

RALES MITCHELL P
Form 4
January 15, 2019

FORM 4

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

OMB APPROVAL

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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 *
RALES MITCHELL P

(Last) (First) (Middle)
11790 GLEN ROAD
(Street)
POTOMAC, MD 20854
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/11/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$.001	05/07/2018		G	V	40,180	D	\$ 0 10,281,181
Common Stock, par value \$.001	06/08/2018		G	V	11,073	D	\$ 0 10,270,108
Common Stock, par value \$.001	08/24/2018		G	V	2,942	D	\$ 0 10,267,166

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Common Stock, par value \$.001	10/29/2018	G	V	4,297	D	\$ 0	10,262,869	D	
Common Stock, par value \$.001							854,750	I	Through the Mitchell P. Rales Family Trust ⁽¹⁾
Common Stock, par value \$.001							19,388	I	By Capital Yield Corporation ⁽²⁾
Common Stock, par value \$.001							4,200	I	By MPR, as custodian for daughters
Common Stock, par value \$.001							11,500	I	By trust for daughter
Common Stock, par value \$.001							28,000	I	By spouse ⁽³⁾

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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Tangible Equity Units (Right to	⁽⁴⁾	01/11/2019		P		400,000		⁽⁵⁾	⁽⁵⁾	Common Stock	1,440,000 ⁽⁶⁾

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RALES MITCHELL P 11790 GLEN ROAD POTOMAC, MD 20854	X	X		

Signatures

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

01/15/2019

**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 reporting person is a trustee of the Mitchell P. Rales Family Trust.

(2) These shares are held by an entity of which Mitchell P. Rales and Steven M. Rales are the sole stockholders. The reporting person disclaims beneficial ownership of these securities to the extent that they are beneficially owned by Steven M. Rales.

(3) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. Neither this filing nor anything contained herein shall be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 13 of the Securities Exchange Act of 1934 or otherwise.

(4) In connection with the Issuer's offering of Tangible Equity Units ("TEUs"), the reporting person acquired 400,000 TEUs. Each TEU is comprised of (i) a prepaid stock purchase contract and (ii) a senior amortizing note due January 15, 2022. The prepaid stock purchase contract, which may be settled at any time by the holder, provides the holder the right to acquire shares of the Issuer's common stock. If a prepaid stock purchase contract is settled on or prior to January 15, 2020, the holder will receive 3.6 shares of common stock per contract. If a prepaid stock purchase contract is settled after January 15, 2020 but on or prior to January 15, 2021, the holder will receive 3.8 shares of common stock per contract. If a prepaid stock purchase contract is settled after January 15, 2021 but on or prior to the second trading day prior to January 15, 2022, the holder will receive 4 shares of common stock per contract.

(5) Each prepaid stock purchase contract may be settled at any time by the holder and in some circumstances may be redeemed by the Issuer. If not earlier settled or redeemed, on January 15, 2022 the prepaid stock purchase contracts will be settled automatically and each holder will receive not less than 4 shares of common stock per contract and not more than 4.8054 shares of common stock per contract, based on the applicable settlement rate and applicable market value of the common stock at settlement.

(6) The number of shares of common stock underlying the reporting person's TEUs is based on the amount that may be acquired if the prepaid stock purchase contracts were settled prior to January 15, 2020. The actual number of shares the reporting person may acquire will depend on when the prepaid stock purchase contracts are settled.

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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