

Colfax CORP
Form SC 13G/A
February 14, 2014

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Colfax Corporation
(Name of Issuer)

Common Stock
(Title of Class of Securities)

194014106
(CUSIP Number)

December 31, 2013
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant
to which this Schedule 13G/A is filed:

- ☐ Rule 13d-1(b)
- ☒ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

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*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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		NAMES OF REPORTING PERSONS
1		Blue Ridge Limited Partnership
		CHECK THE APPROPRIATE
2		BOX IF A MEMBER (b) x OF A GROUP
3		SEC USE ONLY CITIZENSHIP OR PLACE OF
4		ORGANIZATION
		New York
		SOLE VOTING
5		POWER
		-0-
		SHARED VOTING
6		POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		3,480,200
7		SOLE DISPOSITIVE POWER
		-0-
		SHARED DISPOSITIVE
8		POWER
9		3,480,200 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,480,200

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

3.42%

TYPE OF

REPORTING

12

PERSON

PN

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		NAMES OF REPORTING PERSONS
1		Blue Ridge Offshore Master Limited Partnership
		CHECK THE APPROPRIATE 2 BOX IF A MEMBER (b) x OF A GROUP
3		SEC USE ONLY CITIZENSHIP OR PLACE OF 4 ORGANIZATION
		Cayman Islands, BWI SOLE VOTING 5 POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	-0- SHARED VOTING POWER
	7	1,889,800 SOLE DISPOSITIVE POWER
	8	-0- SHARED DISPOSITIVE POWER
9		1,889,800 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,889,800
CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
10 ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11 REPRESENTED BY
AMOUNT IN ROW
(9)
1.85%
TYPE OF
REPORTING
12 PERSON
PN

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	NAMES OF REPORTING PERSONS
1	Blue Ridge Capital, L.L.C.
	CHECK THE APPROPRIATE 2 BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
	New York SOLE VOTING 5 POWER
NUMBER OF SHARES	6 -0- SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5,370,000 SOLE DISPOSITIVE 7 POWER
	-0- SHARED DISPOSITIVE 8 POWER
9	5,370,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10	5,370,000 CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11	
12	5.27% TYPE OF REPORTING PERSON OO

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1	NAMES OF REPORTING PERSONS
	John A. Griffin
2	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
	United States
5	SOLE VOTING POWER
	-0-
6	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5,370,000
7	SOLE DISPOSITIVE POWER
	-0-
8	SHARED DISPOSITIVE POWER
	5,370,000
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10	5,370,000 CHECK BOX " " IF THE

11 AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

12 5.27%
TYPE OF
REPORTING
PERSON

IN

Item 1(a). NAME OF ISSUER.

The name of the issuer is Colfax Corporation (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Company's principal executive offices are located at 8170 Maple Lawn Boulevard, Suite 180, Fulton, Maryland 20759.

Item 2(a). NAME OF PERSON FILING:

This statement is filed by:

- (i) Blue Ridge Limited Partnership, a New York limited partnership ("BRLP"), with respect to the shares of Common Stock (as defined in Item 2(d) below) directly held by it;
- (ii) Blue Ridge Offshore Master Limited Partnership, a Cayman Islands exempted limited partnership ("BROMLP"), with respect to the shares of Common Stock directly held by it;

Blue Ridge Capital, L.L.C., a New York limited liability company ("BRC"), which serves as the Investment
(iii) Manager to BRLP and BROMLP, with respect to the shares of Common Stock directly held by BRLP and BROMLP;

John A. Griffin with respect to the shares of Common Stock directly held by BRLP and BROMLP.
(iv)

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of the business office of each of Mr. Griffin, BRLP and BRC is 660 Madison Avenue, 20th Floor, New York, NY 10065-8405. The address of the business office of BROMLP is P.O. Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands.

Item 2(c). CITIZENSHIP:

BRLP is a limited partnership organized under the laws of the State of New York. BROMLP is an exempted limited partnership organized under the laws of the Cayman Islands. BRC is a limited liability company organized under the laws of the State of New York. Mr. Griffin is a United States citizen.

Item 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, \$0.001 par value (the "Common Stock")

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Item 2(e). CUSIP NUMBER:

194014106

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO §§ 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) "Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) "Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) "Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) "Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) "Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
Employee benefit plan or endowment fund in accordance with
- (f) "Rule 13d-1(b)(1)(ii)(F);

Parent holding company or control person in accordance with
- (g) "Rule 13d-1(b)(1)(ii)(G);
Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (h) "

Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the
- (i) "Investment Company Act (15 U.S.C. 80a-3);
- (j) "Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) "Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. OWNERSHIP.

The percentages used herein are calculated based upon 101,903,479 shares of Common Stock issued and outstanding as of September 27, 2013, as reflected in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2013, filed on October 24, 2013.

A.BRLP

- (a) Amount beneficially owned: 3,480,200
- (b) Percent of class: 3.42%
- (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 3,480,200
 - (iii) Sole power to dispose or direct the disposition: -0-

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(iv) Shared power to dispose or direct the disposition of: 3,480,200

B. BROMLP

(a) Amount beneficially owned: 1,889,800

(b) Percent of class: 1.85%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 1,889,800

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 1,889,800

C. BRC

(a) Amount beneficially owned: 5,370,000

(b) Percent of class: 5.27%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 5,370,000

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 5,370,000

D. John A. Griffin

(a) Amount beneficially owned: 5,370,000

(b) Percent of class: 5.27%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 5,370,000

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 5,370,000

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

Item 10. CERTIFICATION.

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 14, 2014

BLUE RIDGE
LIMITED
PARTNERSHIP

By: Blue Ridge
Capital, L.L.C., as its
Investment Manager

By: /s/ John A. Griffin
Name: John A.
Griffin
Title: Managing
Member

BLUE RIDGE
OFFSHORE
MASTER LIMITED
PARTNERSHIP

By: Blue Ridge
Capital, L.L.C., as its
Investment Manager

By: /s/ John A.
Griffin
Name: John A.
Griffin
Title: Managing
Member

BLUE RIDGE
CAPITAL, L.L.C.

By: /s/ John A.
Griffin
Name: John A.
Griffin

Title: Managing
Member

JOHN A. GRIFFIN

/s/ John A. Griffin