

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

FORM 8-K

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

Date of Report (Date of earliest event reported): June 13, 2024

FARO TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction
of incorporation)

0-23081
(Commission
File Number)

59-3157093
(IRS Employer
Identification No.)

125 Technology Park, Lake Mary, Florida 32746
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (407) 333-9911

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$.001	FARO	Nasdaq Global Select Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On June 13, 2024, FARO Technologies, Inc. (the "Company") held its 2024 Annual Meeting of Shareholders (the "Annual Meeting") to consider and vote on the three proposals set forth below, each of which is described in greater detail in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on May 1, 2024. The final voting results from the Annual Meeting are set forth below.

Proposal 1 — Election of directors

The holders of the Company's common stock elected the following directors, each to serve for a three-year term expiring at the Company's 2027 Annual Meeting of Shareholders, and until his successor has been duly elected and qualified, subject to his earlier death, resignation or removal. The results of such vote were as follows:

Name	Votes For	Votes Withheld	Broker Non-Votes
Jeroen van Rotterdam	14,856,902	530,293	790,515
John Donofrio	13,655,821	1,731,374	790,515

Proposal 2 — Ratification of independent registered public accounting firm

The holders of the Company's common stock ratified the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024, by the following count:

Votes For	Against	Abstain	Broker Non-Votes
15,963,836	206,455	7,419	—

Proposal 3 — Approval, on a non-binding, advisory basis, of the compensation of the Company's named executive officers

The holders of the Company's common stock approved, on a non-binding, advisory basis, the compensation of the Company's named executive officers, by the following count:

Votes For	Against	Abstain	Broker Non-Votes
14,432,651	929,558	24,986	790,515

SIGNATURES

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

FARO Technologies, Inc.

June 14, 2024

/s/ Matthew Horwath

By: Matthew Horwath

Its: Chief Financial Officer

(Duly Authorized Officer and Principal Financial Officer)