Colfax CORP
Form 424B5
January 10, 2019
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Filed Pursuant to Rule 424(b)(5)

Registration No. 333-223067

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Maximum Offering Price per Unit	Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
5.75% Tangible Equity Units(3)	4,600,000	$100	$460,000,000	$55,752

(1) Assumes full exercise of the underwriters option to purchase up to an additional 600,000 Tangible Equity Units, solely to cover over-allotments, if any.

(2) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

(3) Each tangible equity unit is comprised of a prepaid stock purchase contract and a senior amortizing note due 2022.

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Prospectus supplement

(To prospectus dated February 16, 2018)

4,000,000 Units

Colfax Corporation

5.75% TANGIBLE EQUITY UNITS

We are offering $400 million of 5.75% tangible equity units, or Units. Each Unit has a stated amount of $100. Each Unit is comprised of (i) a prepaid stock purchase contract issued by us and (ii) a senior amortizing note due January 15, 2022 issued by us. Each amortizing note will have an initial principal amount of $15.6099 and a final installment payment date of January 15, 2022.

Unless earlier redeemed by us or settled earlier at your option as described herein, on the mandatory settlement date (as defined herein, subject to postponement in certain limited circumstances), each purchase contract will automatically settle, and we will deliver a number of shares of our common stock, par value $0.001 per share, per purchase contract based on the applicable market value (as defined herein) of our common stock as set forth below:

- if the applicable market value is greater than the threshold appreciation price, which is approximately $25.00, you will receive 4.000 shares per purchase contract;

- if the applicable market value is greater than or equal to the reference price, which is approximately $20.81, but less than or equal to the threshold appreciation price, you will receive a number of shares per purchase contract having a value, based on the applicable market value, equal to $100; and

- if the applicable market value is less than the reference price, you will receive 4.8054 shares per purchase contract.

At any time prior to the second scheduled trading day immediately preceding January 15, 2022, you may settle your purchase contracts early, and we will deliver 4.000 shares of our common stock per purchase contract (or, if the early settlement date (as defined herein) for such early settlement occurs on or prior to January 15, 2020 (other than, for the avoidance of doubt, any such early settlement in connection with a fundamental change), we will deliver 3.600 shares of our common stock per purchase contract (subject to adjustment), which is equal to 90% of the minimum settlement rate, or, if the early settlement for such early settlement occurs after January 15, 2020 but on or prior to January 15, 2021 (other than, for the avoidance of doubt, any such early settlement in connection with a fundamental change), we will deliver 3.800 shares of our common stock per purchase contract (subject to adjustment), which is equal to 95% of the minimum settlement rate (subject to adjustment)). In addition, if a fundamental change (as defined herein) occurs and you elect to settle your purchase contracts early in connection with such fundamental change, you will receive a number of shares of our common stock per purchase contract equal to the fundamental change early settlement rate, as described herein. If the closing of the Acquisition (as defined herein) has not occurred on or prior to May 19, 2019, we may elect to redeem all, but not less than all, of the outstanding purchase contracts on the terms described herein, by delivering notice during the five business day period immediately following May 19, 2019. If the Merger Agreement (as defined herein) is terminated prior to May 19, 2019, we may elect to redeem all, but not less than all, of the outstanding purchase contracts on the terms described herein by delivering notice on or prior to the 40th scheduled trading day immediately preceding May 19, 2019 or during the five business day period immediately following May 19, 2019.

The amortizing notes will pay you equal quarterly cash installments of $1.4375 per amortizing note, which cash payment in the aggregate will be equivalent to 5.75% per year with respect to each $100 stated amount of Units. The amortizing notes are our direct, unsecured and unsubordinated obligations and will rank equally with all of our other unsecured and unsubordinated indebtedness from time to time outstanding.

If we elect to redeem the purchase contracts, you will have the right to require us to repurchase any or all of your amortizing notes.

We intend to apply for listing of the Units on the New York Stock Exchange (**NYSE**) under the symbol CFXA, subject to satisfaction of its minimum listing standards with respect to the Units. If the Units are approved for listing, we expect trading on the NYSE to begin within 30 calendar days after the Units are first issued.

Our common stock is listed on the NYSE under the symbol CFX. On January 4, 2019, the last reported sale price of our common stock on the NYSE was $21.15 per share.

On November 19, 2018, Colfax Corporation (**Colfax** , **we** or **us**) entered into the Merger Agreement with DJO Global, Inc. (**DJO**). Pursuant to the Merger Agreement, Colfax agreed to purchase DJO for approximately $3.15 billion in cash (the **Acquisition**). See Summary Recent Developments Acquisition of DJO.

Subsequent to this offering of Units, we expect to offer approximately $1.0 billion aggregate principal amount of debt securities as additional financing for the Acquisition. This prospectus supplement is not an offer to sell or a solicitation of an offer to buy any debt securities being offered in the debt securities offering, which will be made by a separate offering document and is not part of the offering to which this prospectus supplement relates. This offering is not contingent on the completion of the Acquisition or any of the Other Financing Transactions (as defined below). If the Acquisition is not consummated, we intend to use the net proceeds from this offering, after payment of any cash redemption amount and repurchase price, for general corporate purposes, as described under Use of Proceeds.

One or more entities affiliated with Mitchell Rales, the Chairman of our Board, or Steven Rales, one of our current stockholders (collectively, the Affiliated Entities), have agreed to purchase an aggregate of 500,000 Units (representing an aggregate stated amount of up to $50 million) in this offering at the public offering price for investment purposes. See Underwriting.

Investing in our Units involves significant risks. See Risk Factors in this prospectus supplement and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus, including our Annual Report on Form 10-K for the year ended December 31, 2017.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is

truthful or complete. Any representation to the contrary is a criminal offense.

PRICE $100.00 PER UNIT

	Per Unit	Total
Public offering price	$ 100.00	$ 400,000,000
Underwriting discounts[(1)]	$ 3.00	$ 10,500,000
Proceeds, before expenses, to Colfax Corporation	$ 97.00	$ 389,500,000

(1) The underwriters will not receive any underwriting discounts or commissions on any Units sold to the Affiliated Entities. For additional information regarding underwriting compensation, see Underwriting.

We have granted the underwriters an option to purchase, exercisable within a 13-day period, up to an additional 600,000 Units. The underwriters expect to deliver the Units to purchasers on or about January 11, 2019.

Joint book-running managers

J.P. Morgan **Credit Suisse**

Barclays **BNP PARIBAS** **Citigroup** **Citizens Capital Markets** **Goldman Sachs & Co. LLC** **HSBC**

Co-Managers

BMO Capital Markets **MUFG** **RBC Capital Markets** **Scotiabank** **TD Securities** **SMBC**

The date of this prospectus supplement is January 8, 2019.

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Prospectus Supplement

Prospectus

You should rely only on the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell the common stock in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement and the accompanying prospectus and in the documents incorporated by reference herein and therein is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the SEC using a shelf registration process.

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and certain other matters relating to Colfax, and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. The second part, the accompanying prospectus, gives more general information, some of which does not apply to this offering.

Both this prospectus supplement and the accompanying prospectus include or incorporate by reference important information about us, the Units and other information you should know before investing. You should read both this prospectus supplement and the accompanying prospectus, as well as additional information incorporated herein and therein, as set forth under Incorporation by Reference, before investing in the Units.

Neither we nor the underwriters have authorized anyone to provide you with any information other than that contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. We and the underwriters take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. Neither we nor the underwriters are making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information contained in this prospectus supplement and the accompanying prospectus and the documents incorporated by reference is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

Unless we specifically state otherwise, the information in this prospectus supplement and the accompanying prospectus, including the documents incorporated by reference herein and therein, assumes the underwriters for this offering of Units do not exercise their option to purchase additional Units. In addition, unless we specifically state otherwise, the information in this prospectus supplement and the accompanying prospectus, including the documents incorporated by reference herein and therein, does not give effect to the Transactions.

Unless we have indicated otherwise, references in this prospectus supplement to Colfax are only to Colfax Corporation, a Delaware corporation, and references to the Company, we, us and our or similar terms are to Colfax Corporation and its consolidated subsidiaries.

PRESENTATION OF FINANCIAL INFORMATION

The historical financial information included in this prospectus is derived from the historical financial statements as follows:

- the historical statement of income data and cash flow data for Colfax for the years ended December 31, 2015, 2016 and 2017 and the historical balance sheet data as of December 31, 2016 and 2017 have been derived from our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2017, which is incorporated by reference into this prospectus supplement and accompanying prospectus;

the historical statement of income data and cash flow data for Colfax for the nine months ended September 29, 2017 and September 28, 2018 and the historical balance sheet data as of September 28, 2018 have been derived from Colfax s unaudited interim consolidated financial statements included in our Quarterly Report on Form 10-Q for the quarter ended September 28, 2018, which is incorporated by reference into this prospectus supplement and accompanying prospectus;

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the historical balance sheet data as of September 29, 2017 has been derived from Colfax s unaudited consolidated financial statements included in our Quarterly Report on Form 10-Q for the quarter ended September 29, 2017, which is incorporated by reference into this prospectus supplement or accompanying prospectus;

the statement of income data and cash flow data for DJO for the years ended December 31, 2015, 2016 and 2017 and the balance sheet data as of December 31, 2016 and 2017 and have been derived from DJO s audited annual consolidated financial statements included in our Current Report on Form 8-K filed on January 7, 2019 and incorporated by reference into this prospectus supplement; and

the financial data for DJO as of and for the nine months ended September 30, 2017 and September 29, 2018 have been derived from DJO s unaudited, interim consolidated financial statements included in our Current Report on Form 8-K filed on January 7, 2019 and incorporated by reference into this prospectus supplement.

Our results of operations for the nine month period ended September 28, 2018 are not necessarily indicative of the results that may be expected for the entire year ending December 31, 2018, and you should not assume the results of operations for any past periods indicate results for any future period. The information set forth below should be read together with the other information contained in DJO s audited annual consolidated financial statements and unaudited interim consolidated financial statements incorporated by reference into this prospectus supplement.

PRO FORMA FINANCIAL INFORMATION

This prospectus supplement presents unaudited pro forma consolidated condensed balance sheet as of September 28, 2018, and the unaudited pro forma consolidated condensed statements of operations for the nine months ended September 28, 2018 and the year ended December 31, 2017.

The unaudited pro forma consolidated condensed balance sheet considers: (i) the unaudited consolidated balance sheets of Colfax as of September 28, 2018 and DJO as of September 29, 2018, and gives effect to the Acquisition and the Financing Transactions as if each occurred on September 29, 2018, and (ii) the audited consolidated balance sheets of Colfax and of DJO as of December 31, 2017, and gives effect to the Acquisition and the Financing Transactions as if each occurred on December 31, 2017.

The unaudited pro forma consolidated condensed statements of operations consider (i) the unaudited historical statements of operations of Colfax for the nine months ended September 28, 2018 and the unaudited statement of income data for DJO for the nine months ended September 29, 2018, and give effect to the Acquisition and the Financing Transactions as if each occurred on January 1, 2018, and (ii) the audited statements of operations of Colfax and the audited statement of income date, in each case, for the year ended December 31, 2017, and gives effect to the Acquisition and the Financing Transactions as if each occurred on January 1, 2017.

The historical financial information has been adjusted to give effect to pro forma adjustments that are (i) directly attributable to the Acquisition, (ii) factually supportable, and (iii) with respect to the unaudited consolidated condensed statements of operations, expected to have a continuing impact on the consolidated entity s condensed results. The unaudited pro forma consolidated financial data are based upon the historical consolidated financial data of Colfax and DJO, after giving effect to the Acquisition and the Financing Transactions as of the dates and for the periods indicated. The unaudited pro forma consolidated financial data should be read in conjunction with the financial statements presented, or incorporated by reference, in this prospectus supplement and the related notes thereto.

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NON-GAAP FINANCIAL MEASURES

This prospectus supplement includes Adjusted EBITDA and free cash flow for each of Colfax and DJO, which are non-GAAP financial measures. See footnote 1 included in Summary Consolidated Historical Financial Data of Colfax and footnote 1 included in Summary Historical Consolidated Financial Data of DJO in this prospectus supplement for the definitions of such non-GAAP financial measures and reconciliations to the most directly comparable GAAP measures. Each of, Adjusted EBITDA and free cash flow has limitations as an analytical tool, and you should not consider it in isolation from, or as substitutes for analysis of, results as reported under GAAP. We use Adjusted EBITDA to manage our operating results. Adjusted EBITDA is presented exclusively as a supplemental disclosure because management believes that Adjusted EBITDA is widely used to measure the performance, and as a basis for valuation, and is therefore useful in measuring performance at a consolidated or segment level as well. We reconcile Adjusted EBITDA for Colfax to operating income because it is the most directly comparable GAAP measure. Our and DJO s measurements of these metrics, as applicable, may not be comparable to similarly titled measures of other companies.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some of the statements contained in this prospectus supplement that are not historical facts are forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934 (the Exchange Act). We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 21E of the Exchange Act. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date this prospectus supplement is filed with the Securities and Exchange Commission (the SEC). All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including statements regarding: projections of revenue, profit margins, expenses, tax provisions and tax rates, earnings or losses from operations, impact of foreign exchange rates, cash flows, pension and benefit obligations and funding requirements, synergies or other financial items; plans, strategies and objectives of management for future operations including statements relating to potential acquisitions, compensation plans or purchase commitments; developments, performance or industry or market rankings relating to products or services; future economic conditions or performance; the outcome of outstanding claims or legal proceedings including asbestos-related liabilities and insurance coverage litigation; potential gains and recoveries of costs; assumptions underlying any of the foregoing; and any other statements that address activities, events or developments that we intend, expect, project, believe or anticipate will or may occur in the future. Forward-looking statements may be characterized by terminology such as believe, anticipate, should, would, intend, plan, will, expect, est positioned, strategy, targets, aims, seeks, sees, and similar expressions. These statements are based on assum and assessments made by our management in light of their experience and perception of historical trends, current conditions, expected future developments and other factors we believe to be appropriate. These forward-looking statements are subject to a number of risks and uncertainties, including but not limited to the following:

changes in the general economy, as well as the cyclical nature of the markets we serve;

a significant or sustained decline in commodity prices, including oil;

our ability to identify, finance, acquire and successfully integrate attractive acquisition targets;

our exposure to unanticipated liabilities resulting from acquisitions;

our ability and the ability of our customers to access required capital at a reasonable cost;

our ability to accurately estimate the cost of or realize savings from our restructuring programs;

the amount of and our ability to estimate our asbestos-related liabilities;

the solvency of our insurers and the likelihood of their payment for asbestos-related costs;

material disruptions at any of our manufacturing facilities;

noncompliance with various laws and regulations associated with our international operations, including anti-bribery laws, export control regulations and sanctions and embargoes;

risks associated with our international operations, including risks from trade protection measures and other changes in trade relations;

risks associated with the representation of our employees by trade unions and work councils;

our exposure to product liability claims;

potential costs and liabilities associated with environmental, health and safety laws and regulations;

failure to maintain, protect and defend our intellectual property rights;

the loss of key members of our leadership team;

restrictions in our principal credit facility that may limit our flexibility in operating our business;

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impairment in the value of intangible assets;

the funding requirements or obligations of our defined benefit pension plans and other post-retirement benefit plans;

significant movements in foreign currency exchange rates;

availability and cost of raw materials, parts and components used in our products;

new regulations and customer preferences reflecting an increased focus on environmental, social and governance issues, including new regulations related to the use of conflict minerals;

service interruptions, data corruption, cyber-based attacks or network security breaches affecting our information technology infrastructure;

risks arising from changes in technology;

the competitive environment in our industry;

changes in our tax rates or exposure to additional income tax liabilities, including the effects of the U.S. Tax Cuts and Jobs Act;

our ability to manage and grow our business and execution of our business and growth strategies;

the level of capital investment and expenditures by our customers in our strategic markets;

our financial performance;

the possibility that regulatory and other approvals and conditions to the Acquisition are not received or satisfied on a timely basis or at all;

changes in the anticipated timing for closing of the Acquisition;

- difficulties and delays in integrating the Acquisition or fully realizing projected cost savings and benefits of the Acquisition;

- risks about the strategic options undertaken for our Air and Gas Handling segment and risks as to the timing and considerations for such strategic options; and

- other risks and factors, listed in the Risk Factors section of this prospectus supplement and under Item 1A. Risk Factors in Part I of our 2017 Form 10-K.

Any such forward-looking statements are not guarantees of future performance and actual results, developments and business decisions may differ materially from those envisaged by such forward-looking statements. These forward-looking statements speak only as of the date this prospectus supplement is filed with the SEC. We do not assume any obligation and do not intend to update any forward-looking statement except as required by law. See Risk Factors in this prospectus supplement for a further discussion regarding some of the reasons that actual results may be materially different from those that we anticipate.

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SUMMARY

The following summary should be read together with the information contained in other parts of this prospectus supplement and the accompanying prospectus. This summary highlights selected information from this prospectus supplement and the accompanying prospectus to help you understand the offering of our Units. You should read this prospectus supplement and the accompanying prospectus, including the documents we incorporate by reference, carefully to understand fully our Units as well as other considerations that are important to you in making a decision to invest in our Units. You should read the entire prospectus supplement and accompanying prospectus carefully, including the section entitled Risk Factors, as well as the documents incorporated by reference, before making an investment decision.

Overview

We are a leading diversified technology company that provides fabrication technology and air and gas handling products and services to customers around the world under the ESAB and Howden brands. We built our company through a series of acquisitions, as well as organic growth, since our founding in 1995. We seek to build an enduring premier global enterprise by applying the Colfax Business System (CBS) to pursue growth in revenues and improvements in profit and cash flow.

CBS is our business management system including a comprehensive set of performance tools. It includes repeatable, teachable processes that we use to create superior value for our customers, shareholders and associates. Rooted in our core values, it is our culture. We believe that our management team s access to, and experience in, the application of the CBS methodology is one of our primary competitive strengths.

We currently report our operations through the Fabrication Technology and Air and Gas Handling segments.

Fabrication Technology

We formulate, develop, manufacture and supply equipment and consumable products for use in the cutting, joining and automated welding of steels, aluminum and other metals and metal alloys. For the year ended December 31, 2017, welding consumables represented approximately 42% of our total Net sales. For the nine month period ended September 28, 2018, welding consumables represented approximately 44% of our total Net sales. Our fabrication technology products are marketed under several brand names, most notably ESAB, which we believe is well known in the international welding industry. ESAB s comprehensive range of welding consumables includes electrodes, cored and solid wires and fluxes using a wide range of specialty and other materials, and cutting consumables includes electrodes, nozzles, shields and tips. ESAB s fabrication technology equipment ranges from portable welding machines to large customized automated cutting and welding systems. Products are sold into a wide range of end markets, including infrastructure, wind power, marine, pipelines, mobile/off-highway equipment, oil, gas, and mining. Our sales channels include both independent distributors and direct salespeople, depending on geography and end market.

Air and Gas Handling

Our Air and Gas Handling segment is a global supplier of a broad range of products, including heavy-duty centrifugal and axial fans, rotary heat exchangers, and gas compressors, as well as certain related products, systems, and services, which serves customers in the power generation, oil, gas and petrochemical, mining, wastewater, and general industrial and other end markets. For the year ended December 31, 2017 and the nine-month period ended September 28, 2018, the Air and Gas Handling segment represented approximately 41% and 40% of our total Net sales, respectively. Our Air and Gas Handling products are principally marketed under the

Howden brand name, and are manufactured and engineered in facilities located in Asia, Europe, North and South America, Australia and Africa. The products and services are generally sold directly as well as through independent representatives and distributors.

In December 2017, we completed the divestiture of our fluid handling business. This transaction strengthened our balance sheet, and provided us with more flexibility to execute our strategic growth program. As discussed further below, on November 19, 2018, we entered into an agreement to acquire DJO Global, Inc. (DJO), a leading developer, manufacturer and distributer of high-quality medical devices with a broad range of products used for rehabilitation, pain management and physical therapy. Further details of the acquisition are discussed below under Recent Developments. At the same time, and as also discussed further below under Recent Developments, we announced that we are evaluating strategic options for our Air and Gas Handling business.

About DJO

DJO is a global developer, manufacturer and distributor of high-quality medical devices with a broad range of products used for rehabilitation, pain management and physical therapy. DJO s products address the continuum of patient care from injury prevention to rehabilitation after surgery, injury or from degenerative disease, enabling people to regain or maintain their natural motion.

DJO currently develops, manufactures and distributes its products through the following two markets where it maintains leading positions in most of its product categories: Prevention & Rehabilitation and Reconstructive. DJO s products are used by orthopedic specialists, spine surgeons, primary care physicians, pain management specialists, physical therapists, podiatrists, chiropractors, athletic trainers and other healthcare professionals to treat patients with musculoskeletal conditions resulting from degenerative diseases, deformities, traumatic events and sports related injuries. In addition, many of DJO s non-surgical medical devices and related accessories are used by athletes and patients for injury prevention and at-home physical therapy treatment. DJO s product lines include rigid and soft orthopedic bracing, hot and cold therapy, bone growth stimulators, vascular therapy systems and compression garments, therapeutic shoes and inserts, electrical stimulators used for pain management and physical therapy products. DJO s surgical implant business offers a comprehensive suite of reconstructive joint products for the hip, knee, shoulder and elbow.

DJO s access to the Prevention & Rehabilitation and Reconstructive markets enables it to reach a diverse customer base through multiple distribution channels and gives it the opportunity to provide a wide range of medical devices and related products to orthopedic specialists and other healthcare professionals operating in a variety of patient treatment settings and to the retail consumer.

DJO generated sales of $1,113.6 million, $1,155.3 million and $1,186.2 million for the years ended December 31, 2015, 2016 and 2017, respectively. Sales for the nine months ended September 30, 2017 and September 29, 2018 were $874.0 million and $891.5 million, respectively. During the years ended December 31, 2015, 2016 and 2016, DJO s net loss was ($340.1 million), ($285.7 million), and ($35.1 million), respectively. Net loss for the nine months ended September 30, 2017 and September 29, 2018 was ($96.4 million) and ($59.9 million), respectively.

Historical Evolution of Colfax

Our company began in 1995 with a series of acquisitions in fluid handling and mechanical power transmission, including IMO Industries (IMO) and Allweiler. In 2004, the mechanical power transmission business was fully divested, leading to a focus on fluid handling, and we completed our initial public equity

offering in 2008. On January 13, 2012, we closed the $2.6 billion acquisition of Charter International plc (the Charter Acquisition), which transformed Colfax into a multi-platform enterprise with a broad global footprint with over $3 billion of sales. This acquisition provided additional growth opportunities in the fragmented fabrication technology and air- and gas-handling industries. Following the Charter Acquisition, we completed 24 strategic acquisitions between 2012 and September 30, 2018 to grow and strengthen our businesses, including the $949 million acquisition of Victor Technologies, Inc. in April 2014. These acquisitions were funded with a combination of cash flow from operations, equity offerings and borrowings from banks and other investors. In December 2017, we divested our fluid handling business for an attractive valuation as part of a longer-term plan to strengthen the quality of our portfolio of businesses, while reducing our exposure to cyclicality. We plan to continue to acquire businesses with leading market positions and brands in attractive markets which have opportunities to apply CBS to improve growth, margins and cash flow. Over time, this approach is expected to strengthen our businesses and broaden and diversify our portfolio.

In 2016, we launched a process to identify potential new platforms. After evaluating over 20 end markets with a focus on long-term secular drivers, innovation and investment potential, including conducting extensive primary market research and engaging with numerous potential targets, we identified orthopedic care as an attractive platform. DJO clearly meets our criteria with non-cyclical growth drivers, high gross margins, leading market positions and brands and opportunities for further investment in a fragmented industry.

Corporate Strategy

We believe that we are well positioned to grow our businesses organically over the long term by enhancing our product offerings, expanding our customer base and broadening our geographic reach as well as via complementary acquisitions, all of which would help us realize further benefits from the DJO Acquisition. We intend to do so using the following strategies:

Apply CBS to Drive Growth and Profitability, and Make Good Businesses Great. The core element of our management philosophy is CBS, which we implement in each of our existing businesses and apply to our acquisition and integration strategies. CBS is a strategic planning and execution methodology designed to achieve world-class excellence in all aspects of our business. CBS focuses our organization on continuous improvement and performance goals by empowering our associates to develop innovative strategies to meet customer needs. Rather than a static process, CBS continues to evolve as our portfolio grows both organically and through acquisitions. We relentlessly apply CBS to drive improvements in business performance. Revenues for our Fabrication Technology business grew 7.6% in 2017, and its adjusted operating margins expanded 73 basis points. Restructuring actions across all of Colfax delivered $26.8 million of structural cost savings in 2017 as compared to costs in 2016. These structural savings were driven by productivity improvements coupled with reductions in SG&A expense and manufacturing overhead. Over the past five years, DJO grew at a 4% CAGR, with 2017 gross margin above 55%. We believe that the DJO acquisition will improve Colfax s margins, growth and cyclicality. We intend to apply CBS to leverage DJO s already strong performance and drive further operating improvements, expand margins and generate sustainable long-term growth.

Disciplined Pursuit of High Quality, Complementary Acquisitions, Including Bolt-on Acquisitions for DJO. We plan to reduce our debt levels following the acquisition of DJO. Once our leverage targets are achieved, we expect to increase our focus on strategic acquisitions. Our acquisition strategy, which we intend to apply to DJO to help drive growth, largely targets companies: (i) with leading brands or strong market positions, (ii) that serve customers with high-quality products to improved customer productivity, and (iii) that complement and/or enhance our global sales and distribution network. We believe that the fragmented nature of our markets presents substantial consolidation and growth opportunities for companies with access to capital and management expertise required to execute a disciplined acquisition and integration program. We have a strong record of integrating acquired companies, and we believe we can continue to identify attractive acquisition candidates in the future. Our CBS system, which we intend to apply to DJO following its acquisition, has a strong track record of improving the integration process for new acquisitions. We expect strategic acquisition growth will give us a competitive advantage over small competitors through greater purchasing power, larger global sales and distribution networks and a broader portfolio of products and services. Our acquisition strategy has, over time, helped to reshape our portfolio to faster-growing industrial applications.

1 *Revenue is trailing twelve months ended September 2018; revenue mix is nine months ended September 2018.*

We believe that the extensive experience of our leadership team in acquiring and effectively integrating acquisitions enable us to capitalize on these opportunities as they arise. Pursuing an active pipeline, we have completed 24 acquisitions targeting technology and growth markets since 2012. The acquisition of DJO complements this strategy by providing significant bolt-on and adjacent acquisition runway over time that will contribute to its competitive position, growth and strategic development while also providing significant innovation opportunities.

In addition to strategic acquisitions, we also may pursue divestitures of assets or businesses or other similar strategic initiatives in an effort to streamline operations, enhance our focus on our core businesses and improve our portfolio. Our announcement that we are exploring strategic options for the Air and Gas Handling business including a divestiture is an example of this strategy. See Acquisition of DJO for a discussion of the expected benefits of the DJO Acquisition and Recent Developments for further information regarding strategic options for the Air and Gas Handling business. We expect proceeds from the strategic initiatives to generate meaningful cash to reduce debt incurred in connection with the DJO acquisition.

Focus, empower and retain top talent. At the core of our company are the people developing, implementing and executing our strategy, which begins with our CBS philosophy. Our leadership principles are rooted in the belief that *The Best Team Wins.* Accordingly, we seek to hire, empower and retain top managers and operational leaders to execute our strategy and foster a culture of continuous improvement. We believe this philosophy minimizes turnover and ensures personal development which will continue to fuel our future growth and success. In addition, through the DJO Acquisition, we will expand our talent pool by bringing DJO s experienced and accomplished management team into our platform following the acquisition, which will allow us to capitalize on their industry experience and leadership to further achieve our target growth.

Demonstrate Market Leadership Where Brand, Technology and Engineered Solutions Matter. We intend to grow our revenues at a rate that exceeds the underlying market growth rate by 1% to 2% by expanding the applications and geographic availability for our products, increasing the technology content and rate of new product introductions and achieving higher levels of service for customers. We have demonstrated the ability to rapidly increase the rate of new product introductions to the market, which strengthen our competitive position and often yield higher margins. We continue to invest in R&D to create innovative offerings, resulting in a broad range of fabrication technology equipment, automation and smart device solutions for our customers. We also use CBS to create competitive on-time-delivery and other important service levels to more effectively compete for market share gains. DJO s industry leading positions, iconic brands and category-defining products in the U.S. orthopedic clinic workflow (as demonstrated by its being in more than 20% of U.S. orthopedic clinics) has the potential to make Colfax a market leader in the orthopedic care segment.

Remain Well-Positioned in Emerging Markets and Leverage Our Global Manufacturing, Sales and Distribution Network. We believe that our key served markets are attractive due to their long-term growth rates and global nature. As our customers have become increasingly global in scope, we have increased our global reach to serve them by maintaining a local presence in numerous markets and investing in sales and marketing capabilities worldwide, as we believe that local presence can deliver the best solutions for our customers. We intend to continue to utilize our strong global presence and worldwide network of salespeople and distributors to capitalize on growth opportunities by selling regionally-developed and/or marketed products and solutions throughout the world. At the same time, our geographic diversity, coupled with our strong installed base, helps mitigate the effects from cyclical downturns in any one market.

Focus on evolving to higher margins and free cash flow generation, faster growth, and lower cyclicality, supported via the acquisition of DJO. We plan to continue to drive growth and margin improvement in Fabrication Technology and Air and Gas Handling, both leaders in attractive markets, further supported through the DJO acquisition. DJO recently enhanced its operations to improve service levels and reduce costs, which contributed to sales and margin growth. The completion of existing operational projects, and the future initiation of additional projects and deployment of CBS, coupled with revenue growth, should create further margin expansion. DJO has historically generated significant unlevered free cash flow, and we contemplate this growing along with revenue and margins. In addition, in connection with the DJO acquisition, we will acquire over $800 million of net operating losses that are expected to be immediately available to the company to reduce its U.S. and state cash tax burdens. Further, DJO s orthopedic business enjoys sustainable secular drivers such as aging populations that require increasing levels of medical care that should contribute to reduced cyclicality of our company. In addition, the shift to greater outpatient surgeries is expected to benefit DJO s rehabilitation and recovery business as patients require proper bracing and other support during unattended recoveries.

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Focus on cash flow generation to support deleveraging. We have set a goal to reduce our leverage to a target debt to Adjusted EBITDA ratio in 2019, while also continuing to invest in our businesses. We plan to utilize short dated loans to facilitate rapid deleveraging and will not pursue any material acquisitions or execute share repurchases until the leverage target is met. Each of our businesses is positioned to generate excess cash flow to support near-term deleveraging plans and our longer-term growth strategy. Our long-term goal is to achieve investment grade ratings.

Recent Developments

Acquisition of DJO

On November 19, 2018, Colfax entered into an Agreement and Plan of Merger (the **Merger Agreement**) with DJO, pursuant to which Colfax agreed to purchase DJO (the **Acquisition**) from private equity funds managed by The Blackstone Group L.P. for approximately $3.15 billion in cash, including the redemption and repayment of a portion of DJO debt, subject to certain price adjustments set forth in the Merger Agreement. DJO develops, manufactures and distributes high-quality medical devices with a broad range of products used for rehabilitation, pain management and physical therapy.

Pursuant to the Merger Agreement, subject to the satisfaction or waiver of specified conditions, an indirect, wholly-owned subsidiary of Colfax will merge with and into DJO, with DJO continuing as the surviving company and an indirect, wholly-owned subsidiary of Colfax. The Acquisition is expected to close in the first quarter of 2019, subject to the satisfaction of customary closing conditions.

The shareholders of DJO approved the Acquisition on November 19, 2018. The completion of the Acquisition is not subject to the approval of Colfax shareholders or the receipt of financing by Colfax. As of the date of this prospectus supplement, the completion of the Acquisition remains subject to the following closing conditions: (i) the receipt of certain regulatory approvals (or the termination or expiration of applicable waiting periods); (ii) the absence of any order, or the enactment of any law, prohibiting the Acquisition; (iii) subject to certain exceptions, the accuracy of the representations and warranties of the parties and compliance by the parties with their respective obligations under the Merger Agreement; and (iv) the absence of any material adverse effect on DJO or Colfax since the date of the Merger Agreement. The Merger Agreement also contains certain termination rights for DJO and Colfax and provides that Colfax will pay DJO a termination fee of $220.5 million if DJO terminates the Merger Agreement under certain specific conditions.

The foregoing description of the Merger Agreement does not purport to be complete and is qualified in its entirety by the full text of such agreement. The Merger Agreement was filed by Colfax as an exhibit to its Current Report on Form 8-K filed with the SEC on November 19, 2018 and is incorporated by reference into the registration statement to which this prospectus supplement relates.

This offering is not contingent upon the completion of the Acquisition or any Other Financing Transactions (as defined below).

Acquisition Financing

Colfax anticipates that approximately $3.2 billion will be required to pay the Acquisition consideration to the DJO shareholders, to pay fees and expenses relating to the Acquisition and to repay certain indebtedness of DJO. Colfax intends to finance the Acquisition with the net proceeds from this offering of Units, the Other Financing Transactions described below and $100.0 million of cash on hand.

In connection with entering into the Merger Agreement, we entered into a debt commitment letter (the Commitment Letter), dated as of November 18, 2018, with JPMorgan Chase Bank, N.A., Credit Suisse AG and Credit Suisse Loan Funding LLC, pursuant to which such financial institutions have committed to provide $3.29 billion of bridge financing for the Acquisition (the Bridge Facility). The Bridge Facility and corresponding commitment will be reduced on a dollar-for-dollar basis by proceeds from (i) offering of the Units, (ii) the anticipated offering of debt securities described below and (iii) borrowings under the New Credit Facility (as defined below), together with cash on hand, are at least $3.29 billion, the Bridge Facility commitment will be cancelled and terminated in full. However, there is no guarantee that we will be able to raise gross proceeds in the amounts contemplated or at all. The funding of the Bridge Facility is also contingent on the satisfaction of customary conditions, including (i) the execution and delivery of definitive documentation with respect to the bridge financing in accordance with the terms set forth in the related commitment letter and (ii) the consummation of the Acquisition in accordance with the Merger Agreement. The Commitment Letter also provides for $1.8 billion of commitments to replace our existing Credit Agreement, dated as of June 5, 2015, which commitments are contingent on the failure to obtain certain amendments to such credit agreement, including an amendment to allow us to draw on commitments available under the credit agreement to fund the Acquisition.

Other Financing Transactions

We intend to obtain or otherwise incur indebtedness, which we refer to in this prospectus supplement as the Other Financing Transactions. We currently expect that the Other Financing Transactions will include:

Debt securities Offering. Subsequent to this offering of Units, we expect to offer approximately $1.0 billion aggregate principal amount of debt securities as additional financing for the Acquisition. This prospectus supplement is not an offer to sell or a solicitation of an offer to buy any notes being offered in the notes offering, which will be made by a separate offering document and is not part of the offering to which this prospectus supplement relates. There can be no assurance as to when or if or on what terms this offering will take place. The completion of this Units offering is not contingent on the completion of the notes offering, and the completion of the notes offering is not contingent on the completion of this Units offering. Neither this offering nor the notes offering is contingent on the completion of the Acquisition or any debt financing. The debt securities could also be issued in a smaller or larger dollar amount or with terms differing materially from those indicated in this prospectus supplement. In addition, if we are not able to raise gross proceeds in the amounts contemplated or at all, we may draw funds under the Bridge Facility. See The Transactions The Financing Transactions. The timing, amounts and terms of any such issuance will depend on market conditions and other factors, and our financing plans may change.

Term/Revolving Credit Facilities. On December 17, 2018, we entered into a new term loan and revolving credit facility with a syndicate of 23 banks to refinance our Term Loan Facility and the Revolver, each as described in Description of Certain Indebtedness , to finance the Acquisition and to consummate the Transactions (the New Credit Facility). The New Credit Facility consists of a $1.3 billion five-year revolving credit facility (the New Revolver), a $500.0 million two-year term loan facility (the Two Year Term Loan), and a $1.225 billion five-year term loan facility (the Five Year Term Loan and, together, the New Term Loan Facilities). The New Revolver contains a $50.0 million swing line loan sub-facility. $525 million of the Five Year Term Loan will be used to refinance the Term Loan Facility under the DB Credit Agreement and thus is ineligible to reduce the Bridge Facility commitment. Pursuant to the terms of the Commitment Letter, draws under the New Revolver will only reduce the Bridge Facility commitment to the extent drawn on or after the closing of the Acquisition and to the extent the proceeds thereof are used to pay for the amounts required to be paid under the Merger Agreement and to pay fees and expenses incurred in connection with the Acquisition and the offerings described under the heading The Transactions The Financing Transactions. Neither this offering nor the entry into, or amendment of, the credit facilities is contingent on the completion of the Acquisition or any debt financing.

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The completion of this Units offering is not contingent on the completion of the Other Financing Transactions or the Acquisition. However, we may elect to redeem all, but not less than all, of the outstanding purchase contracts on the terms described under Description of the Purchase Contracts Merger Termination Redemption . If we elect to exercise our merger termination redemption option, then holders of the amortizing notes will have the right to require us to repurchase some or all of their amortizing notes on the terms described under Description of the Amortizing Notes Repurchase of Amortizing Notes at the Option of the Holder .

We cannot assure you that we will complete the Acquisition or any of the Financing Transactions on the terms contemplated in this prospectus supplement or at all.

Air and Gas Handling Business

Concurrent with the company s announcement of the Acquisition, it also announced that it is exploring strategic options for the Air and Gas Handling business including a potential divestiture. The company has hired an advisor to assist in the process but cannot predict the outcome of the review.

General

We were organized as a Delaware corporation in 1998. Our principal executive offices are located at 420 National Business Parkway, 5th Floor, Annapolis Junction, MD 20701, and our main telephone number at that address is (301) 323-9000. Our corporate website address is www.colfaxcorp.com. Except for the documents incorporated by reference in this prospectus supplement and the accompanying prospectus as described under Incorporation by Reference , the information and other content contained on our website are not incorporated by reference in this prospectus supplement or the accompanying prospectus, and you should not consider them to be a part of this prospectus supplement or the accompanying prospectus.

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THE OFFERING

The summary below describes the principal terms of the Units, the purchase contracts and the amortizing notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The Description of the Units, Description of the Purchase Contracts and Description of the Amortizing Notes sections of this prospectus supplement, together with the Description of Securities section of the accompanying prospectus, contain a more detailed description of the terms and conditions of the Units, the purchase contracts and the amortizing notes. As used in this section, the terms we, us and our mean Colfax Corporation and do not include any subsidiary of Colfax Corporation.

The Units

Issuer	Colfax Corporation, a Delaware corporation
Number of Units Offered	4,000,000 Units
Underwriters Option	We have granted the underwriters an option, exercisable within a 13-day period, to purchase up to an additional 600,000 Units at the public offering price less the underwriting discount. This option may be exercised by the underwriters solely to cover over-allotments, if any.
Stated Amount of Each Unit	$100 for each Unit
Components of Each Unit	Each Unit is comprised of two parts: a prepaid stock purchase contract issued by us (a purchase contract); and a senior amortizing note issued by us (an amortizing note). Unless earlier redeemed by us in connection with a merger termination redemption or settled earlier at the holder s option, each purchase contract will, subject to postponement in certain limited circumstances, automatically settle on January 15, 2022 (such date, as so postponed (if applicable), the mandatory settlement date, provided that, if such date is not a scheduled trading day, the next succeeding scheduled trading day shall be the mandatory settlement date). Upon any settlement on the mandatory settlement date, we will deliver not more than 4.8054 shares and not less than 4.000 shares of our common stock per purchase

contract, subject to adjustment, based upon the applicable settlement rate and applicable market value of our common stock, as described below under Description of the Purchase Contracts Delivery of Common Stock.

Each amortizing note will have an initial principal amount of $15.6099, will bear interest at the rate of 6.50% per annum and will have a final installment payment date of January 15, 2022. On each January 15, April 15, July 15 and October 15, commencing on April 15, 2019, we will pay equal quarterly cash installments of

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	$1.4375 per amortizing note (except for the April 15, 2019 installment payment, which will be $1.5014 per amortizing note), which cash payment in the aggregate per year will be equivalent to 5.75% per year with respect to each $100 stated amount of Units.
	The return to an investor on a Unit will depend upon the return provided by each component. The overall return will consist of the value of the shares of our common stock delivered upon settlement of the purchase contracts and the cash installments paid on the amortizing notes.
Each Unit May Be Separated Into Its Components	Each Unit may be separated by a holder into its constituent purchase contract and amortizing note on any business day during the period beginning on, and including, the business day immediately following the date of initial issuance of the Units to, but excluding, the second scheduled trading day immediately preceding January 15, 2022 or, if earlier, the second scheduled trading day immediately preceding any merger termination redemption settlement date and also excluding the business day immediately preceding any installment payment date. Prior to separation, the purchase contracts and amortizing notes may only be purchased and transferred together as Units. See Description of the Units Separating and Recreating Units.
A Unit May Be Recreated From Its Components	If you hold a separate purchase contract and a separate amortizing note, you may combine the two components to recreate a Unit. See Description of the Units Separating and Recreating Units.
Listing	We intend to apply to list the Units on the NYSE under the symbol CFXA, subject to satisfaction of its minimum listing standards with respect to the Units. However, we cannot assure you that the Units will be approved for listing. If approved for listing, we expect trading on the NYSE to begin within 30 calendar days after the Units are first issued. We will not initially apply to list the separate purchase contracts or the separate amortizing notes on any securities exchange or automated inter-dealer quotation system, but we may apply to list such separate purchase contracts and separate amortizing notes in the future as described under Description of the Units Listing of Securities. Prior to this offering, there has been no public market for the Units.
	Our common stock is listed on the NYSE under the symbol CFX.
Use of Proceeds	We estimate that the net proceeds to us from this Units offering, after deducting underwriting discounts and estimated offering expenses

payable by us, will be approximately $387.8 million (or up to approximately $446.0 million if the underwriters exercise their option to purchase additional Units). We intend to use the net proceeds from this offering to fund a portion of the purchase price payable under the

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	Merger Agreement, as well as for general corporate purposes. If for any reason the Merger is not consummated, we intend to use the net proceeds from this offering, after payment of any cash redemption amount and repurchase price, for general corporate purposes. See Use of Proceeds .
Risk Factors	Investing in our Units involves significant risks. See Risk Factors in this prospectus supplement, as well as other information included in or incorporated by reference into this prospectus supplement and the accompanying prospectus, including our Annual Report on Form 10-K for the year ended December 31, 2017, for a discussion of the factors you should carefully consider before deciding to invest in the Units.
Insider Participation	One or more entities affiliated with Mitchell Rales, the Chairman of our Board, or Steven Rales, one of our current stockholders, have agreed to purchase an aggregate of 500,000 Units (representing an aggregate stated amount of up to $50 million) in this offering at the public offering price for investment purposes. See Underwriting.
Material U.S. Federal Income Tax Considerations	There is no authority directly on point regarding the characterization of the Units for U.S. federal income tax purposes and therefore the characterization of the Units for these purposes is not entirely free from doubt. We intend to take the position for U.S. federal income tax purposes that each Unit will be treated as an investment unit comprised of two separate instruments consisting of (i) a purchase contract to acquire our common stock and (ii) an amortizing note that is our indebtedness. Under this treatment, a holder of Units will be treated as if it held each component of the Units for U.S. federal income tax purposes. By acquiring a Unit, you will agree to treat (i) a Unit as an investment unit composed of two separate instruments in accordance with its form and (ii) the amortizing notes as indebtedness for U.S. federal income tax purposes. If, however, the components of a Unit were treated as a single instrument, the U.S. federal income tax consequences could differ from the consequences described herein.
	Prospective investors should consult their tax advisors regarding the tax treatment of an investment in Units and whether a purchase of a Unit is advisable in light of the investor s particular tax situation and the tax treatment described under Material U.S. Federal Income Tax Considerations.
Governing Law	The Units, the purchase contract agreement, the purchase contracts, the indenture and the amortizing notes will all be governed by, and construed in accordance with, the laws of the State of New York.

The Purchase Contracts

Mandatory Settlement Date	January 15, 2022, subject to postponement in limited circumstances, provided that, if such date is not a scheduled trading day, the next

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	succeeding scheduled trading day shall be the mandatory settlement date .
Mandatory Settlement	On the mandatory settlement date, unless such purchase contract has been earlier redeemed by us in connection with a merger termination redemption or earlier settled at the holder s option, each purchase contract will automatically settle, and we will deliver a number of shares of our common stock, based on the applicable settlement rate.
Settlement Rate for the Mandatory Settlement Date	The settlement rate for each purchase contract will be not more than 4.8054 shares and not less than 4.0000 shares of our common stock (each subject to adjustment as described herein) depending on the applicable market value of our common stock, calculated as follows:

if the applicable market value is greater than the threshold appreciation price (as defined below), you will receive 4.0000 shares of common stock per purchase contract (the minimum settlement rate);

if the applicable market value is greater than or equal to the reference price but less or equal to than the threshold appreciation price, you will receive a number of shares per purchase contract equal to $100, divided by the applicable market value; and

if the applicable market value is less than the reference price, you will receive 4.8054 shares of common stock per purchase contract (the maximum settlement rate).

Each of the maximum settlement rate and the minimum settlement rate is subject to adjustment as described below under Description of the Purchase Contracts Adjustments to the Fixed Settlement Rates.

The applicable market value means the arithmetic average of the daily VWAPs (as defined below under Description of the Purchase Contracts Delivery of Common Stock) of our common stock on each of the 20 consecutive trading days beginning on, and including, the 21st scheduled trading day immediately preceding January 15, 2022.

The reference price is equal to $100 divided by the maximum settlement rate and is approximately equal to $20.81, which is equal to the last reported sale price of our common stock on the NYSE on January 8, 2019.

The threshold appreciation price is equal to $100 divided by the minimum settlement rate. The threshold appreciation price, which is initially approximately $25.00, represents an approximately 20.1% appreciation over the reference price.

No fractional shares of our common stock will be issued to holders upon settlement or redemption of purchase contracts. In lieu of fractional shares, holders will be entitled to receive a cash payment of

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equivalent value calculated as described herein. Other than cash payments in lieu of fractional shares or, under certain circumstances, in the event of a merger termination redemption, holders of purchase contracts will not receive any cash distributions.

The following table illustrates the settlement rate per purchase contract and the value of our common stock issuable upon settlement on the mandatory settlement date, determined using the applicable market value shown, subject to adjustment.

Applicable Market Value of Our Common Stock	**Settlement Rate**	**Value of Common Stock Delivered (Based on the Applicable Market Value Thereof)**
Less than the reference price	4.8054 shares of our common stock	Less than $100
Greater than or equal to the reference price but less than or equal to the threshold appreciation price	A number of shares of our common stock equal to $100 *divided by* the applicable market value	$100
Greater than the threshold appreciation price	4.0000 shares of our common stock	Greater than $100

Early Settlement at Your Election

At any time prior to 5:00 p.m., New York City time, on the second scheduled trading day immediately preceding January 15, 2022, you may settle any or all of your purchase contracts early, in which case we will deliver a number of shares of our common stock per purchase contract equal to the minimum settlement rate, which is subject to adjustment as described below under Description of the Purchase Contracts Adjustments to the Fixed Settlement Rates, unless (i) such early settlement occurs in connection with a fundamental change, in which case the provisions described under Early Settlement at Your Election Upon a Fundamental Change below will apply, (ii) the early settlement date (as defined herein) for such early settlement occurs on or prior to January 15, 2020 (other than, for the avoidance of doubt, any such early settlement in connection with a fundamental change), in which case we will deliver a number of shares of our common stock per purchase contract equal to 90% of the minimum settlement rate, or (iii) the early settlement date (as defined herein) for such early settlement occurs after January 15, 2020 but on or prior to January 15, 2021 (other than, for the avoidance of doubt, any such early settlement in connection with a fundamental change), in which case we will deliver a number of shares of our common stock per purchase contract equal to 95% of the minimum settlement rate, which is subject to adjustment as described below under Description of the Purchase Contracts Adjustments to the

Fixed Settlement Rates. That is, the market value of our common stock on the early settlement date will not affect the early settlement rate. Your right to settle your purchase contracts prior to the second scheduled trading day immediately preceding January 15, 2022 is subject to the delivery of your purchase contracts.

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	Upon early settlement at the holder s election of a purchase contract that is a component of a Unit, the corresponding amortizing note will remain outstanding and beneficially owned by or registered in the name of, as the case may be, the holder who elected to settle the related purchase contract early.
Early Settlement at Your Election Upon a Fundamental Change	At any time prior to the second scheduled trading day immediately preceding January 15, 2022, if a fundamental change (as defined herein) occurs, you may settle any or all of your purchase contracts early. If you elect to settle your purchase contracts early in connection with such fundamental change, you will receive a number of shares of our common stock per purchase contract equal to the fundamental change early settlement rate as described under Description of the Purchase Contracts Early Settlement Upon a Fundamental Change.
	Upon early settlement at the holder s election in connection with a fundamental change of a purchase contract that is a component of a Unit, the corresponding amortizing note will remain outstanding and beneficially owned by or registered in the name of, as the case may be, the holder who elected to settle the related purchase contract early upon such fundamental change.
Merger Termination Redemption	If the closing of the Merger has not occurred on or prior to May 19, 2019, we may elect to redeem all, but not less than all, of the outstanding purchase contracts on the terms described below, by delivering notice during the five business day period immediately following May 19, 2019. If the Merger Agreement is terminated prior to May 19, 2019, we may elect to redeem all, but not less than all, of the outstanding purchase contracts on the terms described below by delivering notice on or prior to the 40th scheduled trading day immediately preceding May 19, 2019 or during the five business day period immediately following May 19, 2019 (in each case, a merger termination redemption).
	If the merger termination redemption stock price is equal to or less than the reference price, the redemption amount will be an amount of cash as described under Description of the Purchase Contracts Merger Termination Redemption. Otherwise, the redemption amount will be a number of shares of our common stock equal to the merger termination redemption rate, calculated in the manner described under Description of the Purchase Contracts Merger Termination Redemption; *provided*, *however*, that we may elect to pay cash in lieu of delivering any or all of such shares in an amount equal to such number of shares *multiplied by* the merger termination redemption market value thereof.

The merger termination redemption market value means the arithmetic average of the daily VWAPs of our common stock for 20 consecutive trading days beginning on, and including, the 21st

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	scheduled trading day immediately preceding the scheduled merger termination redemption settlement date.
	In the event of a merger termination redemption, you will have the right to require us to repurchase any or all of your amortizing notes, as described under Description of the Amortizing Notes Repurchase of Amortizing Notes at the Option of the Holder.
Purchase Contract Agent:	U.S. Bank, National Association
The Amortizing Notes	
Issuer	Colfax Corporation, a Delaware corporation
Initial Principal Amount of Each Amortizing Note	$15.6099
Installment Payments	Each installment payment of $1.4375 per amortizing note (except for the April 15, 2019 installment payment, which will be $1.5014 per amortizing note) will be paid in cash and will constitute a partial repayment of principal and a payment of interest, computed at an annual rate of 6.50%. Interest will be calculated on the basis of a 360-day year consisting of twelve 30-day months. Payments will be applied first to the interest due and payable and then to the reduction of the unpaid principal amount, allocated as set forth on the amortization schedule set forth under Description of the Amortizing Notes Amortization Schedule.
Installment Payment Dates	Each January 15, April 15, July 15 and October 15, commencing on April 15, 2019, with a final installment payment date of January 15, 2022.
Ranking	The amortizing notes are our direct, unsecured and unsubordinated obligations and will rank equally with all of our other unsecured and unsubordinated indebtedness from time to time outstanding. See Description of the Amortizing Notes Ranking in this prospectus supplement.
	As of September 28, 2018, we had $1.1 billion of debt outstanding. As of September 28, 2018, our subsidiaries had approximately $2.5 billion of outstanding liabilities, in each case including trade payables, but

excluding intercompany liabilities.

Repurchase of Amortizing Notes at the Option of the Holder	In the event of a merger termination redemption, holders will have the right to require us to repurchase any or all of their amortizing notes for cash at the repurchase price as described under Description of the Amortizing Notes Repurchase of Amortizing Notes at the Option of the Holder.

Sinking Fund	None.
Trustee	U.S. Bank, National Association

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SUMMARY CONSOLIDATED HISTORICAL FINANCIAL DATA OF COLFAX

The following table presents summary historical consolidated financial data for Colfax as of the dates and for the periods indicated. The historical statement of income data and cash flow data for Colfax for the years ended December 31, 2015, 2016 and 2017 and the historical balance sheet data as of December 31, 2016 and 2017 have been obtained from our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2017, which is incorporated by reference into this prospectus supplement and accompanying prospectus. The historical statement of income data and cash flow data for Colfax for the nine months ended September 29, 2017 and September 28, 2018 and the historical balance sheet data as of September 28, 2018 have been obtained from Colfax s unaudited interim consolidated financial statements included in our Quarterly Report on Form 10-Q for the quarter ended September 28, 2018, which is incorporated by reference into this prospectus supplement and accompanying prospectus. The historical balance sheet data as of September 29, 2017 has been derived from Colfax s unaudited consolidated financial statements included in our Quarterly Report on Form 10-Q for the quarter ended September 29, 2017, which is incorporated by reference into this prospectus supplement or accompanying prospectus.

The results of operations for the nine months ended September 28, 2018 were prepared on a basis consistent with our audited consolidated financial statements and, in the opinion of management, include all adjustments consisting only of normal and recurring adjustments, necessary for a fair statement of the results for those periods. Such results of operations are not necessarily indicative of the results that may be expected for the entire year ending December 31, 2018, and you should not assume the results of operations for any past periods indicate results for any future period. The information set forth below should be read together with the other information contained in our Annual Report on Form 10-K for the year ended December 31, 2017 and our Quarterly Report on Form 10-Q for the quarter ended September 28, 2018, including the sections entitled Management s Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and related notes therein. See the section entitled Incorporation by Reference.

	Year Ended December 31,			Nine Month Period Ended	
	2015	2016	2017	September 29, 2017	September 28, 2018
		(audited)		(unaudited)	
Dollars in thousands					
Statement of Income Data:					
Net sales	$ 3,434,352	$ 3,185,753	$ 3,300,184	$ 2,426,101	$ 2,681,586
Operating income	265,620	236,800	29,151	205,111	188,056
Specific costs included in Operating income:					
Restructuring and other related charges	56,822	58,496	68,351	23,131	40,791
Goodwill and intangible asset impairment	1,486	238	152,700		
Pension settlement loss (gain)	(582)	48	46,933		
Net (loss) income from continuing operations	176,950	154,752	(54,540)	129,877	137,285
Net (loss) income per share from continuing operations diluted	1.26	1.12	(0.59)	0.94	1.03
	0.08	(0.08)	1.81	0.17	(0.26)

Net income (loss) per share from discontinued operations diluted					
Balance Sheet and Other Data at period end:					
Cash and cash equivalents	178,993	208,814	262,019	260,414	285,900
Total assets	6,732,919	6,338,440	6,709,697	6,838,316	6,446,229
Total debt, including current portion	1,417,547	1,292,144	1,061,071	1,340,488	1,142,009
Other Financial Data:					
Adjusted EBITDA[(1)]	$ 454,659	$ 421,643	$ 422,131	$ 317,657	$ 337,079

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(1) We define Adjusted EBITDA as operating income, depreciation and amortization charges, further adjusted to eliminate the impact of certain items that we do not consider indicative of our ongoing operating performance. We reconcile to Adjusted EBITDA to operating income because it is the most directly comparable GAAP measure. These further adjustments are itemized below. You are encouraged to evaluate these adjustments and the reasons we consider them appropriate for supplemental analysis. In evaluating Adjusted EBITDA, you should be aware that in the future we may incur expenses that are the same as or similar to some of the adjustments in this presentation. Our presentation of Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items.

The table below reconciles Adjusted EBITDA and Adjusted EBITDA margin to operating income for the periods presented.

	Year Ended December 31,			Nine Month Period Ended	
	2015	**2016**	**2017**	**September 29, 2017**	**September 28, 2018**
Dollars in thousands					
Operating income	$ 265,620	$ 236,800	$ 29,151	$ 205,111	$ 188,056
Restructuring and other related charges	56,822	58,496	68,351	23,131	40,791
Goodwill and intangible asset impairment charge	1,486	238	152,700		
Pension Settlement loss (benefit)	(582)	48	46,933		
Loss on deconsolidation of Venezuelan subsidiary		495			
Adjusted operating income:	323,346	296,077	297,135	228,242	228,847
Depreciation & amortization	129,022	124,073	123,692	89,063	105,172
Inventory Step-up	2,291	1,493	1,304	352	3,060
Adjusted EBITDA	$ 454,659	$ 421,643	$ 422,131	$ 317,657	$ 337,079
Adjusted EBITDA margin[1]	13.2%	13.2%	12.8%	13.1%	12.6%
Capital expenditures	(62,388)	(55,042)	(53,386)	(28,949)	(40,246)
Free cash flow[2]	392,271	366,601	368,745	288,708	296,833

(1) We define Adjusted EBITDA Margin as Adjusted EBITDA as a percentage of operating income for the period.

(2) We define free cash flow as Adjusted EBITDA less capital expenditures.

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SUMMARY HISTORICAL CONSOLIDATED FINANCIAL DATA OF DJO

The following table presents summary historical consolidated financial data for DJO as of the dates and for the periods indicated. The balance sheet data as of December 31, 2015, 2016 and 2017 and the statement of income data for the years ended December 31, 2015, 2016 and 2017 have been obtained from DJO s audited annual consolidated financial statements, which are included in this prospectus supplement. The financial data as of and for the nine-months ended September 30, 2017 and September 29, 2018 have been obtained from DJO s unaudited, interim condensed consolidated financial statements, which are included in this prospectus supplement.

The results of operations for the nine month period ended September 29, 2018 are not necessarily indicative of the results that may be expected for the entire year ending December 31, 2018, and you should not assume the results of operations for any past periods indicate results for any future period. The information set forth below should be read together with the other information contained in DJO s audited annual consolidated financial statements and unaudited interim condensed consolidated financial statements, which are included in this prospectus supplement.

	Year Ended December 31,			Nine Month Period Ended	
Dollars in thousands	**2015**	**2016**	**2017**	**September 30, 2017**	**September 29, 2018**
		(audited)		**(unaudited)**	
Statement of Income Data:					
Net Sales	$ 1,113,627	$ 1,155,288	$ 1,186,206	$ 874,011	$ 891,517
Costs and operating expenses:					
Cost of sales	466,019	511,414	498,107	366,779	375,780
Selling, general and administrative	454,724	490,693	510,523	391,967	351,459
Research and development	35,105	37,710	35,429	27,066	30,687
Amortization of intangible assets	79,964	76,526	66,146	50,713	44,445
Impairment of goodwill		160,000			
	1,035,812	1,276,343	1,110,205	836,525	802,371
Operating income (loss)	77,815	(121,055)	76,001	37,486	89,146
Other expense:					
Interest expense, net	(172,290)	(170,082)	(174,238)	(129,446)	(136,299)
Loss on modification and extinguishment of debt	(68,473)				
Other income (expense), net	(7,303)	(2,534)	2,113	2,008	(1,040)
	(248,066)	(172,616)	(172,125)	(127,438)	(137,339)
Loss before income taxes	(170,251)	(293,671)	(96,124)	(89,952)	(48,193)
Income tax (benefit) provision	12,256	(6,853)	(60,720)	(6,677)	(12,201)
Net loss from continuing operations	(182,507)	(286,818)	(35,404)	(96,629)	(60,394)
	(157,580)	1,138	309	228	486

Net income (loss) from discontinued operations					
Net loss	(340,087)	(285,680)	(35,095)	(96,401)	(59,908)
Net income attributable to noncontrolling interests	(840)	(623)	(799)	(644)	(846)