Colfax CORP Form 3 May 07, 2008

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

response...

January 31, 2005

0.5

Estimated average burden hours per

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

À RALES MITCHELL P

(Last)

(First)

(Middle)

(Zip)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Statement

(Month/Day/Year)

05/07/2008

Colfax CORP [CFX]

2099 PENNSYLVANIA AVENUE, N.W., 12TH

FLOOR

(Street)

4. Relationship of Reporting

Person(s) to Issuer

Filed(Month/Day/Year)

5. If Amendment, Date Original

(Check all applicable)

X Director Officer

__X__ 10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

WASHINGTON, DCÂ 20006

(State)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

(City)

(Instr. 4)

2. Amount of Securities

Beneficially Owned

3. Ownership Form: Direct (D)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

or Indirect (I) (Instr. 5)

Series A Convertible Preferred Stock, par

Series A Convertible Preferred Stock, par

9,126,222

Common Stock, par value \$.001

Â D

Â

value \$.001

4,571.0175

D

 $I^{(1)}$ By Capital Yield Corporation

Common Stock, par value \$.001 Series A Convertible Preferred Stock, par 19,388

By Colfax Capital Corporation

value \$.001

value \$.001

130,964.811 34,677.982

I (1)

I (1)

By Janalia Corporation

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

SEC 1473 (7-02)

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

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

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
RALES MITCHELL P 2099 PENNSYLVANIA AVENUE N.W., 12TH FLOOR WASHINGTON, DC 20006	ÂX	ÂX	Â	Â	

Signatures

/s/ Thomas M. O'Brien, Attorney-in-Fact 05/07/2008

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Date

(1) These shares are held by entities of which Mitchell P. Rales and Steven M. Rales are the sole stockholders. The reporting person disclaims beneficial ownership of those securities owned by Steven M. Rales.

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Remarks:

Exhibit List Exhibit 24 - Power of Attorney for Â Mitchell Â P. Rales

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

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