

Colfax CORP
 Form 5
 February 09, 2017

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
RALES MITCHELL P
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

**2200 PENNSYLVANIA AVENUE,
 NW, SUITE 800W**
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2016

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

WASHINGTON, DC 20037
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock, par value \$.001	04/07/2016	^	G ⁽¹⁾	35,250 D \$ 0	854,750	I	Through the Mitchell P. Rales Family Trust ⁽²⁾
Common Stock, par value \$.001	^	^	^	^ ^ ^	10,321,361	D	^
	^	^	^	^ ^ ^	750,000	I	

Common Stock, par value \$0.001										By Colfax Capital Corporation (3)
Common Stock, par value \$0.001	^	^	^	^	^	^	19,388	I		By Capital Yield Corporation (3)
Common Stock, par value \$0.001	^	^	^	^	^	^	11,500	I		By trust for daughter
Common Stock, par value \$0.001	^	^	^	^	^	^	4,200	I		By MPR, as custodian for daughters
Common Stock, par value \$0.001	^	^	^	^	^	^	28,000	I		By spouse (4)

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

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.

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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)	8. Price of Derivative Security (Instr. 5)	9. of D
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

RALES MITCHELL P
2200 PENNSYLVANIA AVENUE, NW
SUITE 800W
WASHINGTON, DC 20037

Â X Â Â Â

Signatures

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

02/09/2017

__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) Shares were gifted to a protective trust for which the reporting person has no beneficial ownership.
- (2) The reporting person is a trustee of the Mitchell P. Rales Family Trust.
- (3) 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.

- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. Neither this
- (4) 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.