Stock Option (right to buy) | \$ 11.85 | 11/24/2015 | | M | 54,424 | (3) | 03/28/2017 | Common Stock, par value \$.001 | 54,424 |
| Employee Stock Option (right to | \$ 12.27 | 11/24/2015 | | M | 68,082 | (5) | 01/10/2017 | Common Stock, par value \$.001 | 68,082 |

| | | | | | | | | | | |
|-----------|----------|------------|--|---|--------|------------|------------|--|------------|--------|
| buy) | | | | | | | | | | |
| Employee | | | | | | | | | | |
| Stock | | | | | | | | | Common | |
| Option | \$ 21.77 | 11/24/2015 | | M | 51,677 | <u>(7)</u> | 02/23/2018 | | Stock, par | 51,677 |
| (right to | | | | | | | | | value | |
| buy) | | | | | | | | | \$.001 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| Kiefaber Clay 420 NATIONAL BUSINESS PARKWAY 5TH FLOOR ANNAPOLIS JUNCTION, MD 20701 | | | | ESAB Global CEO & EVP - Colfax |

Signatures

/s/ A. Lynne Puckett,
Attorney-in-Fact

11/25/2015

**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) The price reported in this row of Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.00 to \$27.15, inclusive. The reporting person undertakes to provide to Colfax Corporation, any security holder of Colfax Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.

(2) The price reported in this row of Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.00 to \$27.355, inclusive. The reporting person undertakes to provide to Colfax Corporation, any security holder of Colfax Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.

(3) The option vested in three equal annual installments beginning on March 29, 2011.

(4) Mr. Kiefaber's pecuniary interest in 15,823 options in this tranche were previously transferred to his ex-wife pursuant to a domestic relations order.

(5) The option vested in three equal annual installments beginning on January 11, 2011.

(6) Mr. Kiefaber's pecuniary interest in 34,042 options in this tranche were previously transferred to his ex-wife pursuant to a domestic relations order.

(7) The option vested in three equal annual installments beginning on February 24, 2012.

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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