

Colfax CORP
Form 8-K
May 17, 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): **May 16, 2012**

Colfax Corporation

(Exact name of registrant as specified in its charter)

Delaware 001-34045 54-1887631
(State or other jurisdiction (Commission (I.R.S. Employer
of incorporation) File Number) Identification No.)

8170 Maple Lawn Boulevard, Suite 180

Fulton, MD 20759

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(Address of Principal Executive Offices) (Zip Code)

(301) 323-9000

(Registrant's telephone number, including area code)

(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 5.07 Submission of Matters to a Vote of Security Holders.

On May 16, 2012, Colfax Corporation (the “Company”) held its 2012 Annual Meeting of Stockholders (the “Annual Meeting”), at which four proposals were submitted to the Company’s stockholders. The proposals are described in detail in the Company’s Proxy Statement for the Annual Meeting filed with the Securities and Exchange Commission (the “SEC”) on April 13, 2012 and in the Additional Materials for the Annual Meeting filed with the SEC on April 26, 2012. The final results for each proposal are set forth below.

Proposal 1: Election of Directors

The Company’s stockholders elected nine directors to the Company’s Board of Directors, to hold office until the next annual meeting of stockholders and until their respective successors are elected and qualified. The votes regarding this proposal were as follows:

| | Votes For | Votes Against | Abstain | Broker non-votes |
|---------------------|------------|---------------|---------|------------------|
| Mitchell P. Rales | 68,161,557 | 1,716,535 | 3,060 | 3,137,952 |
| Steven E. Simms | 69,750,595 | 126,797 | 3,760 | 3,137,952 |
| Patrick W. Allender | 68,697,856 | 1,179,495 | 3,801 | 3,137,952 |
| Thomas S. Gayner | 69,436,141 | 441,799 | 3,212 | 3,137,952 |
| Rhonda L. Jordan | 69,338,498 | 539,894 | 2,760 | 3,137,952 |
| Clay H. Kiefaber | 68,956,978 | 923,414 | 760 | 3,137,952 |
| San W. Orr, III | 69,730,428 | 147,794 | 2,930 | 3,137,952 |
| A. Clayton Perfall | 69,718,931 | 159,291 | 2,930 | 3,137,952 |
| Rajiv Vinnakota | 69,313,363 | 543,447 | 24,342 | 3,137,952 |

Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm

The Company’s stockholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2012. The votes regarding this proposal were as follows:

| Votes For | Votes Against | Abstain | Broker non-votes |
|------------|---------------|---------|------------------|
| 71,515,075 | 1,494,265 | 9,764 | — |

Proposal 3: Approval of the Colfax Corporation 2008 Omnibus Incentive Plan, as Amended and Restated

The Company's stockholders approved the amendment and restatement of the Colfax Corporation 2008 Omnibus Incentive Plan. The votes regarding this proposal were as follows:

| Votes For | Votes Against | Abstain | Broker non-votes |
|------------|---------------|---------|------------------|
| 60,886,891 | 8,983,122 | 11,139 | 3,137,952 |

Proposal 4: Approval of the Material Terms of Payment of Incentive Compensation

The Company's stockholders approved the material terms of payment of incentive compensation. The votes regarding this proposal were as follows:

| Votes For | Votes Against | Abstain | Broker non-votes |
|------------|---------------|---------|------------------|
| 68,902,941 | 967,233 | 10,978 | 3,137,952 |

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.

Colfax Corporation

Date: May 17, 2012 By: /s/ C. Scott Brannan
Name: C. Scott Brannan
Senior Vice
Title: President, Finance
and Chief Financial
Officer