

Colfax CORP  
Form 8-K  
February 12, 2014

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 12, 2014**

**Colfax Corporation**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-34045**  
**(Commission**

**File Number)**  
**8170 Maple Lawn Boulevard, Suite 180**

**54-1887631**  
**(I.R.S. Employer**

**Identification No.)**

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**Fulton, MD 20759**

**(Address of Principal Executive Offices) (Zip Code)**

**(301) 323-9000**

**(Registrant's telephone number, including area code)**

**Not applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

On February 12, 2014, Colfax Corporation (the Company ) entered into a Conversion Agreement with BDT CF Acquisition Vehicle, LLC (the BDT Investor ) pursuant to which the BDT Investor, the sole holder of the Company s Series A Perpetual Convertible Preferred Stock ( Series A Preferred Stock ) exercised its option to convert its 13,877,552 shares of Series A Preferred Stock into 12,173,291 shares of the Company s common stock, which conversion occurred on February 12, 2014. In connection with the conversion, the Company agreed to pay to the BDT Investor approximately \$23.4 million, which is equivalent to the aggregate amount of dividends that would have been payable on the Series A Preferred Stock, at an assumed per annum rate of 6% of its liquidation preference, through the third anniversary of its issuance, at which time the Company would have had the right to convert the Series A Preferred Stock into common stock at any time at its option subject to certain conditions.

The shares of the Company s common stock beneficially owned by the BDT Investor represent approximately 14% of the voting rights in respect of the Company s issued share capital.

**Item 7.01 Regulation FD Disclosure.**

On February 12, 2014, the Company issued the press releases furnished as Exhibits 99.1 and 99.2 to this report regarding (i) the Company s agreement to acquire Victor Technologies Holdings, Inc. and the conversion of all of the Company s outstanding Series A Preferred Stock, and (ii) a public offering of common stock by the Company. The press releases are incorporated in this Item 7.01 by reference.

**Item 8.01 Other Events.**

On February 12, 2014, the Company entered into a definitive agreement to acquire Victor Technologies Holdings, Inc., a global manufacturer of advanced cutting, gas control and specialty welding solutions. This agreement is filed as Exhibit 99.3 to this report.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

- 10.1 Conversion Agreement, dated as of February 12, 2014, between Colfax Corporation and BDT CF Acquisition Vehicle, LLC.
- 99.1 Colfax Corporation press release dated February 12, 2014 regarding agreement to acquire Victor Technologies Holdings, Inc. and conversion of outstanding Series A Perpetual Convertible Preferred Stock.
- 99.2 Colfax Corporation press release dated February 12, 2014 regarding equity offering.
- 99.3 Agreement and Plan of Merger, dated as of February 12, 2014, among Colfax Corporation, Hugo Merger Co., Victor Technologies Holdings, Inc. and Irving Place Capital Management, L.P.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**Colfax Corporation**

By: /s/ C. Scott Brannan

C. Scott Brannan

Senior Vice President, Finance and Chief  
Financial Officer

Date: February 12, 2014

**EXHIBIT INDEX**

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