

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Form 3 Holdings Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Form 4 Transactions Reported.

1. Name and Address of Reporting Person * <u>RALES MITCHELL P</u> (Last) (First) (Middle) 11790 GLEN ROAD (Street) POTOMAC MD 20854 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Colfax CORP [CFX]</u> 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2019 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock, par value \$.001	10/22/2019		G	230,000	D	\$0.00	2,462,007	D	
Common Stock, par value \$.001	10/23/2019		G	100,000	D	\$0.00	2,362,007	D	
Common Stock, par value \$.001	10/24/2019		G	10,000	D	\$0.00	2,352,007	D	
Common Stock, par value \$.001	10/25/2019		G	140,000	D	\$0.00	2,212,007	D	
Common Stock, par value \$.001	10/28/2019		G	50,000	D	\$0.00	2,162,007	D	
Common Stock, par value \$.001	10/29/2019		G	75,000	D	\$0.00	2,087,007	D	
Common Stock, par value \$.001	10/31/2019		G	75,000	D	\$0.00	2,012,007	D	
Common Stock, par value \$.001	11/15/2019		G	1,500	D	\$0.00	2,010,507	D	
Common Stock, par value \$.001							6,000,000	I	By single member LLCs ⁽¹⁾
Common Stock, par value \$.001							19,388	I	By Capital Yield Corporation ⁽²⁾
Common Stock, par value \$.001							11,500	I	By trust for daughter
Common Stock, par value \$.001							2,850	I	By trust for daughter
Common Stock, par value \$.001							28,000	I	By spouse ⁽³⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. The reported shares are held through single-member LLCs, of which a revocable trust with the Reporting Person as the sole trustee and beneficiary is the sole member of these LLCs.
2. These shares were held by an entity of which Mitchell P. Rales and Steven M. Rales were the sole stockholders. The reporting person disclaimed beneficial ownership of these securities to the extent that they were beneficially owned by Steven M. Rales.
3. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. Neither this filing nor anything contained herein shall be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 13 of the Securities Exchange Act of 1934 or otherwise.

Remarks:

Form 2 of 2

/s/ Mitchell P. Rales

02/14/2020

** Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.