

RALES STEVEN M  
Form 3  
May 07, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 STEVEN M

(Last) (First) (Middle)

2099 PENNSYLVANIA AVENUE, N.W., 12TH FLOOR

(Street)

WASHINGTON, DC 20006

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

05/07/2008

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$.001	9,126,222	D	^
Series A Convertible Preferred Stock, par value \$.001	4,571.0175	D	^
Common Stock, par value \$.001	19,388	I <sup>(1)</sup>	By Capital Yield Corporation
Series A Convertible Preferred Stock, par value \$.001	130,964.811	I <sup>(1)</sup>	By Colfax Capital Corporation
Series A Convertible Preferred Stock, par value \$.001	34,677.982	I <sup>(1)</sup>	By Janalia Corporation

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not**

required to respond unless the form displays a currently valid OMB control number.

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Date Exercisable      Expiration Date Title      Amount or Number of Shares			

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director   10% Owner   Officer   Other

RALES STEVEN M  
2099 PENNSYLVANIA AVENUE  
N.W., 12TH FLOOR  
WASHINGTON, DC 20006

    ^        ^ X    ^        ^

## Signatures

/s/ Thomas M. O'Brien,  
Attorney-in-Fact

05/07/2008

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) These shares are held by entities of which Mitchell P. Rales and Steven M. Rales are the sole stockholders. The reporting person disclaims beneficial ownership of those securities owned by Mitchell P. Rales.

^

**Remarks:**

Exhibit List Exhibit 24 - Power of Attorney for Steven M. Rales

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.