

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

SCHEDULE 14A INFORMATION  
Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934

Filed by the Registrant

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- Preliminary Proxy Statement.
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2)).
- Definitive Proxy Statement.
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Colfax Corporation

(Name of Registrant as Specified In Its Charter)

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COLFAX CORPORATION

8170 Maple Lawn Boulevard, Suite 180  
Fulton, Maryland 20759

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

April 3, 2014

To Our Stockholders:

Notice is hereby given that the 2014 Annual Meeting of Stockholders (the "Annual Meeting") of Colfax Corporation will be held at the Maple Lawn Community Center located at 7600 Maple Lawn Boulevard, Fulton, Maryland 20759 on Wednesday, May 14, 2014 at 3:00 p.m., local time, for the following purposes:

1. To elect the nine members of the Board of Directors named in the attached proxy statement;
2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2014;
3. To hold an advisory vote to approve our executive compensation; and
4. To consider any other matters that properly come before the Annual Meeting or any adjournment or postponement thereof.

The accompanying proxy statement describes the matters to be considered at the Annual Meeting. Only stockholders of record at the close of business on March 20, 2014 are entitled to notice of, and to vote at, the Annual Meeting and at any adjournments or postponements thereof.

We are pleased to take advantage of the Securities and Exchange Commission rules that allow us to furnish our proxy materials and our annual report to stockholders on the Internet. We believe that posting these materials on the Internet enables us to provide our stockholders with the information that they need more quickly while lowering our costs of printing and delivery and reducing the environmental impact of our Annual Meeting.

As a stockholder of Colfax, your vote is important. Whether or not you plan to attend the Annual Meeting in person, we urge you to vote your shares at your earliest convenience.

By Order of the Board of Directors

A. Lynne Puckett  
Secretary

Fulton, Maryland  
April 3, 2014

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COLFAX CORPORATION

8170 Maple Lawn Boulevard, Suite 180  
Fulton, Maryland 20759

PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS

May 14, 2014

This Proxy Statement (the "Proxy Statement") is furnished in connection with the solicitation by the Board of Directors (the "Board") of Colfax Corporation (hereinafter, "Colfax," "we," "us" and the "Company") of proxies for use at the 2014 Annual Meeting of Stockholders (the "Annual Meeting") to be held at the Maple Lawn Community Center located at 7600 Maple Lawn Boulevard, Fulton, Maryland 20759 on Wednesday, May 14, 2014, at 3:00 p.m. local time, and at any adjournments or postponements thereof. The Board has made this Proxy Statement and the accompanying Notice of Annual Meeting available on the Internet. We first made these materials available to the Company's stockholders entitled to vote at the Annual Meeting on or about April 3, 2014.

The purpose of the meeting is to: elect the nine members of the Board named in this Proxy Statement; ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014; hold an advisory vote to approve our executive compensation, as described in this Proxy Statement; and consider any other matters that properly come before the Annual Meeting or any adjournment or postponement thereof.

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be Held on May 14, 2014: Our Annual Report to Stockholders and this Proxy Statement are available at [www.proxyvote.com](http://www.proxyvote.com).

Pursuant to the "notice and access" rules adopted by the Securities and Exchange Commission, we have elected to provide stockholders access to our proxy materials primarily over the Internet. Accordingly, on or about April 3, 2014 we sent a Notice of Internet Availability of Proxy Materials (the "Notice") to our stockholders entitled to vote at the Annual Meeting as of the close of business on March 20, 2014, the record date of the meeting. The Notice includes instructions on how to access our proxy materials over the Internet and how to request a printed copy of these materials. In addition, by following the instructions in the Notice, stockholders may request to receive proxy materials in printed form by mail or electronically by e-mail on an ongoing basis.

Choosing to receive your future proxy materials by e-mail will save us the cost of printing and mailing documents to you and will reduce the impact of our annual meetings on the environment. If you choose to receive future proxy materials by e-mail, you will receive an e-mail next year with instructions containing a link to those materials and a link to the proxy voting site. Your election to receive proxy materials by e-mail will remain in effect until you terminate it.

OUTSTANDING STOCK AND VOTING RIGHTS

The Board has fixed the close of business on March 20, 2014 (the "Record Date") as the record date for determining the stockholders entitled to notice of, and to vote at, the Annual Meeting. Only stockholders of record on that date will be entitled to vote. Proxies will be voted as specified in the stockholder's proxy. In the absence of specific instructions, proxies will be voted in accordance with the Company's recommendations and in the discretion of the proxy holders on any other matter which properly comes before the meeting or any adjournment or postponement thereof. The

Board has selected Mitchell P. Rales and Steven E. Simms to act as proxies with full power of substitution.

Any stockholder of record giving a proxy has the power to revoke the proxy at any time before it is exercised by either (i) delivering a written notice of revocation to Colfax Corporation at 8170 Maple Lawn Boulevard, Suite 180, Fulton, Maryland 20759, Attn: Corporate Secretary, (ii) delivering prior to the Annual Meeting a properly executed and subsequently dated proxy, or (iii) attending the Annual Meeting and voting in person. Attendance at the Annual Meeting will not cause your previously granted proxy to be revoked unless you specifically so request. A beneficial stockholder who owns common stock in street name, meaning through a bank, broker or other nominee, should contact that entity to revoke a previously given proxy.

The Company will bear the total expense of this solicitation, including reimbursement paid to brokerage firms and others for their expenses in forwarding material regarding the Annual Meeting to beneficial owners. Solicitation of proxies may be made

personally or by mail, telephone, Internet, e-mail or facsimile by officers and other management employees of the Company, who will receive no additional compensation for their services.

The holders of shares of the Company's common stock are entitled to vote at the Annual Meeting. As of the Record Date, 123,562,063 shares of the Company's common stock were outstanding. Each outstanding share of the Company's common stock entitles the holder to one vote on all matters brought before the Annual Meeting.

A list of stockholders of record as of the Record Date will be available for inspection during ordinary business hours at our corporate headquarters located at 8170 Maple Lawn Boulevard, Suite 180, Fulton, Maryland 20759, for 10 days prior to the date of our Annual Meeting. The list will also be available for inspection at the Annual Meeting.

The quorum necessary to conduct business at the Annual Meeting consists of a majority of the shares of the Company's stock outstanding on the Record Date and entitled to vote at the Annual Meeting, either present in person or represented by proxy. Abstentions and broker non-votes (described below) are counted for purposes of determining the presence or absence of a quorum. In accordance with the Company's Amended and Restated Bylaws (the "Bylaws"), to be elected each director nominee must receive a majority of the votes cast with respect to that director's election. Incumbent directors nominated for election by the Board are required, as a condition to such nomination, to submit a conditional letter of resignation to the Chairman of the Board. In the event that a nominee for director does not receive a majority of the votes cast at the Annual Meeting with respect to his or her election, the Board will promptly consider whether to accept or reject the conditional resignation of that nominee, or whether other action should be taken. The Board will then take action and will publicly disclose its decision and the rationale behind it no later than 90 days following the certification of election results.

The affirmative vote of a majority of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote is required for the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014 and for the approval of the advisory vote on our executive compensation.

Abstentions will have no effect on the election of directors but will have the same effect as a vote against the ratification of the appointment of Ernst & Young LLP or the approval of the advisory vote on our executive compensation.

Under the rules of the New York Stock Exchange (the "NYSE"), on the ratification of the selection of our registered public accounting firm, brokerage firms may vote in their discretion on behalf of clients who have not furnished voting instructions. In contrast, brokerage firms that have not received voting instructions from their clients may not vote on the election of our directors and the approval of the advisory vote on our executive compensation, resulting in a "broker non-vote" on these proposals. Broker non-votes are not counted in determining whether a director nominee is elected or whether the election of directors, advisory vote on our executive compensation is approved.

Only stockholders as of the Record Date are entitled to attend the Annual Meeting in person. The names of stockholders of record will be on a list at the Annual Meeting and such stockholders may gain entry with a government-issued photo identification, such as a driver's license, state-issued ID card, or passport. Beneficial stockholders who own common stock in street name, meaning through a bank, broker or other nominee, must present a government-issued photo identification and proof of beneficial stock ownership as of the Record Date (such as the Notice of Internet Availability, a copy of the proxy card received if one was sent to the stockholder or an account statement or other similar evidence showing stock ownership as of the Record Date) in order to gain entry to the Annual Meeting. Representatives of an entity that owns stock of the Company must present government-issued photo identification, evidence that they are the entity's authorized representative or proxyholder and, if the entity is a

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beneficial owner, proof of the entity's beneficial stock ownership as of the Record Date. A person who is not a stockholder will be entitled to admission only if he or she presents a valid legal proxy from a stockholder of record and government-issued photo identification. Please note that the use of cameras (including cell phones with photographic capabilities), recording devices and other electronic devices is strictly prohibited at the meeting.

## PROPOSAL 1

### ELECTION OF DIRECTORS

The Company's directors will be elected at the Annual Meeting to serve until the next annual meeting of the Company and until their successors are duly elected and qualified. At the recommendation of the Nominating and Corporate Governance Committee, the Board has nominated the following persons to serve as directors for the term beginning at the Annual Meeting on May 14, 2014: Mitchell P. Rales, Steven E. Simms, Clay H. Kiefaber, Patrick W. Allender, Thomas S. Gayner, Rhonda L. Jordan, San W. Orr, III, A. Clayton Perfall, and Rajiv Vinnakota. All nominees are currently serving on the Board.

Mr. Orr was nominated for election to the Board pursuant to the Company's Amended and Restated Certificate of Incorporation, which provides BDT CF Acquisition Vehicle, LLC (the "BDT Investor") the right, among other things, to nominate for election to the Board and certain of its committees (subject to applicable law and the listing standards of the NYSE) up to 2 of 11 directors, depending on the beneficial ownership of the BDT Investor (and certain of its permitted transferees) of the Company's securities. Based on the BDT Investor's beneficial ownership of 13.1% of our outstanding common stock as the Record Date, the BDT Investor currently has the right to nominate one director for election to the Board. Mr. Orr has not been named to any committees of the Board. Mr. Orr is a Partner and the Chief Operating Officer of BDT Capital Partners, LLC ("BDT Capital"), the ultimate parent company of the BDT Investor and an affiliate of BDT & Company, LLC. The nomination rights granted to the BDT Investor were approved in connection with the Company's acquisition of the entire share capital of Charter International plc (the "Charter Acquisition"), pursuant to which the Company, on September 12, 2011, entered into a securities purchase agreement with the BDT Investor. Information regarding certain related person transactions with BDT & Company, LLC and its affiliates is provided below under "Certain Relationships and Related Person Transactions."

#### Director Qualifications

The Nominating and Corporate Governance Committee considers, among other things, the following criteria in selecting and, in the case of nominations made by the BDT Investor and other stockholders, reviewing director nominees:

- personal and professional integrity;
- skills, business experience and industry knowledge useful to the oversight of the Company based on the perceived needs of the Company and the Board at any given time;
- the ability and willingness to devote the required amount of time to the Company's affairs, including attendance at Board and committee meetings;
- the interest, capacity and willingness to serve the long-term interests of the Company and its stockholders; and
- the lack of any personal or professional relationships that would adversely affect a candidate's ability to serve the best interests of the Company and its stockholders.

Pursuant to its charter, the Nominating and Corporate Governance Committee also reviews, among other qualifications, the perspective, broad business judgment and leadership, business creativity and vision, and diversity of potential directors, all in the context of the needs of the Board at that time. We believe that Board membership should reflect diversity in its broadest sense, including persons diverse in geography, gender, and ethnicity, and we seek independent directors who represent a mix of backgrounds and experiences that will enhance the quality of the Board's deliberations and decisions. The charter of the Nominating and Corporate Governance Committee affirmatively recognizes diversity as one of the criteria for consideration in the selection of director nominees, and in its deliberations and discussions concerning potential director appointments the Nominating and Corporate Governance Committee has paid particular attention to diversity together with all other qualifying attributes. In addition, the Nominating and Corporate Governance Committee annually considers its effectiveness in achieving



these objectives as a part of its assessment of the overall composition of the Board. The Nominating and Corporate Governance Committee looks for candidates with the expertise, skills, knowledge and experience that, when taken together with that of other members of the Board, will lead to a Board that is effective, collegial and responsive to the needs of the Company. As further discussed below, numerous members of our Board have experience with the business systems that are an integral part of our Company culture. In addition, we feel that the familiarity of certain Board members with our business system from their work experiences at Danaher Corporation and at our Company, combined with strong input from varied and sophisticated business backgrounds, provides us with a Board that is both functional and collegial while able to draw on a broad range of expertise in the consideration of complex issues.

The biographies of each of the nominees below contain information regarding the experiences, qualifications, attributes or skills that the Nominating and Corporate Governance Committee and the Board considered in determining that the person should serve as a director of the Company.

The Board has been informed that all of the nominees listed below are willing to serve as directors, but if any of them should decline or be unable to act as a director, the individuals named in the proxies may vote for a substitute designated by the Board. The Company has no reason to believe that any nominee will be unable or unwilling to serve.

#### Nominees for Director

The names of the nominees for director, their ages as of March 20, 2014, principal occupations, employment and other public company board service during at least the last five years, periods of service as a director of the Company, and the experiences, qualifications, attributes and skills of each nominee are set forth below:

Mitchell P. Rales (57) is a co-founder of Colfax and has served as a director of the Company since its founding in 1995. He is the Chairman of our Board of Directors. Mr. Rales is a co-founder and has served as a member of the Board of Directors of Danaher Corporation since 1983 and as Chairman of Danaher's Executive Committee since 1984. He has been a principal in a number of private business entities with interests in manufacturing companies and publicly traded securities for over 25 years. Mr. Rales was instrumental in the founding of our Company and has played a key leadership role on our Board since that time. He helped create the Danaher Business System, on which the Colfax Business System is modeled, and has provided critical strategic guidance to the Company during its development and growth. In addition, as a result of Mr. Rales' substantial ownership stake in our Company, he is well-positioned to understand, articulate and advocate for the rights and interests of the Company's stockholders.

Steven E. Simms (58) has served as a director of the Company since July 27, 2011 and has been our President and Chief Executive Officer since April 2012. Mr. Simms served as the Chairman of the Board of Directors of Apex Tools, a joint venture between the Danaher Tool Group and Cooper Tools from July 2010 until February 1, 2013 and is a former Executive Vice President of Danaher Corporation. Mr. Simms held a variety of leadership roles during his 11-year career at Danaher. He became Executive Vice President in 2000 and served in that role through his retirement in 2007, during which time he was instrumental in Danaher's international growth and success. He previously served as Vice President—Group Executive from 1998 to 2000 and as an executive in Danaher's tools and components business from 1996 to 1998. Prior to joining Danaher, Mr. Simms held roles of increasing authority at Black & Decker Corporation and the Quaker Oats Company. Mr. Simms' day-to-day leadership of Colfax, combined with his significant international business experience and familiarity with the Danaher Business System, gives the Board an invaluable Company-focused perspective supplemented by his global operational expertise.

Clay Kiefaber (58) has served as a director of the Company since May 13, 2008. He is our Executive Vice President, Chief Executive Officer ESAB Global and was previously our President and Chief Executive Officer from January 2010 through April 2012. Prior to joining Colfax as an executive in January 2010, he spent nearly 20 years in increasingly senior executive positions at Masco Corporation, a manufacturer of home improvement and building products and a provider of building services. Most recently, he was a Group President, where he was responsible for a \$2.8 billion group of building construction components. Prior to becoming a Group President at Masco, Mr. Kiefaber was Group Vice President of Masco Builder Cabinet Group. He previously spent 14 years in increasingly senior positions in Masco's Merillat Industries subsidiary. Mr. Kiefaber's background provides him with a deep understanding of manufacturing operations, strategy and lean business systems, and his crucial role at our largest business adds a key management viewpoint to our Board.

Patrick W. Allender (67) has served as a director of the Company since May 13, 2008. He is the former Executive Vice President and Chief Financial Officer of Danaher Corporation, where he served from 1987 until his retirement in 2007. Prior to joining Danaher, Mr. Allender was an audit partner with a large international accounting firm. Mr. Allender is a director of Brady Corporation, where he is a member of the audit and corporate governance committees

and the chairman of the finance committee, and a director of Diebold, Incorporated, where he is a member of the board governance committee and chairman of the audit committee. Mr. Allender's prior experience as the Chief Financial Officer of a publicly traded company provides him with substantial expertise in financial reporting and risk management. In addition, his familiarity with the Danaher Business System provides targeted insight on the nature of the Company's operations to the Board.

Thomas S. Gayner (52) has served as a director of the Company since May 13, 2008. He is President and Chief Investment Officer of Markel Corporation, a financial holding company whose principal business markets and underwrites specialty insurance products. Since 1990, Mr. Gayner has served as President of Markel Gayner Asset Management, Inc. Mr. Gayner served as a director of Markel Corporation from 1998 to 2003. Mr. Gayner currently serves on the Board of Directors of Graham Holdings Company. Mr. Gayner also serves as a director of 13 funds managed by The Davis Funds. Through his experience and investment knowledge with the Markel Corporation as well as his service on the boards and committees of other publicly traded companies, Mr. Gayner brings extensive leadership, financial acumen and public company expertise to our Board.

Rhonda L. Jordan (56) has served as a director of the Company since February 17, 2009. She served as President, Global Health & Wellness, and Sustainability for Kraft Foods Inc. until 2012 and in that role led the development of Kraft's health & wellness and sustainability strategies and plans for the company, including marketing, product development, technology, alliances and acquisitions. Prior to being named President, Health & Wellness in 2010, she was the President of the Cheese and Dairy business unit of Kraft. From 2006 to 2008 she served as the President of the Grocery business unit of Kraft and from 2004 to 2005 she was the Senior Vice President, Global Marketing of Kraft Cheese and Dairy. Ms. Jordan is a director of Ingredion Incorporated, where she is a member of the compensation committee, and of Bush Brothers & Company. Ms. Jordan's management and operations experience within a large, global corporation gives her an important strategic voice in Board deliberations, and her knowledge and decision making with respect to business unit development and sustainable top-line performance makes her a valued member of our Board.

San W. Orr, III (44) has served as a director of the Company since February 22, 2012. He is Partner & Chief Operating Officer of the investment firm BDT Capital Partners, LLC, a position he has held since 2011. Prior to joining BDT Capital in 2009, Mr. Orr spent over ten years at Goldman, Sachs & Co. in several positions, including Managing Director, GS Direct, Investment Banking Division, where he advised clients and led transaction teams on mergers and acquisitions, equity, convertible and debt financings. Mr. Orr's background also includes public accounting experience as well as bankruptcy, corporate and securities and finance and tax law. Mr. Orr's investment and transactional experience, as well as his vested interest as a director-nominee and Partner of a substantial Company stockholder, BDT Capital, adds both talent and further stockholder representation to our Board.

A. Clayton Perfall (55) has served as a director of the Company since September 21, 2010. He is currently an Operating Executive of Tailwind Capital, a private equity fund manager focused on growing middle market companies in the healthcare and business & communications services sectors. He previously served as the Chairman and Chief Executive Officer of Archway Marketing Services, Inc., a provider of marketing logistics and fulfillment services, from 2008 through 2013. From 2001 until 2008 Mr. Perfall served as the Chief Executive Officer and as a member of the Board of Directors of AHL Services, Inc. Mr. Perfall also served as the Chief Executive Officer of Union Street Acquisition Corp. from 2006 until 2008. He served as the Chief Financial Officer of Snyder Communications, Inc. from 1996 until 2000 and was previously a partner with a large international accounting firm. Mr. Perfall currently serves on the Boards of Directors of RT Acquisition Corp. and Comstock Holding Companies, Inc., and previously served on the Boards of Directors of Archway Marketing Services, Inc. from 2008 until 2013 and inVentiv Health, Inc. from 1999 to 2010. He is currently the audit committee chairman for Comstock Homebuilding Companies, Inc. and served as the chair of the audit committee during his time on the board of inVentiv Health. Mr. Perfall's significant financial expertise and experience as an audit committee chairman and public company Chief Financial Officer, combined with his substantial executive leadership background, is an asset both to our Board and to our Audit Committee.

Rajiv Vinnakota (43) has served as a director of the Company since May 13, 2008. He is the Co-Founder and Chief Executive Officer of The SEED Foundation, a non-profit educational organization, at which he has served since 1997. Mr. Vinnakota was the chairman of The SEED Foundation board from 1997 until 2006. Prior to co-founding SEED, Mr. Vinnakota was an associate at Mercer Management Consulting. He was also a trustee of Princeton University from 2004 until 2007 and a member of the Executive Committee of the Princeton University Board of Directors from 2006 to 2007, and he served as the national chairman of Annual Giving at Princeton from 2007 until 2009. Mr. Vinnakota's management experience, combined with his experience in the non-profit sector, brings a valuable perspective to our Board.

The Board unanimously recommends that stockholders vote "FOR" the election of each of the nominees for director listed above.



## CORPORATE GOVERNANCE

### Director Independence

Our Corporate Governance Guidelines require that a majority of our Board members be "independent" under the NYSE's listing standards. In addition, the respective charters of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee require that each member of these committees be "independent" under the NYSE's listing standards and, with respect to the Audit Committee, under the applicable SEC rules. In order for a director to qualify as "independent," our Board must affirmatively determine that the director has no material relationship with the Company that would impair the director's independence. Our Board undertook its annual review of director independence in February 2014. The Board has determined that Mr. Allender, Mr. Gayner, Ms. Jordan, Mr. Perfall, and Mr. Vinnakota each qualify as "independent" under the NYSE's listing standards. In reaching a determination on these directors' independence, the Board considered that neither the directors nor their immediate family members have within the past three years had any direct or indirect business or professional relationships with the Company other than in their capacity as directors.

The independent members of our Board must hold at least two "executive session" meetings each year without the presence of management. If the Chair of the Board is not an independent director, the independent directors select an independent director to serve as Chairperson for each executive session. In general, the meetings of independent directors are intended to be used as a forum to discuss such topics as they deem necessary or appropriate. Mr. Allender serves as the presiding director of the independent director executive sessions and as such leads the independent directors during these sessions.

### Board of Directors and its Committees

The Board and its committees meet regularly throughout the year, and may also hold special meetings and act by written consent from time to time. The Board held a total of eight meetings during the year ended December 31, 2013, including five regularly scheduled meetings and three special meetings. During this time each director attended 100% of the aggregate number of regularly scheduled meetings held by the Board and all committees of the Board on which such director served and each director attended 95% of the special meetings held by the Board. During 2013, no director attended fewer than 75% of the total number of meetings of the Board and committees of the Board on which such director served. Our Corporate Governance Guidelines request Board members to make every effort to attend our annual meeting of stockholders. All directors attended our annual meeting of stockholders in 2013.

The Board has a standing Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee. The charters for the Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee are available on the Company's website at [www.colfaxcorp.com](http://www.colfaxcorp.com) on the Investors page under the Corporate Governance tab. These materials also are available in print to any stockholder upon request. The Board committees review their respective charters on an annual basis. The Nominating and Corporate Governance Committee oversees an annual evaluation of the Board and each committee's operations and performance.

### Audit Committee

Our Audit Committee met 10 times during the year ended December 31, 2013. The Audit Committee is responsible, among its other duties and responsibilities, for overseeing our accounting and financial reporting processes, the audits of our financial statements, the qualifications of our independent registered public accounting firm, and the performance of our internal audit function and independent registered public accounting firm. The Audit Committee reviews and assesses the qualitative aspects of our financial reporting, our processes to manage business and financial

risks, and our compliance with significant applicable legal, ethical and regulatory requirements. The Audit Committee is directly responsible for the appointment, compensation, retention and oversight of our independent registered public accounting firm. The members of our Audit Committee are Mr. Perfall, Chair, Mr. Allender and Mr. Gayner. The Board has determined that Mr. Perfall qualifies as an "audit committee financial expert," as that term is defined under the SEC rules. The Board has determined that each member of our Audit Committee is independent and financially literate under the NYSE's listing standards and that each member of our Audit Committee is independent under the standards of Rule 10A-3 under the Securities Exchange Act of 1934 (the "Exchange Act").

#### Nominating and Corporate Governance Committee

Our Nominating and Corporate Governance Committee met five times during the year ended December 31, 2013. The Nominating and Corporate Governance Committee is responsible for recommending candidates for election to the Board. The committee is also responsible, among its other duties and responsibilities, for making recommendations to the Board or otherwise acting with respect to corporate governance policies and practices, including Board size and membership qualifications, new

director orientation, committee structure and membership, related person transactions, succession planning for our Chief Executive Officer and other key executive officers, and communications with stockholders and other interested parties. The members of our Nominating and Corporate Governance Committee are Mr. Allender, Chair, Ms. Jordan and Mr. Vinnakota. The Board has determined that each member of our Nominating and Corporate Governance Committee is independent under the NYSE's listing standards.

#### Compensation Committee

Our Compensation Committee met six times during the year ended December 31, 2013. The Compensation Committee is responsible, among its other duties and responsibilities, for determining and approving the compensation and benefits of our Chief Executive Officer and other executive officers, monitoring compensation arrangements applicable to our Chief Executive Officer and other executive officers in light of their performance, effectiveness and other relevant considerations and adopting and administering our equity and incentive plans. The members of our Compensation Committee are Ms. Jordan, Chair, Mr. Gayner and Mr. Vinnakota. The Board has determined that each member of our Compensation Committee is an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, a "non-employee director" within the meaning of SEC Rule 16b-3, and is independent under the NYSE's listing standards for directors and compensation committee members.

The Compensation Committee annually reviews and approves the corporate goals and objectives relevant to the compensation of our Chief Executive Officer, evaluates his performance in light of those goals and objectives, and determines his compensation level based on that analysis. The Compensation Committee also annually reviews and approves all elements of the compensation of our other executive officers. Our Chief Executive Officer plays a significant role in developing and assessing achievement against the goals and objectives for other executive officers and makes compensation recommendations to the Compensation Committee based on these evaluations. The Compensation Committee also administers all of the Company's incentive compensation plans and equity-based compensation plans. The Compensation Committee makes recommendations to the Board regarding compensation of all executive officer hires, all elements of director compensation, and for adoption or certain amendments to incentive or equity-based compensation plans. The Compensation Committee also assists the Board in its oversight of risk related to the Company's compensation policies and practices applicable to all Colfax associates. For further information on our compensation practices, including a description of our processes and procedures for determining compensation, the scope of the Compensation Committee's authority and management's role in compensation determinations, please see the Compensation Discussion and Analysis section of this Proxy Statement, which begins on page 17.

Since April 2009, our Compensation Committee has engaged Frederic W. Cook & Co. ("Cook & Co.") as its independent compensation consultant to, among other things, formulate an appropriate peer group to be used by the Compensation Committee and to provide competitive comparison data and other compensation consulting services as requested by the Compensation Committee. Additional information on the nature of the information and services provided by the independent compensation consultant can be found below in the Compensation Discussion and Analysis.

#### Compensation Committee Interlocks and Insider Participation

No member of the Compensation Committee is, or during the last fiscal year was, an officer or an employee of the Company or any of its subsidiaries, and no Compensation Committee member has any interlocking or insider relationship with the Company which is required to be reported under the rules of the SEC.

#### Identification of Director Candidates and Director Nomination Process



The Nominating and Corporate Governance Committee considers candidates for Board membership suggested by its members and other Board members, as well as by management and stockholders. Further, as discussed above under "Election of Directors," the Company's Amended and Restated Certificate of Incorporation provides the BDT Investor the right, among other things, to nominate for election to the Board and certain of its committees (subject to applicable law and the listing standards of the NYSE) up to 2 of 11 directors, depending on the beneficial ownership of the BDT Investor (and certain of its permitted transferees) of the Company's securities from time to time. Based on the BDT Investor's beneficial ownership of 13.1% of our outstanding common stock as the Record Date, the BDT Investor has the right to nominate one director for election to the Board. The Nominating and Corporate Governance Committee evaluates candidates submitted by stockholders, including the BDT Investor, in the same manner as other candidates identified to it. The Nominating and Corporate Governance Committee may also use outside consultants to assist in identifying candidates. The Nominating and Corporate Governance Committee is responsible for assessing whether a candidate may qualify as an independent director. Each possible candidate is discussed and evaluated in detail before being recommended to the Board.

The Nominating and Corporate Governance Committee recommends, and the Board nominates, candidates to stand for election as directors. Stockholders may nominate persons to be elected as directors and, as noted above, may suggest candidates for consideration by the Nominating and Corporate Governance Committee. If a stockholder wishes to suggest a person to the Nominating and Corporate Governance Committee for consideration as a director candidate, he or she must provide the same information as required of a stockholder who intends to nominate a director pursuant to the procedures contained in Section 3.3 of our Bylaws, in accordance with the same deadlines applicable to director nominations, as described below under "General Matters—Stockholder Proposals and Nominations."

#### Board Leadership Structure

Our Corporate Governance Guidelines specify that the positions of Chairman of the Board and Chief Executive Officer shall be held by separate persons. We believe that this structure is appropriate given the differences between the two roles in our current management structure. Our Chief Executive Officer, among other duties, is responsible for setting the strategic direction for the Company and the day-to-day leadership and performance of the Company, while the Chairman of our Board, among other responsibilities, provides guidance to the Chief Executive Officer, takes an active role in setting the agenda for Board meetings and presides over meetings of the full Board. Our current Chairman, Mr. Rales, is not an independent director and, as noted above in "Director Independence," Mr. Allender serves as the presiding director for independent director executive sessions and as such leads the independent directors during these sessions.

#### Board's Role in Risk Oversight

The Board maintains responsibility for oversight of risks that may affect the Company. The Board discharges this duty primarily through its standing committees and also considers risk in its strategic planning for the Company and in its consideration of acquisitions. The Board engages in discussions about risk at each quarterly meeting, where it receives reports from its committees, as applicable, about the risk oversight activities within their respective areas of responsibility. Specifically, the Audit Committee (i) discusses with management, those performing our internal audit function, and our independent registered public accounting firm all major risk exposures (whether financial, operating or otherwise), (ii) reviews the Company's policies with respect to risk assessment and risk management, and (iii) oversees compliance with legal and regulatory requirements and our ethics program, including our Code of Business Conduct and Ethics. In addition, the Nominating and Corporate Governance Committee oversees the corporate governance principles and governance structures that contribute to successful risk oversight and management. The Compensation Committee oversees certain risks associated with compensation policies and practices, as discussed below.

The Audit, Nominating and Corporate Governance and Compensation Committees each make full reports to the Board of Directors at each quarterly meeting regarding each committee's considerations and actions, and risk considerations are presented to and discussed with the Board by management as part of strategic planning sessions and when considering potential acquisitions.

#### Risk Assessment of Compensation Practices

Management, with oversight from the Compensation Committee, reviews our compensation policies and practices and the design of our overall compensation program in relation to our risk management practices and any potential risk-taking incentives. This assessment includes a review of the primary elements of our compensation program (base salary, annual incentives and long-term incentives) in light of potential risks. For each of these components, the assessment determined that the design, levels of compensation for and operation of each component are not

reasonably likely to have a material adverse effect on the Company:

- Base Salary — Base salary levels are reviewed annually by the Compensation Committee and are not subject to incentive-based increases for fiscal year performance.
- Annual Incentive Plan — Annual incentive plan targets are linked to stated goals in key areas of operational and financial performance for the Company or, for platform presidents, on a combination of Company and platform performance. These metrics are designed to enhance long-term growth and stockholder value. Hence, no single factor materially affects the total potential amount of bonus awarded. Further, the use of multiple metrics is intended to prevent management from focusing on a single goal to the detriment of other metrics that we consider important to our operating performance and future growth. Our annual incentive plan caps awards payable to a participant under the plan at \$5,000,000.
- Long-Term Incentives — Stock options and performance-based restricted stock unit awards are used to align executive compensation with the interests of stockholders by encouraging long-term improvement in operational and financial performance and as such does not subject the Company to heightened risks.

We believe that our compensation program includes an appropriate mix of short and long-term incentives, which mitigates the risk of undue focus on short-term targets while rewarding performance in areas that are key to our long-term success.

We have controls and other policies in place that serve to limit excessive risk-taking behavior within our compensation program, including but not limited to the following:

- oversight of our compensation process and procedures by the Compensation Committee, each member of which has been determined by the Board to be independent under applicable SEC rules and NYSE listing standards;
- implementation of and training on Company-wide standards of conduct, as described further below under "Standards of Conduct";
- internal controls over our financial reporting, which are maintained and reviewed as a part of our internal audit process and further reviewed and tested by our external auditors, as overseen by the Audit Committee;
- Audit Committee oversight and review of financial results and non-GAAP metrics used in certain components of our annual incentive plan and long-term incentives;
- a stock ownership policy (as described in more detail in the Compensation Discussion and Analysis below) that further aligns the interests of management and stockholders; and
- provisions in the Company's insider trading policy prohibiting hedging transactions that would allow the holder to limit or eliminate the risk of a decrease in the value of the Company's securities.

In addition, in 2014 our Board adopted a clawback policy applicable to all of our executive officers and a policy prohibiting future pledging of Company shares, each as described in more detail in the Compensation Discussion and Analysis below.

The Compensation Committee reviewed with management the results of its assessment at a meeting in March 2014. Based on this review, we concluded that the risks arising from Company compensation policies and practices for our employees are not reasonably likely to have a material adverse effect on the Company.

#### Standards of Conduct

The Board has adopted Corporate Governance Guidelines, which set forth a framework to assist the Board in the exercise of its responsibilities. The Corporate Governance Guidelines cover, among other things, the composition and certain functions of the Board and its committees, executive sessions, Board responsibilities, expectations for directors, director orientation and continuing education, and our policy prohibiting pledging.

As part of our system of corporate governance, the Board has also adopted a Code of Business Conduct and Ethics (the "Code of Ethics") that is applicable to all directors, officers and employees of the Company. The Code of Ethics sets forth Company policies, expectations and procedures on a number of topics, including but not limited to conflicts of interest, compliance with laws, rules and regulations (including insider trading laws), honesty and ethical conduct, and quality. The Code of Ethics also sets forth procedures for reporting violations of the Code and investigations thereof.

The Corporate Governance Guidelines and Code of Ethics are available on the Company's website at [www.colfaxcorp.com](http://www.colfaxcorp.com) on the Investors page under the Corporate Governance tab. These materials also are available in print to any stockholder upon request to: Corporate Secretary, Colfax Corporation, 8170 Maple Lawn Boulevard, Suite 180, Fulton, Maryland 20759.

The Company has a Policy on Insider Trading and Compliance which, in addition to mandating compliance with insider trading laws, prohibits any director, officer or employee of the Company from engaging in short sales, transactions in derivative securities (including put and call options), or other forms of hedging and monetization transactions, such as zero-cost collars, equity swaps, exchange funds and forward sale contracts, that allow the holder

to limit or eliminate the risk of a decrease in the value of the Company's securities. Further, we have stock ownership policies applicable to our directors and executives to promote alignment of interests between our stockholders, directors and management.

#### Certain Relationships and Related Person Transactions

#### Policies and Procedures for Related Person Transactions

We have adopted a written Policy Regarding Related Person Transactions pursuant to which our Nominating and Corporate Governance Committee or a majority of the disinterested members of our Board generally must approve related person transactions in advance. The policy applies to any transaction or series of similar transactions involving more than \$120,000 in which the Company is a participant and in which a "related person" has a direct or indirect material interest. "Related persons" include the

Company's directors, nominees for director, executive officers, and greater than 5% stockholders, as well as the immediate family members of the foregoing. In approving or rejecting the proposed transaction, our Nominating and Corporate Governance Committee takes into account, among other factors it deems appropriate, whether the proposed related person transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances, the extent of the person's interest in the transaction and, if applicable, the impact on a director's independence. Under the policy, if we discover related person transactions that have not been approved, the Nominating and Corporate Governance Committee is to be notified and will determine the appropriate action, including ratification, rescission or amendment of the transaction.

#### Related Person Transactions

Set forth below is a summary of certain transactions since January 1, 2013 in which (i) the Company was or is a participant, (ii) any of our directors, executive officers, beneficial owners of more than 5% of our common stock, or the immediate family members of any of the foregoing had or will have a direct or indirect material interest and (iii) the amount involved exceeds or will exceed \$120,000:

Transactions with Mitchell and Steven Rales and Danaher Corporation. On February 18, 2013, the Company entered into an amendment to the registration rights agreement, dated May 30, 2003, by the Company and each of Mr. Mitchell P. Rales, Chairman of our Board of Directors, and Mr. Steven M. Rales, the brother of Mitchell P. Rales and a beneficial owner of more than 5% of our common stock. The amendment extends the duration of the registration rights period for 18,271,832 shares of Colfax common stock subject to the agreement until May 8, 2016. In consideration for entering into the amendment, each of Mr. Mitchell P. Rales and Mr. Steven M. Rales agreed to refrain from exercising their registration rights prior to May 8, 2013, the original expiration date of the registration rights period under the agreement.

During 2013, our management utilized Mr. Mitchell P. Rales' personal plane for Company travel in order to undertake certain time-sensitive Colfax meetings. The business expenses for the associated use of Mr. Mitchell P. Rales' plane for this purpose were reimbursed by us in an amount of approximately \$355,000. The reimbursement expenses associated with the Company's use of this plane were less than a comparable fair-market charter rate for such Company travel.

Certain of our subsidiaries purchase products from and sell products to Danaher Corporation ("Danaher") from time to time in the ordinary course of business and on an arms'-length basis. In 2013, our subsidiaries purchased approximately \$795,000 of products from, and sold approximately \$110,000 of products to, Danaher, which is less than 0.03% of our, and of Danaher's, gross revenues for 2013. Our subsidiaries intend to purchase products from and sell products to Danaher in the future in the ordinary course of their businesses and on an arms'-length basis. Mitchell P. Rales is the Chairman of Danaher's executive committee and Steven M. Rales is the Chairman of Danaher's Board of Directors, and both are the beneficial owners of at least 5% of Danaher's outstanding common stock and our outstanding common stock.

Transactions with BDT Capital. On February 22, 2012, Mr. San W. Orr, III was appointed to our Board. Mr. Orr is a Partner and the Chief Operating Officer of BDT Capital Partners, LLC, the ultimate parent company of the BDT Investor and an affiliate of BDT & Company, LLC. Mr. Orr was nominated for election to the Board pursuant to our Amended and Restated Certificate of Incorporation, which provides the BDT Investor the right, among other things, to exclusively nominate for election to the Board and certain of its committees (subject to applicable law and the listing standards of the NYSE) up to 2 of 11 directors, depending on the beneficial ownership of the BDT Investor (and certain of its permitted transferees) of our securities. Based on the BDT Investor's beneficial ownership of 13.1% of our outstanding common stock as the Record Date, the BDT Investor has the right to nominate one director for election to the Board.

In connection with the Charter Acquisition, on September 12, 2011 we entered into a securities purchase agreement with the BDT Investor, pursuant to which on January 24, 2012 we sold to the BDT Investor (i) 14,756,945 shares of our common stock at a purchase price of \$23.04 per share, and (ii) 13,877,522 shares of newly-created Series A perpetual convertible preferred stock ("Series A preferred stock") at a purchase price of \$24.50 per share, for an aggregate purchase price of \$680 million. As the sole holder of the Series A preferred stock, the BDT Investor was entitled to receive cumulative cash preferred dividends, payable quarterly, at a per annum rate of 6% of the liquidation preference (defined as \$24.50). During 2013, quarterly dividend payments totaling \$20,395,420 were made to the BDT Investor.

On February 12, 2014, we entered into a Conversion Agreement with the BDT Investor pursuant to which the BDT Investor 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 plus cash in lieu of a .2807018 share interest, which conversion occurred on February 12, 2014. As consideration for the BDT Investor's agreement to exercise its optional conversion right, we paid the BDT Investor \$23,418,083.45, 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.

#### Contacting the Board of Directors

The Board of Directors has established a process for stockholders and interested parties to communicate with the Board and to report complaints or concerns relating to our accounting, internal accounting controls or auditing matters. Stockholders and interested parties wishing to communicate with our Board may do so by writing to any of the members of the Board, the Chairman of the Board, or the non-management members of the Board as a group, at:

Colfax Corporation  
8170 Maple Lawn Boulevard, Suite 180  
Fulton, Maryland 20759  
Attn: Corporate Secretary

Complaints or concerns relating to our accounting, internal accounting controls or auditing matters will be referred to members of the Audit Committee. Other correspondence will be referred to the relevant director or group of directors. Our Policy on Stockholder and Interested Party Communications with the Board of Directors (the "Board Communications Policy") requires that any stockholder communication to members of the Board must prominently display the legend "Board Communication" in order to indicate to the Corporate Secretary that it is communication subject to our policy and will be received and processed by the Corporate Secretary's office. Each communication received by the Corporate Secretary is copied for our files and promptly forwarded to the addressee. In our Board Communications Policy, the Board has requested that certain items not related to the Board's duties and responsibilities be excluded from forwarded communications, such as mass mailings and business advertisements. In addition, the Corporate Secretary is not required to forward any communication that the Corporate Secretary, in good faith, determines to be frivolous, unduly hostile, threatening, illegal or similarly unsuitable. However, the Corporate Secretary maintains a list of each communication subject to this policy that is not forwarded, and on a quarterly basis delivers the list to the Chairman of the Board. In addition, each communication subject to this policy that is not forwarded because it was determined by the Secretary to be frivolous, commercial advertising, irrelevant or similarly unsuitable is nevertheless retained in our files and made available at the request of any member of the Board to whom such communication was addressed.



## DIRECTOR COMPENSATION

Pursuant to our current directors' compensation program for non-employee directors, our non-employee Board members receive the following, as applicable:

- an annual cash retainer of \$45,000;
- an annual equity award valued at \$80,000 awarded in connection with our annual meeting of stockholders, which consists of 50% director restricted stock units that vest after one year of service on the Board and 50% director stock options, which are fully vested upon grant and exercisable for a seven-year term;
- a \$15,000 annual retainer for service as the Chair of our Audit Committee and a \$10,000 annual retainer for service as Chair of the Compensation Committee or of the Nominating and Corporate Governance Committee; and
- an initial equity grant of 5,556 restricted stock units upon joining the Board, which vest in three equal annual installments and are delivered upon termination of service on the Board.

Our non-executive chairman of the Board is entitled to receive an annual cash retainer of \$1 and does not receive any other cash fees or the initial or annual equity awards described above.

This compensation program was set during 2012 pursuant to the recommendation of our Compensation Committee, following a thorough review as discussed previously in the Proxy Statement for the 2013 Annual Meeting.

The Board has also approved a stock ownership policy for our directors. Each director is required to have ownership of our common stock (including shares issuable upon exercise of stock options and shares underlying restricted stock units) with a value equal to five times the annual cash retainer within five years of joining the Board. If a non-employee director retains the initial and annual restricted stock unit grants and option grants it is anticipated that the director will be in compliance with this requirement within two years of joining the Board.

Further, in 2014 our Board adopted a policy prohibiting any director (or executive officer) from pledging as security under any obligation any shares of Colfax common stock that he or she directly or indirectly owns and controls (other than shares already pledged as of February 17, 2014), and provides that pledged shares of Colfax common stock do not count toward our stock ownership requirements.

The Board has adopted a Director Deferred Compensation Plan which permits non-employee directors to receive, at their discretion, deferred stock units, or DSUs, in lieu of their annual cash retainers and committee chairperson retainers. A director who elects to receive DSUs receives a number of units determined by dividing the cash fees earned during, and deferred for, the quarter by the closing price of our common stock on the date of the grant, which is the last trading day of the quarter. A non-employee director also may convert director restricted stock unit grants to DSUs under the plan. DSUs granted to our directors convert to shares of our common stock after termination of service from the Board, based upon a schedule elected by the director in advance. In the event that a director elects to receive DSUs, the director will receive dividend equivalent rights on such DSUs to the extent dividends are issued on our common stock. Dividend equivalents are deemed reinvested in additional DSUs (or fractions thereof).

We also reimburse all directors for travel and other necessary business expenses incurred in the performance of their services on our Board and the committees thereof and extend coverage to them under our directors' and officers' indemnity insurance policies.

The following table sets forth information regarding compensation paid to our directors during 2013:

Director Compensation for 2013

| Name                | Fees Earned or Paid in Cash (\$) |     | Stock Awards (\$ (2)) |     | Option Awards (\$ (4)) | Total (\$) |
|---------------------|----------------------------------|-----|-----------------------|-----|------------------------|------------|
| Mitchell P. Rales   | 1                                |     | —                     |     | —                      | 1          |
| Patrick W. Allender | 55,000                           | (1) | 39,984                | (3) | 40,137                 | 135,121    |
| Thomas S. Gayner    | 45,000                           | (1) | 39,984                | (3) | 40,137                 | 125,121    |
| Rhonda L. Jordan    | 55,000                           | (1) | 39,984                | (3) | 40,137                 | 135,121    |
| San W. Orr, III     | 45,000                           |     | 39,984                |     | 40,137                 | 125,121    |
| A. Clayton Perfall  | 60,000                           | (1) | 39,984                | (3) | 40,137                 | 140,121    |
| Rajiv Vinnakota     | 45,000                           |     | 39,984                |     | 40,137                 | 125,121    |

(1) Messrs. Allender, Gayner, Perfall and Ms. Jordan elected to receive DSUs in lieu of their annual cash retainers and committee chairperson retainers. DSUs convert to shares of our common stock after termination of service from the Board, based upon a schedule elected by the director in advance. During 2013, the amount of DSUs received in lieu of annual cash retainers and committee chairperson retainers by these directors was as follows: Mr. Allender—1,018, Mr. Gayner—834, Ms. Jordan—1,018 and Mr. Perfall—1,112. DSUs received for these cash retainers are considered "vested" for the purposes of the table below.

(2) Amounts shown in the "Stock Awards" column represent the aggregate grant date fair value for stock awards to each director during 2013, as computed pursuant to Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 718 ("FASB ASC Topic 718"). See note 11 to our consolidated financial statements for the year ended December 31, 2013, included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 12, 2014. The amounts reflect the grant date fair value of the annual grant of 828 restricted stock units made to each director in connection with the annual meeting of stockholders, which vest in full on May 16, 2014.

(3) 828 restricted stock units granted to each of these directors, which were awarded in connection with the annual meeting of stockholders, were converted into DSUs at the election of each director. DSUs convert to shares of our common stock after termination of service on the Board, based upon a schedule selected by each director in advance.

(4) Amounts represent the aggregate grant date fair value for options to purchase 2,070 shares of our common stock granted to each director in connection with the annual meeting of stockholders, as computed pursuant to FASB ASC Topic 718. See note 11 to our consolidated financial statements for the year ended December 31, 2013, included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 12, 2014. The director stock options are fully vested upon grant and exercisable for a seven-year term

As of December 31, 2013, the aggregate number of unvested stock awards and unexercised options outstanding held by our non-employee directors was as follows:

| Name                | Restricted Stock Units | Stock Options |
|---------------------|------------------------|---------------|
| Mitchell P. Rales   | —                      | —             |
| Patrick W. Allender | 1,751                  | 5,528         |
| Thomas S. Gayner    | 1,751                  | 5,528         |
| Rhonda L. Jordan    | 1,751                  | 5,528         |
| San W. Orr, III     | 4,532                  | 5,528         |
| A. Clayton Perfall  | 1,751                  | 5,528         |
| Rajiv Vinnakota     | 1,751                  | 5,528         |



## PROPOSAL 2

RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED  
PUBLIC ACCOUNTING FIRM

We are asking our stockholders to ratify the Audit Committee's selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2014. Although stockholder ratification is not required, the appointment of Ernst & Young LLP is being submitted for ratification as a matter of good corporate practice with a view towards soliciting stockholders' opinions which the Audit Committee will take into consideration in future deliberations. If the selection is not ratified, the Audit Committee will consider whether it is appropriate to select another registered public accounting firm. Even if the selection is ratified, the Audit Committee in its discretion may select a different registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and our stockholders.

Representatives for Ernst & Young LLP are expected to be present at the Annual Meeting, will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

## Independent Registered Public Accounting Firm Fees and Services

The following table sets forth the aggregate fees for services rendered by Ernst & Young LLP for the Company for the fiscal years ended December 31, 2013 and 2012:

| Fee Category       | 2013        | 2012        |
|--------------------|-------------|-------------|
| Audit Fees         | \$4,418,855 | \$4,008,914 |
| Audit-Related Fees | —           | —           |
| Tax Fees           | \$1,372,417 | \$1,087,617 |
| All Other Fees     | \$472,134   | \$178,430   |
| Total              | \$6,263,406 | \$5,274,961 |

**Audit Fees.** This category of the table above includes fees for the fiscal years ended December 31, 2013 and 2012 that were for professional services rendered (including reimbursement for out-of-pocket expenses) for the integrated audits of our annual consolidated financial statements, for reviews of the financial statements included in our Quarterly Reports on Form 10-Q, and for statutory audits.

**Audit-Related Fees.** This category of the table above includes the fees billed for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and are not reported under "Audit Fees."

**Tax Fees.** This category of the table above includes fees billed for tax compliance, tax preparation, tax planning and other tax services. For 2013, Tax Fees included \$650,806 for tax compliance and tax preparation and \$721,611 for tax planning and other tax services. For 2012, Tax Fees included \$655,191 for tax compliance and tax preparation and \$432,426 for tax planning and other tax services.

**All Other Fees.** This category of the table above includes fees billed for products and services other than those described above under Audit Fees, Audit-Related Fees and Tax Fees. For 2013 and 2012, these included fees incurred for acquisition-related procedures, assignment services and business-related immigration and international social security services.

The Audit Committee has considered whether the services rendered by the independent registered public accounting firm with respect to the fees described above are compatible with maintaining the independent registered public accounting firm's independence and has concluded that such services do not impair its independence.

#### Audit Committee's Pre-Approval Policies and Procedures

Pursuant to its charter, the Audit Committee must pre-approve all auditing services, review and attest services, internal control related services and non-audit services provided to the Company by the independent registered public accounting firm and all fees payable by the Company to the independent registered public accounting firm for such services. The Audit Committee has adopted a pre-approval policy to promote compliance with the NYSE's listing standards and the applicable SEC rules and regulations relating to auditor independence. In accordance with the Audit Committee charter and the pre-approval policy, the Audit Committee reviews with Ernst & Young LLP and management the plan and scope of Ernst & Young LLP's proposed annual

financial audit and quarterly reviews, including the procedures to be utilized and Ernst & Young LLP's compensation, and pre-approves all auditing services, review and attest services, internal control related services and permitted non-audit services (including the fees and terms thereof) to be performed for us by Ernst & Young LLP. The Audit Committee may delegate pre-approval authority to one or more members of the Audit Committee consistent with the pre-approval policy, provided that the decisions of such Audit Committee member or members must be presented to the full Audit Committee at its next scheduled meeting. Pre-approval of permitted non-audit services can only be approved by the full Audit Committee.

The Board unanimously recommends that stockholders vote "FOR" the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2014.

## AUDIT COMMITTEE REPORT

The Audit Committee consists of A. Clayton Perfall, Patrick Allender and Thomas Gayner. The Audit Committee operates pursuant to a written charter adopted by the Board of Directors.

The Audit Committee has reviewed and discussed the Company's audited financial statements for the fiscal year ended December 31, 2013 with management and with the Company's independent registered public accounting firm. The Audit Committee discussed with the independent registered public accounting firm the matters required to be discussed by applicable standards of the Public Company Accounting Oversight Board. The Audit Committee has received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence, and has discussed the independent registered public accounting firm's independence with the independent registered public accounting firm. On the basis of the reviews and discussions referenced above, the Audit Committee recommended to the Board of Directors that the audited financial statements for the fiscal year ended December 31, 2013 be included in the Company's Annual Report on Form 10-K for filing with the Securities and Exchange Commission.

Audit Committee of the Board of Directors

A. Clayton Perfall, Audit Committee Chair  
Patrick Allender  
Thomas Gayner

## COMPENSATION DISCUSSION AND ANALYSIS

The following discussion and analysis of compensation arrangements of our named executive officers for 2013 should be read together with the compensation tables and related disclosures set forth under the section heading "Executive Compensation."

### Executive Summary

The following discussion provides details regarding our executive compensation program and the compensation of our named executive officers in 2013. Our named executive officers for 2013 are Mr. Simms, President and Chief Executive Officer of Colfax, Mr. Brannan, Senior Vice President, Finance, and Chief Financial Officer and Treasurer of Colfax, Mr. Pryor, Executive Vice President, Strategy and Business Development of Colfax, Mr. Kiefaber, Executive Vice President of Colfax and Chief Executive Officer, ESAB Global and Mr. Brander, Chief Executive Officer, Howden.

Colfax Corporation is a diversified global industrial manufacturing and engineering company. Following the closing of our acquisition of Charter International plc in early 2012 (the "Charter Acquisition"), we provide products and services to commercial and governmental customers around the world under our gas- and fluid-handling platform through our Howden and Colfax Fluid Handling businesses and under our fabrication technology platform through our ESAB business.

### Fiscal 2013 Compensation Program Developments and Highlights

Our executive compensation approach focuses on linking compensation to Company performance while aligning the interests of management and stockholders. The Compensation Committee's 2013 compensation decisions were made with a focus on creating incentives tied to operational improvements and on the retention and development of a leadership team that we believe continues to build the foundation for long-term growth and furthers our journey to becoming a premier global industrial enterprise.

The key actions of our Compensation Committee and highlights of our executive compensation program in 2013 include:

revisions to our annual cash bonus plan, the Colfax Corporation Annual Incentive Plan (the "Annual Incentive Plan") to provide for Mr. Brander's participation in the Annual Incentive Plan following the Charter Acquisition and incorporate platform and Company-wide performance targets for each platform leader, including Messrs. Kiefaber and Brander, as discussed further below under "Company Performance and Annual Incentive Plan Payouts" and "Elements of our Executive Compensation Program— Annual Incentive Plan";

the continued implementation of Mr. Simms' CEO compensation package, which, as a result of the prior grant of a long-term equity incentive award structured over a three-year performance period upon his hire in 2012, did not include any additional long-term incentive grants during 2013;

the promotion of Mr. Pryor to Executive Vice President, Strategy & Business Development and the grant of a long-term equity incentive award with extended option vesting periods to Mr. Pryor intended (i) to reflect his significant efforts in cultivating and executing the Charter Acquisition and in implementing the Company's plans for further growth via strategic acquisitions, as reflected by a number of additional transactions since the Charter Acquisition, (ii) to further align Mr. Pryor's compensation with the strategic goals of the Company during a transformative period for Colfax; and (iii) to serve as an additional retention and performance alignment mechanism for Mr. Pryor;

bonus payments under our Annual Incentive Plan that demonstrate our commitment to pay-for-performance, which for 2013 resulted in payouts approximately at target for corporate goals, reflecting our strong 2013 operational performance as a Company, and platform payouts reflecting the operational results at the respective businesses, as



discussed further below under "Company Performance and Annual Incentive Plan Payouts" and "Elements of our Executive Compensation Program — Annual Incentive Plan"; and  
annual equity awards for named executive officers other than Mr. Simms consisting of:  
stock options that vest in equal installments over a three-year period following their grant date, other than the promotion option grant to Mr. Pryor, which vests in two equal installments on the fourth and fifth anniversaries of the grant date; and  
performance-based restricted stock units (PRSUs) earned, if at all, based on our cumulative adjusted earnings per share results for any four consecutive fiscal quarters beginning in 2013 and ending in 2016. These PRSUs, if earned during the applicable performance period, are subject to additional service-based vesting requirements such that no shares are actually delivered to executives until the fourth and fifth year after grant provided that the executive remains with the Company.

## Company Performance and Annual Incentive Plan Payouts

For corporate executives, financial targets based on sales, EBIT, working capital turns, and earnings per share constituted all of the potential payout factors under our Annual Incentive Plan before the personal performance factor was applied (as discussed further below under "Elements of our Executive Compensation Program— Annual Incentive Plan"). As noted above, changes were made in 2013 to better align annual incentive compensation for platform operating performance with Company financial results. For Mr. Kiefaber and Mr. Brander, the platform presidents of our ESAB and Howden businesses, respectively, corporate measures constituted 30% of the potential operational payout factor with platform goals constituting 70% of the total target, which is intended to drive accountability for platform operational results while also impacting decisions that link to Company-wide performance.

We made significant progress on our improvement plans and growth initiatives during 2013 and approached or achieved our target corporate-level financial goals. In particular, we believe that the deployment of our Colfax Business System (CBS), a repeatable, teachable process that we use to create superior value for our customers, shareholders and associates modeled on the Danaher Business System, has reduced working capital, has fundamentally changed our cost structure and is positioning us for future organic growth. These results are reflected in part by our significant working capital improvements and year-over-year increase in adjusted earnings per share for 2013, each of which exceeded target goals set under our Annual Incentive Plan. Further, our Howden business exceeded all of its 2013 operational targets and, as such, the annual incentive compensation payout for Mr. Brander, Howden's Chief Executive Officer, reflects this achievement. ESAB delivered year-over-year improvements on net sales and operating income, although its results did not fully achieve the aggressive operational targets we established for this business, thereby impacting the annual incentive compensation payout for Mr. Kiefaber, ESAB's Chief Executive Officer. The following tables and chart shows that the Annual Incentive Plan payouts for 2013 were strongly aligned with our pay-for-performance philosophy:

## Corporate\*

| Metric                              | Weight | Target          | Results         | Payout Percentage |
|-------------------------------------|--------|-----------------|-----------------|-------------------|
| Sales (as adjusted)                 | 20%    | \$4.245 billion | \$4.160 billion | 90%               |
| EBIT (as adjusted)                  | 35%    | \$455 million   | \$444 million   | 90%               |
| Working Capital Turns (as adjusted) | 30%    | 5.9             | 6.1             | 108%              |
| Adjusted EPS                        | 15%    | \$2.00/share    | \$2.04/share    | 114%              |
| Weighted aggregate for all metrics  |        |                 |                 | 99%               |

Platform

| Platform | Platform Results Weight | Platform Payout Percentage | Corporate Results Weight (see above) | Aggregate Payout Percentage |
|----------|-------------------------|----------------------------|--------------------------------------|-----------------------------|
| ESAB     | 70%                     | 58.2%                      | 30%                                  | 70.4%                       |
| Howden   | 70%                     | 113.7%                     | 30%                                  | 109.5%                      |

\* Excludes the personal performance factor and, for Mr. Kiefaber and Mr. Brander, ESAB and Howden-level performance measures, respectively. See "Elements of our Executive Compensation Program--Annual Incentive Plan" below.

Update on CEO Compensation

A primary component of Mr. Simms' compensation, his 2012 multi-year long-term equity incentive award, was structured over a three-year performance period that began with his hire in April 2012 and extends through April 2015. The design of this compensation component is intended to promote long-term focused strategic leadership from Mr. Simms over a crucial evolutionary period for the Company. As a result, Mr. Simms did not receive an additional long-term equity incentive award in 2013.

The following chart shows Mr. Simms' total compensation, both as required to be shown in the Summary Compensation Table for the last completed fiscal year and reflecting the 2013 allocation of his 2012 long-term equity award as pro-rated over the three-year performance period:

The chart above is intended to better reflect how the Compensation Committee views Mr. Simms' year-to-year compensation as compared to the Summary Compensation Table presentation required later in this Proxy Statement. Additional details regarding Mr. Simms' base salary and Annual Incentive Plan payment for the 2013 fiscal period are contained in the remainder of this Compensation Discussion and Analysis below. A description of the material terms of Mr. Simms' CEO

Employment Agreement is set forth under "Elements of our Executive Compensation Program — Employment Agreements" and under "Potential Payments Upon Termination or Change in Control" below.

### Our Executive Compensation Philosophy and Program

Our overall executive compensation philosophy is to offer our management, including our named executive officers, compensation that is competitive and that meets our goals of attracting, incentivizing, rewarding and retaining high quality, performance-driven leadership so that we can achieve our financial and strategic objectives and continue to grow the Company on a long-term sustainable basis. Further, we strive to structure and implement an executive compensation program that takes into account ongoing developments in corporate governance and compensation best practices. The Compensation Committee's approach to executive compensation is drawn from our overall executive compensation philosophy. Utilizing this philosophy, our executive compensation program has been designed to:

- reinforce the Company's values and mission;
- link rewards to industry-leading performance;
- align the long-term performance responsibilities of executives with the long-term interests of stockholders; and
- provide transparency through simplicity of design.

The framework of our executive compensation program includes the governance features and other specific elements discussed below:

| Compensation Practice                             | Colfax Practice  |
|---|--|
| Pay-for-Performance Focus                         | The pay mix for our named executive officers for 2013 included a minimum of 65% at-risk compensation and an average of 78% at-risk compensation linked, in the case of our Annual Incentive Plan, with financial and operational goals and, for equity awards, with either our stock price (in the case of options and PRSUs) or adjusted earnings per share growth goals (in the case of PRSUs). We believe that these compensation features tie directly to performance that, if realized, will lead to the achievement of our corporate objectives and support the creation of long-term shareholder value. |
| Independent Compensation Committee and Consultant | Our Compensation Committee is comprised solely of independent directors. The Compensation Consultant to the Compensation Committee, Cook & Co., (i) is independent and without any conflicts of interest with the Company and (ii) has never provided any services to the Company other than the compensation-related services provided to the Compensation Committee. See "Corporate Governance — Board of Directors and its Committees — Compensation Committee" above and "Independence of Compensation Consultant" below for further details.  |
| Minimal Perquisites and No Gross-ups              | We provide minimal perquisites and do not provide tax gross-ups to our executives.   |
| Clawback Policy                                   | We have implemented a comprehensive compensation clawback policy that is triggered by a material restatement of the Company's financial statements and applies to all of our executive officers.   |
| Stock Ownership Policy                            | We have robust stock ownership guidelines to further align the financial interests of Company executives with those of our stockholders.   |
| Ban on Pledging and Hedging                       | We prohibit our executives and directors from hedging Colfax stock and adopted a policy that prohibits them from entering into pledge arrangements using Colfax stock.   |
| Limits on Compensation                            | Executive bonus payments are capped under the provisions of our Annual Incentive Plan, as approved by our shareholders. Further, the Compensation Committee is prohibited from increasing the amount of compensation payable if a performance goal   |

is met, but retains the discretion to reduce or eliminate compensation under our Annual Incentive Plan even if such performance goal is attained.

The Compensation Committee looks at each compensation element individually while also considering the total compensation package provided to create an appropriate mix designed to incentivize our executives. Each primary element of our executive compensation program has a different purpose:

Base Salary — To attract and retain our executive talent and provide an element of compensation that is not at risk in order to avoid fluctuations in compensation that could distract executives from the performance of their responsibilities.

Annual Incentive Plan — To reward our executive officers for achievement in key areas of Company and, if applicable, platform operational and financial performance, as well as to recognize the executive's individual performance during the year.

Long-Term Incentive Plan — To align the rewards of executives with the interests of stockholders by encouraging sustained and superior long-term operational and financial performance and increases in stockholder value over an extended period of time.

A significant portion of our executives' target annual compensation is "at-risk," as reflected below for our Chief Executive Officer in 2013:

#### Determination of Executive Compensation and Performance Targets

Our compensation program is based on the philosophy and design outlined above with a focus on exceptional performance and continuous improvement from our management team. Within this framework, the Compensation Committee exercises its reasoned business judgment in making executive compensation decisions. Some of the factors that generally are referenced when making executive compensation decisions, none of which are assigned a particular weight, are as follows:

- The nature of the executive's position.
- The Company's operational and financial performance.
- The experience and performance record of the executive.

•The executive’s long-term leadership potential.

•Our assessment of pay levels and practices in our competitive marketplace. See “Other Aspects of our Executive Compensation Program- Peer Data Review” below.

•Recommendations by Mr. Simms with respect to the compensation of each executive officer, other than himself. See “Other Aspects of our Executive Compensation Program—CEO Recommendations” below.

Further, a substantial percentage of compensation pursuant to our Annual Incentive Plan is determined solely by the achievement of performance targets based on Board-approved financial and operational goals for the fiscal year, which are then incorporated into the metrics set under our Annual Incentive Plan by the Compensation Committee, as further discussed below under “Elements of Our Executive Compensation — Incentive Plan—Financial and Operational Metrics.” We believe that this link to our Board-established corporate and platform goals establishes clear drivers and incentives for breakthrough results at both our platforms and Company-wide.

Our Compensation Committee values the input of our stockholders on matters of executive compensation. At our 2011 Annual Meeting, approximately 99% of the stockholder votes cast on our advisory proposal to approve the compensation of our named executive officers were voted in favor of our executive compensation proposal. Given this approval, our Compensation Committee did not set or change fiscal 2013 executive compensation as a result of 2011's advisory vote results. We considered the support for our executive compensation program and continued to make compensation decisions consistent with our stated overall executive compensation philosophy. This advisory vote is being held again this year (see “Proposal 3” in this Proxy Statement).

Also in 2011, our stockholders voted in favor of conducting an advisory vote to approve our named executive officers' compensation every three years. Consistent with this vote, the Board established the frequency of the advisory vote on the compensation of our named executive officers at every three years, which we believe enables stockholders to have a sufficient performance period to evaluate how the executive compensation program has functioned in achieving our long and short-term goals. We believe that determining whether executive compensation has been properly calibrated to Company performance is best viewed over a multi-year performance period given that shorter time frames are more susceptible to effects from factors that may not be indicative of the long-term performance and the targeted growth our executive compensation program is designed to achieve. We expect to continue to consider input from stockholders and the outcome of our triennial say-on-pay votes when making future executive compensation decisions.

#### Elements of Our Executive Compensation Program

**Base Salary.** As noted above, the purpose of the compensation element of base salary is to provide compensation that is market competitive so that we can attract the best qualified individuals and retain our senior management. Base salaries, set initially in each named executive officer's employment agreement as negotiated with each executive at the time of hire and reviewed and approved by the Compensation Committee, or, in the case of the Chief Executive Officer, reviewed by the Compensation Committee and approved by the Board upon the Compensation Committee's recommendation, are initially set based on the recruitment negotiation and market for the executive position at the time of hire. In the case of Mr. Brander, his initial salary was set pursuant to his employment agreement entered into prior to the Charter Acquisition. Base salaries are then reviewed annually for potential merit-based increases. The annual base salary levels set for our named executive officers in fiscal 2013 were based on the Compensation Committee's assessment of the relative roles and responsibilities of management and the results of their individual performance assessments, combined with perspective from the competitive compensation data reviewed by Cook & Co. and the Compensation Committee's reasoned business judgment. For all of our named executive officers except for Mr. Kiefaber, base salaries for 2013 increased from 2012 levels reflecting our continued growth and the Compensation Committee's competitive marketplace review. Mr. Pryor's significant base salary increase for 2013 is indicative of his contributions in our strategic growth via acquisitions since the time of his hire in 2011. Mr. Kiefaber's

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base salary was established while he was serving as our Chief Executive Officer and continues to be appropriate in light of his experience with Colfax and leadership of our largest business. A comparison of base salary levels set for 2012 and 2013 is set forth below:

| Named Executive Officer | 2012 Base Salary | 2013 Base Salary | Percentage Increase |
|-------------------------|------------------|------------------|---------------------|
| Mr. Simms               | \$950,000        | \$985,000        | 3.7%                |
| Mr. Brannan             | \$380,000        | \$391,000        | 3.0%                |
| Mr. Pryor               | \$400,000        | \$475,000        | 18.8%               |
| Mr. Kiefaber            | \$650,000        | \$650,000        | —                   |
| Mr. Brander             | \$418,000        | \$434,000        | 3.8%                |



Annual Incentive Plan. As noted above, the goal of our Annual Incentive Plan is to reward our executives for achievement in key areas of Company operational and financial performance. Our Annual Incentive Plan provides our named executive officers the opportunity to receive a bonus payment, which is expressed as a percentage of the executive's base salary (i.e., their "target bonus"). The target bonus incentivizes our named executive officers to achieve outstanding performance in what we view as key Company financial and operational metrics. Metrics set by our Compensation Committee are derived from goals established by our Board in its strategic planning for Colfax's operational and financial performance. All platform leaders were moved onto our Annual Incentive Plan for 2013 and the performance metrics established for them include both Company-wide goals and platform-specific performance targets. The performance measures and specific financial and operational metrics used, which are discussed below in greater detail, are set at the beginning of each year. Actual bonus amounts are determined following the end of the performance year and are based on performance relative to the pre-established goals.

Under our Annual Incentive Plan, executives can achieve a payout percentage of their target bonus ranging from threshold to maximum, with 100% target goal achievement resulting in 100% payout of the individual's target bonus for that performance metric. The payout percentage is based on the extent to which objective pre-established financial and operational performance goals are achieved, subject to an overall adjustment upward (by up to 50%) or down to zero based on individual achievement as measured by a personal performance factor. For corporate executives, the financial and operational goals are based entirely on achievement of four corporate performance measures (sales, EBIT, working capital turns and EPS, each as adjusted), as described further below, whereas for platform leaders including Mr. Kiefaber and Mr. Brander, the financial and operational goals are based 70% on the achievement of three platform performance measures (for Mr. Kiefaber, sales, EBIT, and working capital turns and for Mr. Brander, bookings, EBIT and working capital turns, each as adjusted) and 30% on the same corporate performance measures set for corporate executives.

Target Bonus. Annual Incentive Plan target bonuses as a percentage of base salary were based on amounts agreed to at the time executive employment agreements were entered into and are reviewed and set by the Compensation Committee with particular attention given to our continued growth, and also calibrated with the Compensation Committee's competitive marketplace review. For 2013, the Compensation Committee set a target bonus percentage of base salary in the following amounts:

| NEO      | 2013 AIP Target |
|----------|-----------------|
| Simms    | 125%            |
| Brannan  | 60%             |
| Pryor    | 65%             |
| Kiefaber | 85%             |
| Brander  | 65%             |

Financial and Operational Metrics. In conjunction with moving all of our executives onto the Annual Incentive Plan in 2013 following the Charter Acquisition, we revised the structure and weighting of our Annual Incentive Plan to better align with what our Board views as key performance drivers across the Company. In 2012, when Colfax had just completed the Charter Acquisition and was focused on integrating its operations, (i) the achievement of financial and operational metrics represented 70% of the funding for potential annual bonuses, with the remaining 30% based on personal objectives and, (ii) for platform presidents, financial and operational metrics were assigned for their specific businesses only under the bonus plans in place prior to the Charter Acquisition.

For 2013, the Compensation Committee (i) added a corporate performance metric component for our platform presidents, which altered the structure of the Annual Incentive Plan weighting for Mr. Kiefaber and Mr. Brander, the presidents of ESAB and Howden, respectively, to 70% platform metrics and 30% corporate metrics and (ii) replaced

the 30% personal objective component for all executives with a personal performance factor multiplier, as discussed further below under “Elements of Our Executive Compensation Program—Annual Incentive Plan—Personal Performance Factor.”

The Annual Incentive Plan is formulaic in nature and neither the Board, the Compensation Committee nor any executive is able to exercise any discretion with respect to the payout levels of each performance metric once set. Metric achievement levels are then assigned a payout percentage of the bonus target set on a graduated scale increasing non-linearly from the threshold performance goal through a capped maximum performance goal with 100% target goal achievement resulting in 100% payout of the individual's target bonus for that performance metric. Due to the nature of the payout scale, a one percentage point increase or decrease in achievement of a metric does not directly correspond to a one percentage point increase or decrease in the payout percentage of the target bonus for that metric. Further, the payout scale is designed to penalize performance below target and to reward exceptional performance exceeding the target. For 2013, threshold goals of 80% were set to corresponded to a 5% payout, with a steep slope up to a 100% payout at 100% achievement of target goals. Payouts would increase significantly following the

achievement of 110% of target goals up to a 130% maximum goal, which structure we believe provides a clear pay-for-performance link in our Annual Incentive Plan. The Compensation Committee retains the discretion to adjust Annual Incentive Plan awards downward. Annual Incentive Plan awards may not be adjusted upward from the resulting payout for the level of performance achieved.

For 2013, the financial and operational performance metrics consisted of sales (or, in the case of Howden, bookings), EBIT (as adjusted to remove the impact of asbestos coverage litigation expense, restructuring costs, asset impairment, goodwill impairment, legacy legal and asbestos trend/coverage percentage adjustments, costs related to unsuccessful acquisitions and early extinguishment of debt costs), working capital turns (each of sales, bookings, EBIT and working capital turns as adjusted to negate the effects of foreign currency exchange rates and to exclude 2013 acquisitions) and, for the corporate metrics only, adjusted earnings per share (Adjusted EPS). Adjusted EPS is defined as net income adjusted for foreign currency exchange rates and to exclude 2013 acquisitions, asbestos coverage litigation expense, discontinued operations, the cumulative effect of accounting changes, restructuring costs, asset impairment, goodwill impairment, legacy legal and asbestos trend/coverage percentage adjustments, costs related to unsuccessful acquisitions and early extinguishment of debt costs. Each of these performance measures is determined on an adjusted basis, taking into account the same adjustments we use in discussing our financial results with our stockholders. The weighting of these metrics was as follows:

| Measure  | Corporate | ESAB* | Howden* |
|--|-----------|-------|---------|
| Sales (as adjusted)<br>or, for Howden,<br>Bookings (as adjusted) | 20%       | 15%   | 30%     |
| EBIT (as adjusted)   | 35%       | 45%   | 45%     |
| Working Capital Turns (as<br>adjusted)                           | 30%       | 40%   | 25%     |
| Adjusted EPS   | 15%       | N/A   | N/A     |

\* For Mr. Kiefaber and Mr. Brander, the respective business unit metrics above constituted 70% of their potential Annual Incentive Plan performance payout, in aggregate, and the corporate metrics constituted 30% of the potential payout.

The Compensation Committee selected these metrics weightings based on the results of our Board's strategic planning process and annual operating goals and included the factors that we believe most influence the financial and operational results of each platform and Colfax and, as a result, our potential for stockholder value creation. For the corporate goals, the Compensation Committee placed a greater emphasis on EBIT (as adjusted) and working capital turns (as adjusted) as compared to the sales metric as we believe profitability and cash flow are the primary drivers of our near-term growth. For ESAB, the metrics reflected continued attention on profitability and working capital improvements at this business. For Howden, the bookings target emphasis compared to corporate and ESAB goals reflects the importance of this metric due to the long-cycle nature of the Howden business. In general, the Howden metrics reflected goals to continue and improve on the operational successes at this business since the Charter Acquisition.

For all named executive officers, the "target goals" (the level of performance necessary to achieve the target bonus payout discussed above) under these metrics approved by the Compensation Committee represented Board-approved operational and financial goals for 2013 and were set to represent significant progress in each category toward the achievement of the Company's long-term growth objectives and to align with the Board-approved corporate budget. The Compensation Committee then set "threshold goals" (the level of performance necessary to achieve the minimum bonus payout at 80% of target) and "maximum goals" (the level of performance necessary to achieve the maximum

bonus payment at 130% of target) based upon its collective experience and business judgment to proportionately reward the named executive officers for achievements in each of the key metrics. To determine the actual bonus paid to each named executive officer, the actual financial and operational metric performance is translated to the payout percentage for that goal, aggregated, and multiplied by each named executive officer's target bonus (as set forth above and in footnote 4 to the Summary Compensation Table) and personal performance factor.

The 2013 corporate performance goals and achievement for each of the named executive officers are set forth below:

| Measure (weighting)                       | Target Goal     | Threshold Goal  | Threshold Payment | Maximum Goal    | Maximum Payment | Actual Result   | Payout Percentage | Net Payout Percentage based on weighting |
|---|-----------------|-----------------|-------------------|-----------------|-----------------|-----------------|-------------------|--|
| Sales (as adjusted) (20%)                 | \$4.245 billion | \$3.396 billion | 5%                | \$5.518 billion | 169%            | \$4.160 billion | 90%               | 18%                                      |
| EBIT (as adjusted) (35%)                  | \$455 million   | \$364 million   | 5%                | \$595.5 million | 169%            | \$444 million   | 90%               | 31.5%                                    |
| Working Capital Turns (as adjusted) (30%) | 5.90            | 4.72            | 5%                | 7.67            | 169%            | 6.1             | 108%              | 32.4%                                    |
| Adjusted EPS (15%) <sup>(1)</sup>         | \$2.00/share    | \$1.60/share    | 5%                | \$2.60/share    | 169%            | \$2.04/share    | 114%              | 17.1%                                    |
|   |                 |                 |                   |                 |                 |                 |                   | 99%                                      |

(1) The Adjusted EPS target, originally set at \$1.88/share, was updated to \$2.00/share in the second quarter of 2013 solely to be reflective of the amendment of the Company's Series A preferred stock on April 23, 2013, which resulted in the calculation of Adjusted EPS under the if-converted method in accordance with GAAP as the Series A preferred stock were no longer participating securities.

The tables below summarize the 2013 achievement of platform goals for Mr. Kiefaber and aggregate them with the corporate goal results as shown above, which taken together determine his Annual Incentive Plan financial and operational performance factor:

| ESAB Measure                              | Payout Percentage | Net Payout Percentage Based on Weighting |
|---|-------------------|--|
| Sales (as adjusted) (15%)                 | 60%               | 9%                                       |
| EBIT (as adjusted) (45%)                  | 15%               | 6.6%                                     |
| Working Capital Turns (as adjusted) (40%) | 106%              | 42.4%                                    |
| Aggregate Platform Results                |                   | 58%                                      |

| Weighted Average Performance Measures | Weighting in AIP | Net Payout Percentage Based on Weighting |
|---------------------------------------|------------------|--|
| Aggregate Platform Results into AIP   | 70%              | 40.7%                                    |
| Corporate Results                     | 30%              | 29.7%                                    |
|                                       |                  | 70.4%                                    |



The tables below summarize the 2013 achievement of platform goals for Mr. Brander and aggregate them with the corporate goal results as shown above, which taken together determine his Annual Incentive Plan financial and operational performance factor:

| Howden Measure                               | Payout Percentage | Net Payout<br>Percentage Based<br>on Weighting |
|--|-------------------|--|
| Bookings (as adjusted) (30%)                 | 104%              | 31%  |
| EBIT (as adjusted) (45%)                     | 121%              | 55%  |
| Working Capital Turns (as<br>adjusted) (25%) | 112%              | 28%  |
| Aggregate Platform Results                   |                   | 114%   |

| Weighted Average<br>Performance Measures | Weighting in AIP | Net Payout<br>Percentage Based<br>on Weighting |
|--|------------------|--|
| Aggregate Platform Results<br>into AIP   | 70%              | 79.8%  |
| Corporate Results                        | 30%              | 29.7%  |
|  |                  | 109.5%   |

We do not disclose the specific targets for sales (as adjusted), bookings (as adjusted), EBIT (as adjusted) or working capital turns (as adjusted) applicable to ESAB or Howden as they are highly confidential to our business. We believe that disclosure of these targets would be competitively harmful to us, as it would provide our competitors with strategic information specific to certain businesses, thus providing our competitors in these businesses insight into our plans and projections for such businesses. Nevertheless, these target levels are designed to be difficult to accomplish and are not certain to be met.

**Personal Performance Factor.** In addition to the target bonus percentages and financial and operational metrics discussed above, the third and final component of compensation under our Annual Incentive Plan is the personal performance factor. This is a multiplier that ranges from 1.0 to 1.5, or lower at the discretion of the Compensation Committee, based on individual performance and achievement of key performance indicators (KPIs) set in advance for each executive by our Chief Executive Officer, or, for our Chief Executive Officer, by the Board. The personal performance factor and KPIs set thereunder are included as part of the Annual Incentive Plan so that non-financial Company objectives over which the executive has primary control are factored in as part of the individual's total annual bonus for the year. We do not view the personal performance factor as material to an understanding of this portion of our Annual Incentive Plan.

The actual bonus award paid to each named executive officer under the Annual Incentive Plan in 2013 is set forth in the "Non-Equity Incentive Plan Compensation" column of the Summary Compensation Table below on page 33.

**Long-Term Incentives.** As noted above, the goal of our long-term incentive plan is to align the rewards of executives with the interests of stockholders by encouraging sustained long-term improvement in operational and financial performance and increase in stockholder value. Long-term incentives also serve as retention instruments and provide equity-building opportunities for executives.





Annual Grants under Omnibus Incentive Plan. On February 18, 2013, the Compensation Committee granted stock options and PRSUs under the 2008 Omnibus Incentive Plan, as amended, to each of the named executive officers other than Mr. Simms, as an annual long-term incentive equity grant with a target aggregate value as follows:

| Annual Grant Recipient | Stock Options | Performance-Based Restricted Stock Units | Target Aggregate Value (\$) |
|------------------------|---------------|--|-----------------------------|
| Mr. Brannan            | 13,314        | 5,325                                    | 450,000                     |
| Mr. Pryor              | 23,669        | 9,467                                    | 800,000                     |
| Mr. Kiefaber           | 53,254        | 21,302                                   | 1,800,000                   |
| Mr. Brander            | 14,793        | 5,917                                    | 500,000                     |

The Compensation Committee determined these awards by first establishing a targeted aggregate value for each executive as set forth above, using its collective experience and reasoned business judgment in conjunction with perspective provided by the competitive compensation data reviewed by Cook & Co. Each named executive officer received 50% of his award in the form of stock options and 50% of the award in the form of PRSUs in accordance with the formula approved by our Compensation Committee. For stock options, the actual number of stock options granted to each executive was determined by dividing 50% of the value above (for example, for Mr. Kiefaber, \$900,000) by 40% of the closing price per share of our common stock on the grant date, which approach does not represent the actual fair value of the option awards as calculated pursuant to FASB ASC Topic 718 and as shown in the Summary Compensation Table below. Forty percent was determined to approximate the value of an option relative to a full-value share of Company stock by the Compensation Committee. While this formula determined the number of options granted to an executive, in each case the exercise price for the stock option equals 100% of the closing price per share of our common stock on the grant date. For the PRSUs, the target number of restricted stock units granted to each executive was determined by dividing 50% of the target aggregate value above (for example, for Mr. Kiefaber, \$900,000) by the closing price per share of our common stock on the grant date.

To reinforce retention objectives, the options vest in equal installments over a three-year period, contingent upon continued service through the vesting date, and expire seven years from the grant date. In addition, any shares underlying PRSU awards that are earned upon conclusion of the performance period will vest in two equal installments on the fourth and fifth anniversaries of the grant date.

The PRSUs granted in February 2013 would be earned, if at all, if the Company's cumulative adjusted earnings per share results for any four consecutive fiscal quarters beginning in 2013 and ending in 2016 equals or exceeds \$2.00. This target level of performance was achieved as of the end of the fourth quarter in 2013 and was certified by the Compensation Committee at its meeting in February 2014.

Further, on May 16, 2013, Mr. Kiefaber also received a one-time grant of 4,142 PRSUs valued at \$200,000, which were granted in light of his significant contributions to improvements in the ESAB operations since the Charter Acquisition. These PRSUs will be earned, if at all, if the Company's cumulative adjusted earnings per share results for any four consecutive fiscal quarters beginning in the third quarter of 2013 and ending in 2016 equals or exceeds \$2.00.

Grants Upon Mr. Pryor's Promotion. On July 29, 2013, the Company promoted Mr. Pryor to Executive Vice President, Strategy & Business Development and in connection therewith granted him a long-term equity incentive award consisting of the following:

• 144,648 stock options, which vest in two equal installments upon the fourth and fifth anniversaries of the grant date and expire seven years from the grant date; and

19,290 PRSUs that will vest subject to the achievement of both performance and service conditions. Specifically, the Company's cumulative adjusted earnings per share must equal or exceed \$2.00 during any four consecutive fiscal quarters beginning with the third fiscal quarter of 2013. If the adjusted earnings per share target is achieved, the awards earned will vest in two equal installments on the fourth and fifth anniversaries of the grant date.

This long-term incentive award had a target value of \$4 million at the time of grant (an aggregate of \$3 million options, \$1 million PRSUs) and the awards received based on this target value were calculated under the same valuation approach applied in determining the annual equity grants, except as noted below. The components of this long-term incentive award included a one-time promotional option grant having a target value of \$2 million and the incorporation of the projected amount of Mr. Pryor's 2014 annual equity grant, which had a target value of \$2 million at the time of his promotion grant (\$1 million options, \$1 million

PRSUs). In determining the size of this award, the Compensation Committee decided to incorporate the projected target aggregate value of Mr. Pryor's 2014 annual equity grant. Thus, Mr. Pryor did not receive an annual equity grant in February 2014. The extended vesting terms for Mr. Pryor's options and the incorporation of the projected target value of his 2014 annual equity grant is intended to serve as an additional retention and performance-alignment mechanism. The promotion of Mr. Pryor was undertaken to reflect his significant efforts in the cultivation and execution of the Charter Acquisition and in the implementation of the Company's plans for further growth via strategic acquisitions and to further align Mr. Pryor's compensation with the strategic goals of the Company during a transformative period for Colfax. Additional information concerning these awards is included in the "Stock Awards" and "Option Awards" columns of the Summary Compensation Table and the Grants of Plan-Based Awards Table.

Each of Mr. Kiefaber's and Mr. Pryor's grants made following the 2013 annual grants were calculated by taking the target grant value and translating it into the number of shares underlying each grant using a 15-day average closing price instead of the closing price on the effective date of the grant. This policy change was made by the Compensation Committee at its May meeting to avoid the potential volatility impact of using a single-day closing price for future grants and is described further below under "Other Aspects of Our Executive Compensation Program — Equity Grant Practice."

**Other Elements of Compensation.** Consistent with our philosophy to provide transparency through simplicity of design, we provide a relatively immaterial amount of other elements of compensation. The Company does not maintain a pension plan and instead makes matching contributions to a tax-qualified 401(k) plan and the Colfax Corporation Excess Benefit Plan. We established the Excess Benefit Plan, which provides participants the opportunity to defer a percentage of their compensation without regard to the compensation limits imposed by the Internal Revenue Code on our 401(k) plan, to allow our senior-level executives to contribute toward retirement on a tax-effective basis in a manner that is consistent with other Colfax employees who are not limited by the Internal Revenue Code limits. For additional details concerning the Excess Benefit Plan, please see the Non-Qualified Deferred Compensation Table and the accompanying narrative disclosure. With respect to Mr. Brander, as discussed below in the footnotes to the Summary Compensation Table, Howden makes contributions to the Howden Retirement Plan, a defined contribution plan, on his behalf. In addition, as discussed following the Pension Benefits table below, Mr. Brander maintains a balance in the Howden Group Retention Plan, a frozen defined benefit pension plan. Mr. Brander's benefits under the Howden Group Retention Plan do not grow with any additional earnings or service. We provide minimal perquisites, consisting of disability insurance, relocation expenses, and benefits provided in non-U.S. locations in accordance with local practice.

#### Other Aspects of Our Executive Compensation Program

**Employment Agreements.** All named executive officers except for Mr. Brander are party to the same form of employment agreement, which was adopted on September 15, 2010. Mr. Brander is party to a service agreement with Howden Group Ltd., which he entered into prior to the Charter Acquisition. For all named executive officers other than Mr. Brander, these agreements provide for a two-year initial term with automatic one-year term extensions thereafter, unless our Board or the executive provides written notice in advance to terminate the automatic extension provision. Each officer's base salary may not be reduced below the amount previously in effect without the written agreement of the executive. In addition, as set forth in their employment agreements each of Messrs. Simms, Kiefaber, Brannan, and Pryor are entitled to participate in our Annual Incentive Plan with a target bonus amount no less than 125%, 75%, 50%, and 50%, respectively, of his base salary then in effect. The employment agreements with our executive officers provide that change in control benefits are provided only if a termination for "good reason" or other than for "cause" occurs within two years following the change in control.

Additional details regarding the material terms of these employment agreements are summarized under "Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table—Employment Agreements" and

"Potential Payments Upon Termination or Change in Control" below.

Stock Ownership Policy. Our stock ownership policy further aligns the long-term financial interests of Company executives with those of our stockholders. Each executive at a vice president level or higher is expected to accumulate shares of our common stock or other qualifying forms of equity having the value described below within the later of five years from the commencement of the policy or five years from becoming an executive subject to the policy. These ownership value thresholds are as follows:

| Leadership Position | Value of Shares |
|---------------------|-----------------|
| President and CEO   | 5x base salary  |
| EVP/SVP             | 3x base salary  |
| VP                  | 1x base salary  |

All of the Company's named executive officers have achieved these ownership goals as of the date of this Proxy Statement.

**Hedging Ban.** Any director, officer or employee of the Company is prohibited from engaging in short sales, transactions in derivative securities (including put and call options), or other forms of hedging and monetization transactions, such as zero-cost collars, equity swaps, exchange funds and forward sale contracts, that allow the holder to limit or eliminate the risk of a decrease in the value of the Company's securities.

**Pledging Policy.** Our Board has adopted a policy that prohibits any director or executive officer from pledging as security under any obligation any shares of Colfax common stock that he or she directly or indirectly owns and controls (other than shares already pledged as of February 17, 2014). Any shares of Colfax common stock that were pledged prior to February 17, 2014 do not count toward our stock ownership requirements.

**Clawback Policy.** In February 2014 the Compensation Committee adopted a clawback policy applicable to our executive officers. Under the policy, in the event the Company is required to restate its financial results due to material non-compliance with any financial reporting requirement under the securities laws as generally applied, the Board will review all bonus payments made and all performance-based equity compensation that was earned or vested on the basis of having met or exceeded financial results during the three years prior to the date that the Company determines such restatement is required.

If the Board determines that such payments or the amount of awards earned/vested would have been lower had they been determined or calculated based on such restated results, the Board will, to the extent permitted by governing law, seek to recoup for the benefit of the Company the value of such payments made to and/or equity awards earned by executive officers. The Board maintains discretion, to the extent permitted under applicable law, not to seek such recoupments if the Board determines, in the exercise of its fiduciary duties, that under the specific circumstances it would not be appropriate to seek to recover such amounts. The Company may effect such recoupment by requiring executive officers to pay such amount(s) to the Company, by set-off, by reducing future compensation, or by such other means or combination of means as the Board determines to be appropriate.

**Role of Compensation Consultant and Peer Data Review.** During 2013, our Compensation Committee obtained perspective from competitive data reviewed by Cook & Co., the independent advisor to the Compensation Committee on matters of executive compensation. In early 2012, the Compensation Committee considered a list of peer companies as had been updated following the Charter Acquisition for use in the competitive review of executive compensation. This list was reviewed by Cook & Co. for reasonableness, taking into account company size screens and industry classifications, and was then approved by the Compensation Committee at its February 2012 meeting as follows: Crane Co., Flowserve Corporation, Gardner Denver, Inc., Harsco Corporation, Kennametal Inc., Lincoln Electric Holdings, Inc., Pentair, Ltd., Regal Beloit Corporation, SPX Corporation, and Terex Corporation. While competitive review data drawn from this group is not used to "benchmark" the amount of compensation paid to the named executive officers (or to our executives in general), the information was utilized by the Compensation Committee as one of many reference points to assist in its compensation decisions.

Following the determination of our core 2013 compensation program at the February 2013 Compensation Committee Meeting, in July 2013 the Compensation Committee considered a revised list of peer companies recommended by

Cook & Co. to further align with the peers used by financial analysts and governance advisors covering Colfax and to better reflect our recent growth trajectory, revenue, market capitalization and overall scope and nature of operations since the Charter Acquisition. The revised list approved by the Compensation Committee at its July 2013 meeting is as follows: Ametek Inc., Crane Co., Dover Corporation, Dresser-Rand Group Inc., Eaton Corporation plc, Flowserve Corporation, IDEX Corporation, Illinois Tool Works Inc., Joy Global Inc., Kennametal Inc., Lincoln Electric Holdings, Inc., Pentair, Ltd., Rockwell Automation, Roper Industries, Inc., Snap-on Incorporated, SPX Corporation, The Timken Company, Valmont Industries, Inc., and Xylem Inc. As with our prior peer group, the competitive review data drawn from this group is not used to "benchmark" the amount of compensation paid to the named executive officers (or to our executives in general). During 2013, the information was utilized by the Compensation Committee as a reference point in setting the amount of Mr. Pryor's long-term equity incentive award upon promotion.

Independence of Compensation Consultant. At a meeting in March 2014, the Compensation Committee considered the independence of Cook & Co. in light of the SEC rules regarding conflicts of interest involving compensation consultants and NYSE listing standards regarding compensation consultant independence. The Compensation Committee requested and received a letter from Cook & Co. addressing conflicts of interest and independence, including the following factors covered by both the

SEC rules and NYSE listing standards: (1) other services provided to us by Cook & Co.; (2) fees paid by us as a percentage of Cook & Co.'s total revenue; (3) policies or procedures maintained by Cook & Co. that are designed to prevent a conflict of interest; (4) any business or personal relationships between the individual employees of Cook & Co. involved in the engagement and a member of the Compensation Committee; (5) any Company stock owned by Cook & Co. employees involved in the engagement; and (6) any business or personal relationships between our executive officers and Cook & Co. or the employees of Cook & Co. involved in the engagement. The Compensation Committee considered these factors, and other factors it deemed relevant, and discussed these considerations and concluded that Cook & Co. is independent and that its work during 2013 did not raise any conflict of interest. CEO Recommendations. During 2013, Mr. Simms provided recommendations to the Compensation Committee with respect to the compensation levels for our executive officers, other than himself. These recommendations were based on Mr. Simms' assessment of the executive officer's relative experience, overall performance, and impact on the achievement of our financial and operational goals and strategic objectives, combined with perspective from the competitive review data. While the Compensation Committee took Mr. Simms' recommendations under advisement, it independently evaluated the pay recommendations for each executive officer and made all final compensation decisions in accordance with its responsibilities as set forth in the Compensation Committee Charter.

Equity Grant Practice. The Compensation Committee has the authority to grant equity awards. The Company does not time the grant of equity awards around material, non-public information. Grant dates are determined either as of the date of Compensation Committee approval or on the date of a specific event, such as the date of hire or promotion, for certain executive officers. As approved by our Compensation Committee in May 2013 for all grants following such approval, the target grant value is translated into a number of shares underlying each grant using a 15-day average closing price, to avoid the potential volatility impact of using a single-day closing price. Grants of equity awards (other than to newly-appointed directors or newly-hired or promoted associates) are expected to be made annually by the Compensation Committee during "open-window" periods, which are the periods when officers and directors are not expressly prohibited from trading in shares of our common stock by our applicable policies. Equity awards to newly-appointed directors, and to newly-hired or promoted associates, are expected to be made during an "open-window" period whenever possible, and, for newly-hired or promoted associates, are reviewed and approved at a regularly scheduled meeting of the Compensation Committee and made effective as of that date or as of the first date during the next "open-window" period.

Further, during 2013 the Compensation Committee authorized the delegation of authority to our Chief Executive Officer for grants of equity awards to associates that are non-executive officers. The aggregate grant value of such equity awards may not exceed one-third of the total grant value of equity awards made during the fiscal year period, are subject to further restrictions on individual size, and are made pursuant to the terms of award agreements previously approved by the Board or the Compensation Committee. The effective grant date of these awards is made as of the date of the next regularly scheduled Compensation Committee meeting or, if no meeting is scheduled for the month, the effective date is made as of the first day of the month following such review and approval by the CEO, subject to the "open-window" restrictions noted above. The Compensation Committee receives a report of any grants made pursuant to this delegated authority at each regularly scheduled meeting.

Effect of Accounting and Tax Treatment on Compensation Decisions. Section 162(m) of the Internal Revenue Code imposes a limit on the amount of compensation that we may deduct in any one year with respect to certain "covered employees," unless certain specific and detailed criteria are satisfied. Performance-based compensation, as defined in the Internal Revenue Code, is fully deductible if the programs are approved by stockholders and meet other requirements. Following stockholder approval at our 2012 Annual Meeting of Stockholders of the material terms for payment of performance-based compensation under our 2008 Omnibus Incentive Plan, we believe that subsequent grants of stock options and performance-based equity awards can qualify as performance-based for purposes of satisfying the conditions of Section 162(m). Also, we believe that any bonuses awarded pursuant to our Annual Incentive Plan can qualify as "performance-based" for the purposes of Section 162(m). However, we seek to maintain

flexibility in compensating our executives, and, as a result, the Board has not adopted a policy requiring that all compensation be deductible. Our Compensation Committee assesses the impact of Section 162(m) on our compensation practices and determines what further action, if any, is appropriate, and may administer the 2008 Omnibus Incentive Plan and the Annual Incentive Plan in a manner that does not satisfy the requirements of Section 162(m) in order to achieve a result that the Compensation Committee determines to be appropriate. In addition, the rules and regulations promulgated under Section 162(m) are complicated and subject to change, possibly with retroactive effect, and a number of requirements must be met in order for particular awards to qualify for tax-deduction. As such, there can be no assurance that any compensation awarded or paid under the 2008 Omnibus Incentive Plan and the Annual Incentive Plan will be fully deductible.



COMPENSATION COMMITTEE REPORT

The Compensation Committee participated in the preparation of the Compensation Discussion and Analysis, reviewing successive drafts and discussing the drafts with management. Based on its review and discussions with management, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company's 2014 Proxy Statement and in the Company's Annual Report on Form 10-K for 2013 by reference to the Proxy Statement.

Compensation Committee of the Board of Directors

Rhonda L. Jordan, Compensation Committee Chair  
Thomas Gayner  
Rajiv Vinnakota

## EXECUTIVE COMPENSATION

## Summary Compensation Table

| Name and Principal Position   | Year | Salary (\$) | Stock Awards (\$)(2) | Option Awards (\$)(3) | Non-Equity Incentive Plan Compensation (\$)(4) | Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)(5) | All Other Compensation (\$)(6) | Total (\$)    |
|---|------|-------------|----------------------|-----------------------|--|---|--------------------------------|---------------|
| Steven E. Simms (1)<br>President and Chief Executive Officer                          | 2013 | 979,231     | —                    | —                     | 1,467,000                                      | —   | 64,827                         | 2,511,058 (1) |
|   | 2012 | 657,692     | 5,100,011            | 9,200,004             | 669,060  | —   | 18,875                         | 15,645,642(1) |
| C. Scott Brannan<br>Senior Vice President, Finance and Chief Financial Officer        | 2013 | 388,772     | 224,981              | 209,562               | 296,000  | —   | 34,408                         | 1,153,723     |
|   | 2012 | 373,077     | 224,992              | 212,997               | 185,000  | —   | 45,290                         | 1,041,356     |
|   | 2011 | 350,000     | 149,995              | 168,987               | 258,563  | —   | 28,419                         | 955,964       |
| Daniel A. Pryor<br>Executive Vice President, Strategy and Business Development        | 2013 | 457,688     | 1,418,300            | 3,463,678             | 352,000  | —   | 44,891                         | 5,736,557     |
|   | 2012 | 388,462     | 267,498              | 253,222               | 210,500  | —   | 45,741                         | 1,165,423     |
|   | 2011 | 350,000     | 149,995              | 617,518               | 264,863  | —   | 14,700                         | 1,397,076     |
| Clay H. Kiefaber<br>Executive Vice President and Chief Executive Officer, ESAB Global | 2013 | 652,500     | 1,100,027            | 838,218               | 525,000  | —   | 76,637                         | 3,192,382     |
|   | 2012 | 621,154     | 900,004              | 851,963               | 532,100  | —   | 110,346                        | 3,015,567     |
|   | 2011 | 525,000     | 450,008              | 506,951               | 585,309  | —   | 49,668                         | 2,116,936     |
| Ian Brander<br>Chief Executive Officer, Howden  | 2013 | 435,718(7)  | 249,993              | 232,842               | 432,000  | —   | 62,667                         | 1,413,220     |
|   | 2012 | 423,111     | 100,000              | 94,657                | 305,942  | 55,655  | 61,656                         | 1,041,021     |

(1) In connection with hiring Mr. Simms in 2012 as our President and Chief Executive Officer, the Compensation Committee determined to grant an initial long-term equity incentive award structured over a three-year performance period, in lieu of annual awards. The award was intended to link a significant portion of his compensation with a transformative phase for the Company following the Charter Acquisition. SEC rules governing the presentation of these grant amounts in the Summary Compensation Table require the entire aggregate grant date fair value of these grants to be reflected in 2012 despite it being provided in lieu of three

years' of annual grants. See the supplementary chart "Chief Executive Officer Compensation for Fiscal Year 2013 " above on page 19 of this Proxy Statement within the Compensation Discussion and Analysis for the intended allocation of the long-term equity award as pro-rated for 2013.

Amounts represent the aggregate grant date fair value of grants made to each named executive officer, as computed (2) in accordance with FASB ASC Topic 718. See Note 11 to our consolidated financial statements for the year ended December 31, 2013, included in our Annual Report on Form 10-K filed with the SEC on February 12, 2014.

Amounts reflect the grant date fair values for awards of PRSUs, which equaled the maximum grant date fair value for these awards.

Amounts represent the aggregate grant date fair value of grants made to each named executive officer, as computed in accordance with FASB ASC Topic 718. See Note 11 to our consolidated financial statements for the year ended December 31, 2013, included in our Annual Report on Form 10-K filed with the Securities and Exchange (3) Commission on February 12, 2014. As discussed in the Compensation Discussion & Analysis above, the amounts reported under SEC rules, based on grant date accounting values, do not correspond to the valuation approach used by the Compensation Committee in determining the size of option awards.

(4) Amounts represent the payouts pursuant to our Annual Incentive Plan.

For a discussion of the performance metrics on which the Annual Incentive Plan was based, including the weighting for each performance metric and the actual percentage achievement of the financial performance targets, see the Compensation Discussion and Analysis. To determine the bonus paid to each named executive officer, the actual performance for each goal is translated to a payout percentage for that goal as described in the Compensation Discussion and Analysis and multiplied by each named executive officer's target bonus and the corresponding weighting for the metric, which is then multiplied by that executive's personal

performance factor. For fiscal 2013, each named executive officer's target bonus, expressed as a percentage of base salary, was as follows:

|               |     |   |
|---------------|-----|---|
| Mr. Simms:    | 125 | % |
| Mr. Brannan:  | 60  | % |
| Mr. Pryor:    | 65  | % |
| Mr. Kiefaber: | 85  | % |
| Mr. Brander:  | 65  | % |

(5) The zero amount shown for Mr. Brander in 2013 represents £(11,700) or \$(19,064) in U.S. dollars, calculated based on the exchange rate in effect on December 31, 2013. This amount is solely the aggregate change in the actuarial present value of Mr. Brander's accumulated benefit under a closed pension benefit plan from the pension plan measurement date used for financial statement reporting purposes in fiscal 2012 as compared to fiscal 2013. For additional details regarding this plan, see the Pension Benefits table and narrative that follows such table below.

(6) Amounts set forth in this column for 2013 consist of the following:

| Name         | Supplemental Long-Term Disability Premiums (\$) | Company 401(k)/Deferred Compensation Plan Match and Contribution (\$)(a) | Relocation Expenses (\$) | Company Car (\$)(b) | Accident Insurance (\$)(c) | Howden Retirement Plan Company Contribution (\$)(d) | Total (\$) |
|--------------|---|--|--------------------------|---------------------|----------------------------|---|------------|
| Mr. Simms    | —   | 64,827   | —                        | —                   | —                          | —   | 64,827     |
| Mr. Brannan  | —   | 34,408   | —                        | —                   | —                          | —   | 34,408     |
| Mr. Pryor    | —   | 44,891   | —                        | —                   | —                          | —   | 44,891     |
| Mr. Kiefaber | —   | 76,176   | 461                      | —                   | —                          | —   | 76,637     |
| Mr. Brander  | 486 <sup>(e)</sup>                              | —  | —                        | 19,553              | 441                        | 42,187  | 62,667     |

(a) For each named executive officer other than Mr. Brander, amounts represent the aggregate Company match and Company contribution made by Colfax during 2013 to such officer's 401(k) plan account and Excess Benefit Plan (nonqualified deferred compensation) account. See the Nonqualified Deferred Compensation Table and accompanying narrative for additional information on the Excess Benefit Plan.

(b) Amount represents an annual cash allowance for car-related expenses in the amount of £12,000 or \$19,553 in U.S. dollars, calculated based on the exchange rate in effect on December 31, 2013. This benefit was provided pursuant to the terms of Mr. Brander's service contract. For additional information on this benefit, see "Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table—Employment Agreements—Mr. Brander's Service Contract" below.

(c) Amount represents £270.50, or \$441 in U.S. dollars, calculated based on the exchange rate in effect on December 31, 2013.

(d) Amount represents the annual employer contribution of £25,891, or \$42,187 in U.S. dollars, calculated based on the exchange rate in effect on December 31, 2013. So long as Mr. Brander contributes 5% of his annual salary to the retirement plan, as he did during 2013, Howden contributes 10% of Mr. Brander's annual salary less £7,000 due to a permitted deduction under local law. Mr. Brander does not have the ability to withdraw funds from this account before retirement and upon his retirement Mr. Brander will receive the value of his investments in the fund. There is no guaranteed distribution amount based on service years or age. Amounts contributed to the retirement plan are at risk and are invested via direction from Mr. Brander to the plan provider.

(e) Amount represents £298, or \$486 U.S. dollars, calculated based on the exchange rate in effect on December 31, 2013.

(7) For Mr. Brander, amount represents £267,410 or \$435,718 in U.S. dollars, calculated based on the exchange rate in effect on December 31, 2013.

## Grants of Plan-Based Awards for 2013

The following table sets forth information with respect to grants of plan-based awards to our named executive officers during 2013:

| Name             | Award Type            | Grant Date | Estimated Possible Payouts Under Non-Equity Incentive Plan Awards (1) |             |               | Estimated Future Payouts Under Equity Incentive Plan Awards (2) |            |              | All Other Option Awards: Number of Securities | Exercise or Base Price of Awards (\$/Sh) | Grant Date Fair Value of Stock and Option Awards (\$)(4) |
|------------------|-----------------------|------------|---|-------------|---------------|---|------------|--------------|---|--|--|
|                  |                       |            | Thres-hold (\$)   | Target (\$) | Maxi-mum (\$) | Thres-hold (#)  | Target (#) | Maxi-mum (#) | Underlying Options (#)(3)                     |  |  |
| Steven E. Simms  | Annual Incentive Plan | —          | 61,202  | 1,224,039   | 3,102,938     |   |            |              |   |  |  |
| C. Scott Brannan | Annual Incentive Plan | —          | 11,663  | 233,263     | 591,323       |   |            |              |   |  |  |
|                  | PRSUs                 | 2/18/2013  |   |             |               | —   | 5,325      | —            |   | 224,981                                  |  |
|                  | Stock Options         | 2/18/2013  |   |             |               |   |            | 13,314       | 42.25   | 209,562                                  |  |
| Daniel A. Pryor  | Annual Incentive Plan | —          | 14,875  | 297,497     | 754,155       |   |            |              |   |  |  |
|                  | PRSUs                 | 2/18/2013  |   |             |               | —   | 9,467      | —            |   | 399,981                                  |  |
|                  | Stock Options         | 2/18/2013  |   |             |               |   |            | 23,669       | 42.25   | 372,550                                  |  |
|                  | PRSUs                 | 7/29/2013  |   |             |               | —   | 19,290     | —            |   | 1,018,319                                |  |
|                  | Stock Options         | 7/29/2013  |   |             |               |   |            | 144,648      | 52.79   | 3,091,128                                |  |
| Clay H. Kiefaber | Annual Incentive Plan | —          | 27,731  | 554,625     | 1,405,974     |   |            |              |   |  |  |
|                  | PRSUs                 | 2/18/2013  |   |             |               | —   | 21,302     | —            |   | 900,010                                  |  |
|                  | Stock Options         | 2/18/2013  |   |             |               |   |            | 53,254       | 42.25   | 838,218                                  |  |
|                  | PRSUs                 | 5/16/2013  |   |             |               | —   | 4,142      | —            |   | 200,017                                  |  |
| Ian Brander      | Annual Incentive Plan | —          | 14,161  | 283,217     | 717,954       |   |            |              |   |  |  |
|                  | PRSUs                 | 2/18/2013  |   |             |               | —   | 5,917      | —            |   | 249,993                                  |  |
|                  | Stock Options         | 2/18/2013  |   |             |               |   |            | 14,793       | 42.25   | 232,842                                  |  |

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(1) Amounts represent the possible payouts under our Annual Incentive Plan. For a discussion of the performance metrics and actual results and payouts under the plan for fiscal 2013 see the Compensation Discussion and Analysis and the "Non-Equity Incentive Plan Compensation" column of the Summary Compensation Table above, respectively.

(2) Amounts represent potential shares issued under performance-based share awards. The PRSUs may be earned at the end of the performance period upon certification by the Compensation Committee that the performance metric had been met. Earned awards are then subject to an additional service-based vesting period, pursuant to which vesting occurs in equal amounts on the fourth and fifth anniversaries of the grant date pending continued service with the Company.

For further discussion of these awards, see "Long-Term Incentives— 2008 Omnibus Incentive Plan" in the Compensation Discussion and Analysis.

(3) For all named executive officers other than Mr. Pryor's July grants, amounts represent stock option awards that vest ratably over three years, beginning on the first anniversary of the grant date, based on continued service. For Mr. Pryor's grant made on July 29, 2013, amounts represent stock option awards that vest in equal amounts on the fourth and fifth anniversaries of the grant date, based on continued service.

(4) The amounts shown in this column represent the full grant date fair value of grants made to each named executive officer, as computed in accordance with FASB ASC Topic 718. PRSUs are valued based upon the probable outcome of the performance conditions associated with these awards as of the grant date and such calculation is consistent with the estimate of aggregate compensation cost recognized over the service period determined as of the grant date under FASB ASC Topic 718, excluding the effect of estimated forfeitures.

## Outstanding Equity Awards at 2013 Fiscal Year-End

The following table shows, as of December 31, 2013, the number of outstanding stock options, performance-based restricted stock awards and, for Messrs. Simms, Kiefaber and Brannan, director restricted stock units or DSUs held by the named executive officers:

| Name             | Option Awards   |   |                            |                           | Stock Awards   |   |  |   |
|------------------|---|---|----------------------------|---------------------------|--|---|--|---|
|                  | Number of Securities Underlying Unexercised Options (#) Exercisable | Number of Securities Underlying Unexercised Options (#) Unexercisable | Option Exercise Price (\$) | Option Expiration Date(1) | Number of Shares or Units of Stock That Have Not Vested (#)(2) | Market Value of Shares or Units of Stock That Have Not Vested (\$)(3) | Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)(4) | Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)(5) |
| Steven E. Simms  | —   | 364,286   | 31.98                      | 4/21/2019                 |  |   |  |   |
|                  | —   | 350,000   | 31.98                      | 4/21/2019                 | 1,852  | 117,954   | —  | —   |
|                  |   |   |                            |                           | —  | —   | 159,475  | 10,156,963  |
| C. Scott Brannan | 59,713  | —   | 15.70                      | 10/17/2017                |  |   |  |   |
|                  | 11,484  | 5,742   | 21.77                      | 2/23/2018                 |  |   |  |   |
|                  | 5,267   | 10,534  | 35.60                      | 2/22/2019                 |  |   |  |   |
|                  | —   | 13,314  | 42.25                      | 2/18/2020                 |  |   |  |   |
|                  |   |   |                            |                           | 17,987   | 1,145,592   | —  | —   |
|                  |   |   |                            | —                         | —  | 5,325   | 339,149  |   |
| Daniel A. Pryor  | 35,556  | 17,777  | 18.75                      | 1/2/2018                  |  |   |  |   |
|                  | 11,484  | 5,742   | 21.77                      | 2/23/2018                 |  |   |  |   |
|                  | 6,261   | 12,524  | 35.60                      | 2/22/2019                 |  |   |  |   |
|                  | —   | 23,669  | 42.25                      | 2/18/2020                 |  |   |  |   |
|                  | —   | 144,648   | 52.79                      | 7/28/2020                 |  |   |  |   |
|                  |   |   |                            | 14,404                    | 917,391  | —   | —  |   |
|                  |   |   |                            | —                         | —  | 28,757  | 1,831,537  |   |
| Clay H. Kiefaber | 68,082  | —   | 12.27                      | 1/10/2017                 |  |   |  |   |
|                  | 79,114  | —   | 11.85                      | 3/28/2017                 |  |   |  |   |
|                  | 34,452  | 17,225  | 21.77                      | 2/23/2018                 |  |   |  |   |
|                  | 21,067  | 42,135  | 35.60                      | 2/22/2019                 |  |   |  |   |
|                  | —   | 53,254  | 42.25                      | 2/17/2020                 |  |   |  |   |
|                  |   |   |                            | 124,777                   | 7,947,047  | —   | —  |   |
|                  |   |   |                            | —                         | —  | 25,444  | 1,620,528  |   |



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|             |       |        |       |           |       |         |       |   |         |
|-------------|-------|--------|-------|-----------|-------|---------|-------|---|---------|
| Ian Brander | 2,340 | 4,682  | 35.60 | 2/22/2019 |       |         |       |   |         |
|             | —     | 14,793 | 42.25 | 2/17/2020 | 2,809 | 178,905 | —     | — |         |
|             |       |        |       |           | —     | —       | 5,917 | — | 376,854 |

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(1) The vesting date of unvested stock option awards is set forth beside each option expiration date in the following chart. Note that the vesting date provided reflects when the options fully vest. Other than for Mr. Simms and, for Mr. Pryor, his options granted on July 29, 2013, stock option awards vest ratably over three years beginning on the first anniversary of the grant date. For Mr. Simms, his stock option awards fully cliff vest on April 21, 2015. For Mr. Pryor, his options granted on July 29, 2013 vest in equal amounts on the fourth and fifth anniversaries of the grant date.

| Option Grant Date | Option Expiration Date | Option Full Vesting Date (options vest over three year period except as noted below ) |
|-------------------|------------------------|---|
| 1/11/2010         | 1/10/2017              | 1/11/2013   |
| 3/29/2010         | 3/28/2017              | 3/29/2013   |
| 9/27/2010         | 9/26/2017              | 9/27/2013   |
| 10/18/2010        | 10/17/2017             | 10/18/2013  |
| 1/3/2011          | 1/2/2018               | 1/3/2014  |
| 2/24/2011         | 2/23/2018              | 2/24/2014   |
| 2/23/2012         | 2/22/2019              | 2/23/2015   |
| 4/22/2012         | 4/21/2019              | 4/21/2015*  |
| 2/18/2013         | 2/17/2020              | 2/18/2016   |
| 7/29/2013         | 7/28/2020              | 7/29/2018^  |

\* Options granted to Mr. Simms fully cliff vest on April 21, 2015

^ Options granted to Mr. Pryor on July 29, 2013 vest in equal amounts on the fourth and fifth anniversaries of the grant date

(2) For all named executive officers other than Mr. Simms, these amounts reflect PRSUs that were earned upon certification by the Compensation Committee that the performance metric for these awards had been met. They are subject to an additional service-based vesting period, pursuant to which vesting will occur in equal amounts on the fourth and fifth anniversaries of the grant date.

For Mr. Simms, this amount reflects 1,852 unvested director restricted stock units received for service on our Board prior to his appointment as an executive officer of the Company.

(3) For all named executive officers other than Mr. Simms, the amounts shown in this column represent the market value of the PRSUs for which the performance criteria has been met and certified by the Compensation Committee based on the closing price of the Company's common stock on December 31, 2013, which was \$63.69 per share, multiplied by the number of units, respectively, for each unvested performance stock award.

For Mr. Simms, this amount reflects the market value of 1,852 unvested director restricted stock units based on the closing price of the Company's common stock on December 31, 2013 multiplied by the number of unvested director restricted stock units.

(4) For all named executive officers other than Messrs. Simms and Kiefaber, the amounts shown in this column reflect PRSUs that will be earned, if at all, if the Company's cumulative adjusted earnings per share results for any four consecutive fiscal quarters beginning in 2013 and ending in 2016 equals or exceeds \$2.00. This target level of performance was achieved and certified by the Compensation Committee in February . These PRSUs are then subject to an additional service-based vesting period, pursuant to which vesting will occur in equal amounts on the fourth and fifth anniversaries of the grant date contingent on continued employment with the Company.

For Mr. Simms, the amounts shown in this column reflect PRSUs that will be earned, if at all, if the Company's cumulative adjusted earnings per share results equals or exceeds \$1.75 during any four consecutive fiscal quarters beginning with the third fiscal quarter of 2012 and ending with the first quarter of 2015. If the adjusted earnings per share target is achieved, the award earned will fully vest on April 21, 2015 conditioned on continued employment until such date. This target level of performance was achieved as of the end of the fourth quarter in 2013 and was certified by the Compensation Committee at its meeting in February 2014.

For Messrs. Kiefaber and Pryor, the amounts shown in this column also reflect 4,142 and 19,290 PRSUs, respectively, that will be earned, if at all, if the Company's cumulative adjusted earnings per share results for any four consecutive fiscal quarters beginning in the third quarter 2013 and ending in the third quarter of 2016 equals or exceeds \$2.00.

(5) The amounts shown in this column represent the market value of the unearned PRSUs based on the closing price of the Company's common stock on December 31, 2013, which was \$63.69 per share, multiplied by the number of units, respectively, for each unvested and unearned performance stock award.

## Employment Agreements

As discussed in the Compensation Discussion and Analysis above, we have entered into an employment agreement with each of our executive officers, including our named executive officers. All named executive officers except for Mr. Brander are party to our current form of employment agreement for executive officers, which was adopted by the Company on September 15, 2010 for use with new executive hires. Mr. Simms' employment agreement is based on this form except for the term and provision of the initial long-term incentive award as described further above in the Compensation Discussion and Analysis. Mr. Simms and Mr. Kiefaber's

employment agreements also provide for pro-rata vesting of certain equity awards upon termination without cause, as detailed further below under Potential Payments Upon Termination or Change in Control.

The employment agreement for Mr. Brander was entered into by Howden Group Ltd. by the management of Charter International Ltd. prior to the Charter Acquisition.

**Form of Employment Agreement.** On September 15, 2010, the Company adopted a new form of employment agreement for executive officers to be used for new executive hires. Messrs. Simms, Kiefaber, Brannan and Pryor are all parties to employment agreements based on this form, which, except for Mr. Simms, currently have a one-year term that is automatically extended unless the Board or the executive provides written notice to terminate the automatic extension provision. In addition, in the event we undergo a "change in control" (as described below under "Potential Payments Upon Termination or Change in Control") during the term of the employment agreements, the agreements will be automatically extended to the second anniversary of the change in control. Each officer's base salary may not be reduced below the amount previously in effect without the written agreement of the executive.

With respect to the benefits payable to each executive under these agreements upon a change in control of Colfax, the benefits are only paid upon a "double trigger," meaning a change in control event must occur and the executive must either be terminated without cause by Colfax (or its successor) or the executive must resign for good reason. In entering into these arrangements, the Company wanted to ensure the continued dedication of these executive officers, notwithstanding the possibility of a change in control, and to retain such officer in our employ after any such transaction. We believe that, should the possibility of a change in control arise, Colfax should be able to receive and rely upon our officers' advice as to the best interests of the Company and without the concern that such officer might be distracted by the personal uncertainties and risks created by a potential change in control. In the event, however, that such officer is actually terminated during the period beginning three months prior to a change in control event or within a certain period of time following the change in control (or prior to the end of the term of the applicable employment agreement should the change of control not be consummated), which termination may be out of their control (i.e., by the successor company or management), we believe that the officers should be compensated for their efforts in positioning Colfax for the possibility of an acquisition event. Further, any bonus payment paid in conjunction with the termination of a named executive officer will be based upon the performance of the Company, as stipulated in the Company's Annual Incentive Plan.

Additional information on certain benefits provided in the new form of employment agreement in certain terminations or in connection with a change of control is discussed below under "Potential Payments Upon Termination or Change in Control."

**Mr. Brander's Service Agreement.** Mr. Brander's service agreement with Howden Group Ltd., dated December 3, 2010, has no set term and may be terminated upon not less than twelve months' notice to Mr. Brander or six months' notice from Mr. Brander, or immediately upon notice by the Company with payment of twelve months' severance. The service agreement sets forth Mr. Brander's base salary, powers and duties and provides for benefits customary under local practice. No change in control benefits are provided pursuant to the terms of the service agreement.

#### Option Exercises and Stock Vested

The following table provides information for Messrs. Simms and Brannan regarding the vesting during 2013 of director restricted stock units, or DRSUs (for Mr. Brannan, as deferred into DSUs), which were received for service on our Board prior to their appointment as executive officers of the Company. The number of shares acquired upon the vesting of these DRSUs and DSUs and the value realized before payment of any taxes and broker commissions is reflected below. Value realized represents the product of the number of shares received upon vesting and the closing

market price of our common stock on the vesting date.

During 2013, no options were exercised or PRSUs vested for any of our named executive officers.

Option Exercises and Stock Vested During Fiscal 2013

| Name             | Stock Awards<br>Number of Shares<br>Acquired on<br>Vesting<br>(#)(1) | Value Realized on<br>Vesting<br>\$(2) |
|------------------|--|---------------------------------------|
| Steven E. Simms  | 1,852  | 96,860                                |
| C. Scott Brannan | 1,607  | 78,743                                |

(1) For Mr. Simms, the number of shares reflects the vesting of 1,852 DRSUs on July 27, 2013. For Mr. Brannan, the number of shares reflects the vesting of 1,607 DSUs on May 18, 2013. For Mr. Simms, the vesting date is based on the initial grant received for service on our Board and for Mr. Brannan the vesting date is based on the anniversary date of a prior director annual grant, each as received prior to their appointment as executive officers.

(2) Based on the Company's common stock price on each applicable vesting date as follows:

| Vesting Date | Closing Price of Common Stock |
|--------------|-------------------------------|
| 7/27/2013    | \$52.30                       |
| 5/18/2013    | \$49.00                       |

#### Pension Benefits — Mr. Brander

Mr. Brander previously participated in a pension plan provided by Howden Group Ltd., the Howden Group Pension Plan. Members of the Howden Group Pension Plan stopped accruing benefits on September 30, 2006. The pension amount available to each participant under the Howden Group Pension Plan is based on the participant's years of service and his or her "Final Pensionable Earnings." For purposes of the Howden Group Pension Plan, "Final Pensionable Earnings" means the participant's base annual salary at date of ceasing accrual in the Howden Group Pension Plan, plus an allowance for fluctuating earnings for overtime and shift allowance, less an amount equal to 1.5 times the Lower Earnings Limit (a figure determined by the UK tax authorities).

The pension formula under the plan is one sixtieth of the Final Pensionable Earnings multiplied by the number years of pensionable service for each participant.

All pension amounts under the Howden Group Pension Plan are paid monthly.

#### 2013 Pension Benefits

| Name        | Plan Name                 | Number of Years Credited Service (#) <sup>(1)</sup> | Present Value of Accumulated Benefit (\$) <sup>(2)</sup> | Payments During Last Fiscal Year (\$) |
|-------------|---------------------------|---|--|---------------------------------------|
| Ian Brander | Howden Group Pension Plan | 19.4  | 449,125 <sup>(3)</sup>                                   | —                                     |

(1) Represents the number of years of pensionable service for Mr. Brander under the Howden Group Pension Plan, computed as of the same pension plan measurement date used for financial statement reporting purposes with respect to our 2013 financial statements. The number of years of pensionable service represents Mr. Brander's actual years of pensionable service.

(2) Amounts represent the actuarial present value of Mr. Brander's accumulated benefit under the plan, computed as of the date used for financial statement reporting purposes with respect to our 2013 financial statements and assuming the normal plan retirement age of 65. The value quoted is the full Howden Group Pension Plan transfer value. The amount would not actually be received if the benefits were transferred, as the Howden Group Pension Plan is currently reducing transfer values due to under-funding.

(3) Amount represents £275,638 or \$449,125 in U.S. dollars, calculated based on the exchange rate in effect on December 31, 2013.

#### Nonqualified Deferred Compensation

In 2005, we established the Colfax Corporation Excess Benefit Plan (the "Excess Benefit Plan") to provide certain senior-level employees, including each of the named executive officers except for Mr. Brander, with an opportunity to defer a stated percentage of their base compensation or their annual incentive compensation without regard to the compensation limits imposed by the Internal Revenue Code for our 401(k) plan. We established the Excess Benefit

Plan to allow our senior-level executives to contribute toward retirement on a tax-effective basis in a manner that is consistent with other Colfax employees who are not limited by the Internal Revenue Code limits. The plan is "unfunded," meaning there is no asset segregated for the exclusive benefit of the named executive officers.

The Excess Benefit Plan allows the named executive officers to defer up to 50% of their base salaries and up to 50% of their bonus compensation. These deferral limits are the same as that of other employees who participate in our qualified 401(k) plan. In

addition, during 2013 we matched up to 4% of all excess deferrals by the named executive officers and provided a 4% Company contribution, each of which were the same percentage match and contribution, respectively, as provided under the 401(k) plan during 2013. Our named executive officers will not be fully vested in the portion of their deferral account representing any Company match contributions until five years from the date they were appointed an executive officer.

Deferrals under the Excess Benefit Plan may be invested in a number of different equity and fixed income reference investment funds which are selected periodically by the plan trustee to best match the funds offered in the qualified 401(k) plan. Each participating named executive officer can allocate his deferrals among these fund investment options and may change elections at any time by making a change of election with the plan administrator. Colfax invests its match and contribution amounts in the same investment options in the same amounts and allocations as the reference funds selected by the officer.

Simultaneously with the officer's election to participate in the Excess Benefit Plan, the executive must elect the time of payment for the account balance upon termination of service. Because each of the named executive officers are likely "key employees" for purposes of Section 409A of the Internal Revenue Code, the executive is generally permitted to choose either (i) the last day of the month in which the six-month anniversary of termination occurs, or (ii) the later of January 31 of any of the five calendar years following the year of termination and the last day of the month in which the six-month anniversary of termination occurs. If no election is made, the benefit will be paid in a lump sum on the last day of the month which occurs six months after the executive's termination date.

In addition, at the time of electing the timing of payment, the executive must also elect the form of payment of the account balance. The executive may select a lump sum payment or annual installments over a period of two to ten years. If no form of payment election is made, the form of payment will be a lump sum. The named executive officer may elect to change the timing or form of payment, provided, generally, that (i) the election may not take effect until 12 months after the election, (ii) the election may not be made less than 12 months prior to the date of the first scheduled payment under the current election and (iii) the first payment with respect to the subsequent election is deferred for a period of not less than five years from the date such payment would otherwise have been made.

Upon death or disability, the executive (or the executive's beneficiary) is to be paid a lump sum payment equal to the executive's account balance within 60 days after the year of death or the last day of the month in which the six-month anniversary of the executive's disability occurs, respectively.

Notwithstanding the above, in the event the executive's account balance at the time of his or her termination is less than \$10,000, payment of the account balance upon termination will be made in a lump sum on or before the later of (i) December 31 of the calendar year of termination, or (ii) the date 2.5 months after the executive's termination from service.

Mr. Brander did not participate in the Excess Benefit Plan for 2013.

| Name             | Executive Contributions in Last FY (\$)(1) | Registrant Contributions in Last FY (\$)(2) | Aggregate Earnings (Loss) in Last FY (\$) | Aggregate Withdrawals/ Distributions (\$) | Aggregate Balance at Last FYE (\$)(3) |
|------------------|--|---|---|---|---------------------------------------|
| Steven Simms     | 39,169                                     | 59,727                                      | 9   | —   | 98,906                                |
| C. Scott Brannan | 3,639                                      | 19,108                                      | 28,095                                    | —   | 120,567                               |
| Clay H. Kiefaber | 48,076                                     | 55,776                                      | 39,633                                    | —   | 293,086                               |



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|                 |        |        |        |   |         |
|-----------------|--------|--------|--------|---|---------|
| Daniel A. Pryor | 22,591 | 29,591 | 21,428 | — | 131,581 |
|-----------------|--------|--------|--------|---|---------|

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(1) With respect to each applicable named executive officer, amounts represent deferred salary and deferred bonus amounts granted that are reported in the Summary Compensation Table above under the applicable column.

(2) All amounts reported in this column for each applicable named executive officer are reported in the "All Other Compensation" column of the Summary Compensation Table above.

(3) With respect to each applicable named executive officer's aggregate balance, the following amounts are reported in the Summary Compensation Table above for 2013: Mr. Simms — \$98,896 Mr. Brannan — \$22,747, Mr. Kiefaber — \$103,852, Mr. Pryor — \$52,182. These amounts are the sum of executive and registrant contributions during 2013, which are disclosed in the Summary Compensation Table as described in footnotes one and two above.

## Potential Payments Upon Termination or Change in Control

The information below describes relevant employment agreement and equity plan provisions for payments upon termination or change in control and sets forth the amount of compensation that could have been received by each of the named executive officers in the event such executive's employment had terminated under the various applicable triggering events described below as of December 31, 2013. The benefits discussed below are in addition to those generally available to all salaried employees, such as distributions under the 401(k) plan, health care benefits and disability benefits or vested amounts payable under the Excess Benefit Plan or Howden Group Pension Plan described above. In addition, these benefits do not take into account any arrangements that we may provide in connection with an actual separation from service or a change in control. Due to the number of different factors that affect the nature and amount of any benefits provided in connection with these events, actual amounts payable to any of the named executive officers should a separation from service or change-in-control occur during the year will likely differ, perhaps significantly, from the amounts reported below. Factors that could affect such amounts include the timing during the year of the event, the Company's stock price, and the target amounts payable under annual and long-term incentive arrangements that are in place at the time of the event.

**Employment Agreements.** Pursuant to the terms of the employment agreements with each of Messrs. Simms, Kiefaber, Brannan, and Pryor, these named executive officers, in the event their employment is terminated by us without "cause" or the executive resigns for "good reason" (each as described below), each executive is entitled to the following severance payments or benefits:

either (i) a lump sum payment equal to one times the executive's base salary in effect and his or her target annual incentive compensation for the year of termination (or, if greater, the average of the two highest actual annual incentive payments made to the executive during the last three years) or (ii) for Mr. Simms, a lump sum payment equal to one times his base salary in effect and his annual incentive compensation paid for the year prior to termination; and

a lump sum payment equal to the executive's pro rata annual incentive compensation for the year of termination subject to the performance criteria having been met for that year under the Annual Incentive Plan.

In the event the executive terminates employment without "cause" or for "good reason" within three months prior to a "change in control event" (as described below), or two years after a "change in control", each executive is entitled to the following severance payments or benefits:

a lump sum payment equal to two times the executive's base salary in effect and his or her target annual incentive compensation for the year of termination (or, if greater, the average of the two highest actual incentive payments made to the executive during the last three years);

a lump sum payment equal to the executive's pro rata annual incentive compensation for the year of termination subject to the performance criteria having been met for that year under the Annual Incentive Plan; and

all equity awards will immediately vest, with any performance objectives applicable to performance-based equity awards deemed to have been met at the greater of (i) the target level at the date of termination, and (ii) actual performance at the date of termination.

In each case described above, the executive's right to the severance payments and benefits is conditioned on the executive's execution of a waiver and release agreement in favor of Colfax. In addition, each employment agreement contains standard confidentiality covenants, non-disparagement covenants, non-competition covenants and non-solicitation covenants.

In the event that any payment or benefit to the executives pursuant to the employment agreements or otherwise constitute excess parachute payments under Section 280G of the Internal Revenue Code such that they would trigger the excise tax provisions of the Internal Revenue Code, such payments are to be reduced so that the excise tax

provisions are not triggered, but only upon determination by the executive that the after-tax value of the termination benefits calculated with the restriction described above exceed the value of those calculated without such restriction.

Each agreement further provides that, in the event it is determined that the willful actions of the executive have resulted in a material misstatement or omission in any report or statement filed by Colfax with the SEC, or material fraud against Colfax, Colfax is entitled to recover all or any portion of any award or payment made to the executive.

For purposes of the employment agreements, the following terms generally have the following meanings:

"cause" means conviction of a felony or a crime involving moral turpitude, willful commission of any act of theft, fraud, embezzlement or misappropriation against Colfax or its subsidiaries or willful and continued failure of the executive to substantially perform his or her duties;

•"change in control" means:

a transaction or series of transactions pursuant to which any person acquires beneficial ownership of more than 50% of the voting power of the common stock of Colfax then outstanding;

during any two-year consecutive period, individuals who at the beginning of the period constitute the Board (together with any new directors approved by at least two-thirds of the directors at the beginning of the period or subsequently approved) cease to constitute a majority of the Board;

a merger, sale of all or substantially all of the assets of Colfax or certain acquisitions of the assets or stock by Colfax of another entity in which there is a change in control of Colfax; and

a liquidation or dissolution of Colfax; and

"change in control event" means the earlier to occur of a "change in control" or the execution of an agreement by Colfax providing for a change in control.

For purposes of Messrs. Simms, Kiefaber, Brannan, and Pryor's employment agreements, "good reason" means: upon or following a change in control, the assignment to the executive of duties materially inconsistent with his or her position or any alteration of an executive's duties, responsibilities and authorities, and then only if such adjustments or assignments are not the result of the conclusion by a significantly larger successor entity and its board of directors that such executive's role needs to be altered;

the requirement for the executive to relocate his or her principal place of business at least 35 miles from his or her current place of business;

Colfax's failure to obtain agreement from any successor to fully assume its obligations to the executive under the terms of the agreement; and

- any other failure by Colfax to perform its material obligations under, or breach of Colfax of any material provision of, the employment agreement.

Simms and Kiefaber Pro-Rata Vesting Provisions. In addition, for Messrs. Simms and Kiefaber their employment agreements also provide that:

If the executive is terminated by the Company without "cause" (and not on account of disability) or resigns for "good reason" his outstanding and unvested equity awards shall vest:

pro-ratably for equity awards that are subject only to time-vesting based on service, and

pro-ratably for performance-based equity awards only if the performance objectives are achieved as of the end of the performance period.

Further, for Mr. Simms, if he is terminated without "cause" (and not on account of disability) or resigns for "good reason," all of his vested stock options shall remain exercisable for their entire term.

Mr. Brander's Service Agreement. If Mr. Brander's service agreement is terminated without at least twelve month's prior written notice he is entitled to payment of twelve month's severance equivalent to his base salary in effect at that time.

Equity Awards. The vesting of outstanding equity awards, other than performance-based awards, accelerates in full upon the death or total and permanent disability of the grantee or, unless assumed or substituted as discussed below, upon a "corporate transaction" (as defined below). The vesting of the outstanding PRSUs accelerates in full upon the death or total and permanent disability of the grantee only if and when the performance criteria for such award are achieved as of the end of the performance period upon certification of the same by the Compensation Committee, or immediately if the performance period has already ended and the Compensation Committee has certified that the performance criteria have been achieved. The outstanding PRSUs will terminate and cease to vest upon a "corporate transaction," unless prior to the corporate transaction the achievement of the performance criteria is certified by the Compensation Committee, in which case the vesting for the award will accelerate in full unless assumed or substituted as discussed below. While these benefits are available to all of our equity plan participants equally, pursuant to SEC requirements, we have included these acceleration benefits in the table below. In addition, in the event of termination of service other than for death, disability or cause, any stock option awards will remain exercisable to the extent vested for 90 days after termination of service.

A "corporate transaction" under any outstanding equity awards is generally defined as:

- the dissolution or liquidation of the Company or a merger, consolidation, or reorganization of the Company with one or more other entities in which we are not the surviving entity;
- a sale of substantially all of our assets to another person or entity; or

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any transaction which results in any person or entity, other than persons who are stockholders or affiliates immediately prior to the transaction, owning 50% or more of the combined voting power of all classes of our stock.

Accelerated vesting upon a "corporate transaction" will not occur to the extent that provision is made in writing in connection with the corporate transaction for the assumption or continuation of the outstanding awards, or for the substitution of such outstanding awards for similar awards relating to the stock of the successor entity, or a parent or subsidiary of the successor entity, with appropriate adjustments to the number of shares of stock that would be delivered and the exercise price, grant price or purchase price relating to any such award. If an award is assumed or substituted in connection with a corporate transaction and the holder is terminated without cause within a year following a change in control, the award will fully vest and may be exercised in full, to the extent applicable, beginning on the date of such termination and for the one-year period immediately following such termination or for such longer period as the compensation committee shall determine.

Estimate of Payments. The following table provides information related to compensation payable to each named executive officer assuming termination of such executive's employment on December 31, 2013, or assuming a change of control or corporate transaction with corresponding qualifying termination occurred on December 31, 2013. Amounts also assume the price of our common stock was \$63.69, the closing price on December 31, 2013.

Potential Payments Upon Termination or Change of Control as of 2013 Fiscal Year-End

| Executive  | Steven E. Simms | C. Scott Brannan | Clay H. Kiefaber | Ian Brander | Daniel A. Pryor |
|--|-----------------|------------------|------------------|-------------|-----------------|
| Employment Agreement Benefits:                       |                 |                  |                  |             |                 |
| Termination without "cause" or "good reason"         |                 |                  |                  |             |                 |
| Lump Sum Payment                                     | 2,203,269       | 629,272          | 1,202,500        | 439,742     | 755,185         |
| Pro Rata Incentive Compensation                      | 1,467,000       | 296,000          | 525,000          | —           | 352,000         |
| Accelerated Stock Options                            | 12,783,293      | —                | 1,444,643        | —           | —               |
| Accelerated PRSUs                                    | —               | —                | 5,231,397        | —           | —               |
| Termination in connection with a "change of control" |                 |                  |                  |             |                 |
| Lump Sum Payment                                     | 4,406,539       | 1,258,545        | 2,405,000        | —           | 1,510,369       |
| Pro Rata Incentive Compensation                      | 1,467,000       | 296,000          | 525,000          | —           | 352,000         |
| Accelerated Stock Options <sup>(1)</sup>             | 22,650,009      | 822,057          | 3,047,410        | 448,679     | 3,475,529       |
| Accelerated PRSUs <sup>(2)</sup>                     | 10,156,963      | 2,616,385        | 9,567,575        | 555,759     | 2,748,924       |
| Excess Benefit Plan <sup>(3)</sup>                   | 98,901          | 115,951          | 279,497          | —           | 128,388         |

In addition to accelerated vesting pursuant to the employment agreements, stock options accelerate upon death, (1) total and permanent disability, unless assumed or substituted as discussed above, and upon a "corporate transaction" as defined above.

(2) Under the employment agreements, in the event of a termination in connection with a change in control, the performance objectives applicable to PRSUs will be deemed to have been met at the greater of (i) the target level at the date of termination, and (ii) actual performance at the date of termination. In addition to accelerated vesting pursuant to the employment agreements, PRSUs for which the performance criteria have been certified as achieved

accelerate upon death, total and permanent disability and, unless assumed or substituted as discussed above, upon a "corporate transaction" as defined above.

Amounts represent the aggregate balance of the named executive officer's Excess Benefit Plan account as of (3) December 31, 2013. For more details on our Excess Benefit Plan, see "Nonqualified Deferred Compensation" above.

PROPOSAL 3

AN ADVISORY VOTE TO APPROVE OUR EXECUTIVE COMPENSATION

We are asking stockholders to approve, on an advisory basis, the compensation of our named executive officers as disclosed in this Proxy Statement. We encourage stockholders to read the Compensation Discussion and Analysis and Executive Compensation sections of this Proxy Statement for a detailed discussion of our executive compensation program, the compensation and governance actions undertaken during 2013 and the compensation awarded to our named executive officers.

Since our last advisory vote to approve our executive compensation program in 2011, we have made significant progress towards our long-term goal of becoming a premier global industrial enterprise, including the completion of the Charter Acquisition and other strategic transactions that have significantly increased our size, accelerated our growth strategy, and enhanced our business profile. Stockholders during this time have shared in the growth and successes our executive compensation program is designed to achieve. As discussed in our Compensation Discussion and Analysis, our focus remains on linking compensation to performance while aligning the interests of management with those of our stockholders. As such, our Board of Directors and its Compensation Committee believes that our executive compensation program is worthy of stockholder support.

In 2011, our stockholders also voted in favor of conducting an advisory vote to approve our named executive officers' compensation every three years. Consistent with this vote, the Board established the frequency of the advisory vote on the compensation of our named executive officers at every three years, which we believe enables stockholders to have a sufficient performance period to evaluate how the executive compensation program has functioned in achieving our long- and short-term goals. After the 2014 Annual Meeting of Stockholders, our next such stockholder advisory vote will occur at our 2017 Annual Meeting of Stockholders.

This item is being presented pursuant to Section 14A of the Securities Exchange Act of 1934, as amended. Although this advisory vote is not binding, the Compensation Committee will consider the voting results when evaluating our executive compensation program.

For the foregoing reasons, the Board unanimously recommends that stockholders vote in favor of the following resolution:

RESOLVED, that the compensation paid to the Company's named executive officers, as disclosed pursuant to the rules of the SEC, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby APPROVED.



## EQUITY COMPENSATION PLAN INFORMATION

The following table summarizes the Company's equity compensation plan information as of December 31, 2013. All equity compensation plans have been approved by Company stockholders.

| Plan Category  | Number of securities to be issued upon exercise of outstanding options and rights (a) | Weighted-average exercise price of outstanding options (b) | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c) |
|--|---|--|---|
| Equity compensation plans approved by Company stockholders     | 3,130,321 <sup>(1)</sup>  | \$30.98  | 6,252,623   |
| Equity compensation plans not approved by Company stockholders | —   | —  | —   |

(1) Includes 698,531 shares of common stock issuable upon vesting of outstanding PRSUs, RSUs, DRSUs and DSUs. PRSUs, RSUs, DRSUs and DSUs do not have an exercise price and therefore were not included for purposes of calculating the weighted-average exercise price in column (b).

## BENEFICIAL OWNERSHIP OF OUR COMMON STOCK

The following table sets forth certain information as of March 20, 2014 (unless otherwise specified), with respect to the beneficial ownership of our stock by each person who is known to own beneficially more than 5% of the outstanding shares of common stock, each person currently serving as a director, each nominee for director, each named executive officer (as listed below), and all directors and executive officers as a group. Unless otherwise indicated, to our knowledge, each person has sole dispositive and voting power over the shares in the table.

| Beneficial Owner  | Shares Beneficially Owned          | Percent of Class |   |
|---|------------------------------------|------------------|---|
| <b>5% Holders</b>   |                                    |                  |   |
| BDT Capital Partners, LLC<br>401 N. Michigan Ave., Suite 3100<br>Chicago, IL 60611      | 16,253,576 <sup>(1)</sup>          | 13.1             | % |
| Steven M. Rales<br>2200 Pennsylvania Avenue, NW, Suite 800W<br>Washington, D.C. 20037   | 11,315,749 <sup>(2)</sup>          | 9.2              | % |
| <b>5% Holder and Director</b>   |                                    |                  |   |
| Mitchell P. Rales<br>2200 Pennsylvania Avenue, NW, Suite 800W<br>Washington, D.C. 20037 | 11,341,049 <sup>(3)</sup>          | 9.2              | % |
| <b>Directors</b>  |                                    |                  |   |
| Patrick W. Allender   | 241,395 <sup>(4)(5)</sup>          | *                |   |
| Thomas S. Gayner  | 38,385 <sup>(5)</sup>              | *                |   |
| Rhonda L. Jordan  | 64,348 <sup>(5)(6)</sup>           | *                |   |
| San W. Orr, III   | 10,060 <sup>(5)</sup>              | *                |   |
| A. Clayton Perfall  | 21,357 <sup>(5)</sup>              | *                |   |
| Rajiv Vinnakota   | 26,382 <sup>(5)</sup>              | *                |   |
| <b>Named Executive Officers and Directors</b>   |                                    |                  |   |
| Steven E. Simms   | 4,659 <sup>(7)</sup>               |                  |   |
| Clay H. Kiefaber  | 252,162 <sup>(7)(8)(9)</sup>       | *                |   |
| <b>Named Executive Officers</b>   |                                    |                  |   |
| C. Scott Brannan  | 109,679 <sup>(7)(8)(9)</sup>       | *                |   |
| Daniel A. Pryor   | 93,464 <sup>(9)</sup>              | *                |   |
| Ian Brander   | 9,611 <sup>(9)</sup>               |                  |   |
| All of our directors and executive officers as a group (15 persons)                     | 12,344,811 <sup>(5)(7)(8)(9)</sup> | 9.9              | % |

\* Represents beneficial ownership of less than 1%



Beneficial ownership amount and nature of ownership as reported on Schedule 13D/A filed with the SEC on February 12, 2014 by (i) BDT Capital Partners, LLC (“BDT CP”), (ii) BDTCP GP I, LLC (“BDTCP GP I”), (iii) BDT CF Acquisition Vehicle, LLC (the “BDT Investor”), (iv) Byron D. Trott, and (v) BDTP GP, LLC (“BDTP”) Byron D. Trott is the sole member of BDTP, which is the managing member of BDT CP. BDT CP is the manager of BDTCP GP I, which is the manager of the BDT Investor. The BDT Investor is the direct owner of 12,174,674 shares of common stock. Certain investment funds (the “BDT Investment Funds”) controlled by BDTCP GP I directly beneficially own, in the aggregate, 4,078,902 shares of common stock, and an employee investment vehicle controlled by BDTP (the “BDT Investment Vehicle”) directly beneficially owns 167,626 shares of common stock. BDT CP disclaims beneficial ownership of the 167,626 shares of common stock owned by the BDT Investment Vehicle. The BDT Investor, acting through its manager, BDTCP GP I, has sole voting power and sole dispositive power with respect to common stock beneficially owned by it. Each of the BDT Investment Funds has sole voting power and sole dispositive power with respect to shares of common stock beneficially owned by it. The BDT Investment Vehicle has sole voting power and sole dispositive power with respect to shares of common stock beneficially owned by it.

(1) Includes 10,000,000 shares of common stock owned by a limited liability company of which Mr. Rales is the sole member and 19,388 shares of common stock held by Capital Yield Corporation, of which Mitchell P. Rales and Steven M. Rales are the sole stockholders. Steven M. Rales has sole voting power and sole dispositive power with respect to 11,296,361 shares of common stock, and shared voting power and shared dispositive power with respect to 19,388 shares of common stock. All of the securities held by the limited liability company of which Mr. Rales is the sole member, including its holdings of Colfax common stock, are pledged to secure a line of credit. This entity and Mr. Rales are in compliance with this line of credit. The business address of Steven M. Rales, and the limited liability company, is 2200 Pennsylvania Avenue, N.W., Suite 800W, Washington, D.C. 20037-1701.

(2) Includes 10,000,000 shares of common stock owned by a limited liability company of which Mr. Rales is the sole member, 19,388 shares of common stock held by Capital Yield Corporation, of which Mitchell P. Rales and Steven M. Rales are the sole stockholders, 11,500 shares of common stock held by a family trust and 2,700 shares held as custodian for his daughters. Mitchell P. Rales has sole voting power and sole dispositive power with respect to 11,321,661 shares of common stock, and shared voting power and shared dispositive power with respect to 19,388 shares of common stock. All of the securities held by the limited liability company of which Mr. Rales is the sole member, including its holdings of Colfax common stock, are pledged to secure a line of credit. This entity and Mr. Rales are in compliance with this line of credit. The business address of Mitchell P. Rales, and the limited liability company, is 2200 Pennsylvania Avenue, N.W., Suite 800W, Washington, D.C. 20037-1701.

(3) Includes 199,259 shares owned by the John W. Allender Trust, of which Patrick Allender is trustee. Mr. Allender disclaims beneficial ownership of all shares held by the John W. Allender Trust except to the extent of his pecuniary interest therein.

(4) Beneficial ownership by directors (other than Mitchell P. Rales) includes: (i) for each of Messrs. Allender and Gayner and Ms. Jordan, 22,749 DRSUs or DSUs that have vested or will vest within 60 days of March 20, 2014 and will be delivered following the conclusion of service on the Board and 5,528 shares that such individuals have the right to acquire upon the exercise of director stock options that have vested, (ii) for Mr. Perfall, 10,537 DRSUs or DSUs that have vested or will vest within 60 days of March 20, 2014 and will be delivered following the conclusion of service on the Board and 5,528 shares that Mr. Perfall has the right to acquire upon the exercise of director stock options that have vested, (iii) for Mr. Vinnakota, 9,709 DRSUs or DSUs that have vested or will vest within 60 days of March 20, 2014 and will be delivered following the conclusion of service on the Board and 5,528 shares that Mr. Vinnakota has the right to acquire upon the exercise of director stock options that have vested, (iv) for Mr. Orr, 3,704 DRSUs that have vested or will vest within 60 days of March 20, 2014 and will be delivered following the conclusion of service on the Board, 828 DRSUs that will vest within 60 days of March 20, 2014, and

5,528 shares that Mr. Orr has the right to acquire upon the exercise of director stock options that have vested and (v) DSUs received in lieu of annual cash retainers and committee chairperson retainers that will be delivered following the conclusion of service on the Board as follows: Mr. Allender— 12,892, Mr. Gayner— 10,108, Ms. Jordan— 11,071, and Mr. Perfall— 5,292. For more information on these awards, see Director Compensation above.

(6) Includes 18,010 shares held by a family trust, 6,920 shares held by her spouse and 70 shares held in a trust account for her spouse.

Beneficial ownership by named executive officers and our executive officers as a group includes shares that such individuals have the right to acquire upon the exercise of options that have vested or will vest within 60 days of (7) March 20, 2014. The number of shares included in the table as beneficially owned which are subject to such options is as follows: Mr. Kiefaber— 202,716, Mr. Brannan— 56,560, Mr. Pryor— 53,302, Mr. Brander— 3,511, all of our executive officers as a group— 379,942.

(8) Each of Mr. Kiefaber and Mr. Brannan's beneficial ownership includes DRSUs or DSUs received for service on the Board prior to their appointment as executive officers of the Company that will be delivered following the conclusion of service to the Company in the following amounts: 5,556 DRSUs for Mr. Kiefaber and 5,556 DRSUs and 12,171 DSUs for Mr. Brannan.

(9) Beneficial ownership for executive officers does not reflect PRSUs that have been earned but not yet vested due to additional service-based vesting conditions. However, these PRSUs, when earned via certification of the applicable performance criteria by the Compensation Committee, are reflected in Table 1 of Form 4s filed by each executive officer. This transaction is shown in the Form 4 as an acquisition of the Company's common stock pursuant to SEC guidance regarding Section 16 reporting for grants of restricted stock awards.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our directors, executive officers and 10% stockholders to file reports of ownership and changes in ownership of our equity securities. To our knowledge, based upon the reports filed and written representations regarding reports required during the fiscal year ended December 31, 2013, all reports required by Section 16(a) were filed on a timely basis except for a Form 5 reporting a gift of 18,010 shares by Rhonda Jordan to a family trust on December 21, 2012, which was reported in a late Form 5 filing made on February 7, 2014.

## GENERAL MATTERS

### Stockholder Proposals and Nominations

Requirements for Stockholder Proposals to be Considered for Inclusion in our Proxy Materials. To be considered for inclusion in next year's proxy statement pursuant to Rule 14a-8 of the Exchange Act, stockholder proposals must be received by our Corporate Secretary at our principal executive offices no later than the close of business on December 4, 2014.

Requirements for Stockholder Proposals to be Brought Before an Annual Meeting. Our Bylaws provide that, for a stockholder to nominate a candidate for election to the Board or propose any other business to be considered at an annual meeting, the stockholder must have given timely notice in writing to the Secretary of the Company at Colfax Corporation, 8170 Maple Lawn Boulevard, Suite 180, Fulton, Maryland 20759, Attn: Corporate Secretary. To be timely for an annual meeting, the stockholder's notice must be delivered to or mailed and received by the Secretary not less than 90 days nor more than 120 days before the anniversary date of the preceding annual meeting; accordingly, for the 2015 annual meeting, notice must be delivered to or mailed and received by the Secretary no later than February 13, 2015 and no earlier than January 14, 2015. However, if the annual meeting is set for a date that is more than 30 days before or more than 70 days after such anniversary, the Company must receive the notice not earlier than the close of business on the 120th day prior to the annual meeting date and not later than the close of business on the later of the 90th day prior to such annual meeting or the tenth day following the day when the Company makes a public announcement of the annual meeting date. Such notice must provide the information required by Section 2.2 of our Bylaws with respect to each matter, other than stockholder nominations of directors, that the stockholder proposes to bring before the 2014 annual meeting. Notice of stockholder nominations must provide the information required by Section 3.3 of our Bylaws. The chairman of the annual meeting may refuse to acknowledge or introduce any nomination or proposal if notice thereof is not received within the applicable deadlines or does not comply with our Bylaws. If the stockholder does not provide notice of a nomination or proposal within the applicable deadlines or does not comply with the requirements of Rule 14a-4(c) under the Exchange Act, we may exercise discretionary voting authority under proxies that we solicit to vote in accordance with our best judgment on any such nomination or proposal.

### Delivery of Documents to Stockholders Sharing an Address

SEC rules permit the delivery of a single copy of a company's annual report and proxy statement, or notice of internet availability of proxy materials, as applicable, to any household at which two or more stockholders reside if they appear to be members of the same family. This procedure, referred to as householding, reduces the volume of duplicate information stockholders receive and reduces mailing and printing expenses.

The broker, bank or other nominee for any stockholder who is a beneficial owner of the Company's stock may deliver only one copy of the Company's Annual Report to Stockholders and Proxy Statement, or the Company's Notice, as applicable, to multiple stockholders who share the same address, unless that broker, bank or other nominee has received contrary instructions from one or more of the stockholders. We will deliver promptly, upon written or oral request, a separate copy of the Company's Annual Report to Stockholders and Proxy Statement, or the Company's Notice, as applicable, to any stockholder at a shared address to which a single copy of the documents was delivered. A stockholder who wishes to receive a separate copy of the Company's Annual Report to Stockholders and Proxy Statement, or the Company's Notice, as applicable, now or in the future, should submit a written request to Investor Relations, Colfax Corporation, 8170 Maple Lawn Boulevard, Suite 180, Fulton, Maryland 20759 or call (301) 323-9000 and ask for Investor Relations. Beneficial owners sharing an address who are receiving multiple copies of the Company's Annual Report to Stockholders and Proxy Statement, or the Company's Notice, as applicable, and wish to receive a single copy of such materials in the future will need to contact their broker, bank or other nominee to request that only a single copy of each document be mailed to all stockholders at the shared address in the future.



Additional Information

A copy of the Company's Annual Report to Stockholders for the fiscal year ended December 31, 2013 has been made available concurrently with this Proxy Statement to all stockholders entitled to notice of and to vote at the Annual Meeting. The Annual Report is not incorporated into this Proxy Statement and is not considered proxy-soliciting material.

The Company filed its Annual Report on Form 10-K with the SEC on February 12, 2014. The Company will mail without charge, upon written request, a copy of its Annual Report on Form 10-K for the fiscal year ended December 31, 2013, excluding exhibits. Exhibits, if requested, will be furnished upon the payment of a fee determined by the Company, such fee to be limited to the Company's reasonable expenses in furnishing the requested exhibit or exhibits. Please send a written request to Investor Relations, Colfax Corporation, 8170 Maple Lawn Boulevard, Suite 180, Fulton, Maryland 20759, or access these materials on the Company's website at [www.colfaxcorp.com](http://www.colfaxcorp.com) on the Investors page.

Other Matters

As of the date of this Proxy Statement, the Board does not intend to present any matters other than those described herein at the Annual Meeting and is unaware of any matters to be presented by other parties. If other matters are properly brought before the meeting for action by the stockholders, proxies returned to us will be voted in accordance with the recommendation of the Board or, in the absence of such a recommendation, in accordance with the judgment of the proxy holder.

By Order of the Board of Directors

A. Lynne Puckett  
Secretary



