

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

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

Date of report (Date of the earliest event reported) April 28, 2004

Commission File Number 0-23081

FARO TECHNOLOGIES, INC.
(Exact Name of Registrant as Specified in Its Charter)

Florida

59-3157093

(State or Other Jurisdiction of Incorporation) (IRS Employer Identification No.)

125 TECHNOLOGY PARK, LAKE MARY, FLORIDA

32746

(Address of Principal Executive Offices)

(Zip Code)

(407) 333-9911

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Item 5. OTHER EVENTS

Institutional Shareholder Services ("ISS") requested that FARO TECHNOLOGIES, INC. ("FARO") provide ISS with additional information about fees that FARO paid to its independent auditors, Ernst & Young LLP, reported in its proxy statement for its 2004 Annual Meeting of Shareholders. ISS further requested that FARO publish this information in either a Form 8-K filing or in a press release.

In response to this request, FARO is filing this Form 8-K to set forth additional information concerning fees for services rendered to FARO by Ernst & Young LLP for each of the last two fiscal years:

| | 2003 ---- | 2002 ---- |
|--|-----------------------|-----------------------|
| Audit fees (1) | \$ 464,245 | \$ 408,992 |
| Audit-related fees (2) | 19,000 | 71,744 |
| Tax fees-preparation and compliance | 80,068 | 57,213 |
| | ----- | ----- |
| Total audit, audit related and tax preparation and compliance fees | 563,313 | 537,949 |
| Other non-audit fees: | | |
| Tax fees-other (3) | 539,684 | 496,104 |
| All other fees | - | - |
| | ----- | ----- |
| Total-Other Fees | 539,684 | 496,104 |
| | ----- | ----- |
| Total Fees | \$ 1,102,997 ===== | \$ 1,034,053 ===== |

(1) Audit of financial statements, review of financial statements included in Quarterly Reports on Form 10-Q, and fees in connection with the Company's Form S-3 registration statement (File No. 333-110670).

(2) Primarily due diligence work and employee benefit plan audits.

(3) Tax consulting

Signature

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

FARO TECHNOLOGIES, INC.

By: /s/ Gregory A. Fraser

Gregory A. Fraser
Executive Vice President, Secretary, and
Treasurer

Date: April 28, 2004