

**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): March 11, 2021

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.)

250 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Jeroen van Rotterdam

On March 17, 2021, the Board of Directors (the “Board”) of FARO Technologies, Inc. (the “Company”) approved a board size increase, from seven (7) to eight (8) members, and appointed Mr. Jeroen van Rotterdam to the newly created seat as a Class I director, to serve until the Company’s 2021 annual meeting of shareholders and until his successor is duly elected and qualified, or until his earlier death, resignation or removal. Mr. van Rotterdam was also appointed to each of the Audit Committee, the Talent, Development and Compensation Committee and the Nominating, Governance and Sustainability Committee of the Board. Mr. van Rotterdam will be included in the Company’s slate of nominees for election to the Board at the Company’s 2021 annual meeting of shareholders.

In connection with his appointment to the Board, and pursuant to the Company’s director compensation program, Mr. van Rotterdam will receive the standard compensation amounts payable to non-employee directors of the Company, as described in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 16, 2020. Mr. van Rotterdam has also entered into the Company’s standard form of director indemnification agreement, which is filed as Exhibit 10.1 to the Company’s Current Report on Form 8-K filed on October 28, 2020.

There are no family relationships between Mr. van Rotterdam and any director or executive officer of the Company, and Mr. van Rotterdam does not have any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. There are no arrangements between Mr. van Rotterdam and any other persons pursuant to which they were appointed as directors of the Company.

Retirement of John E. Caldwell and Decision of Dr. Jeffrey A. Graves Not to Stand for Re-Election

Effective as of the Company’s 2021 annual meeting of shareholders, Mr. John E. Caldwell will be retiring from the Board. In addition, on March 11, 2021, Dr. Jeffrey A. Graves communicated his decision not to stand for re-election to the Board. Accordingly, Dr. Graves’ term as a director will end effective as of the Company’s 2021 annual meeting of shareholders. Neither Mr. Caldwell’s retirement nor Dr. Graves’ decision not to stand for re-election is the result of any disagreement with the Company.

Item 8.01. Other Events.

On March 17, 2021, the Company issued a press release announcing the foregoing changes to the Board. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference. The Company is not including the information contained on or available through its website referenced in the press release as part of, or incorporating such information into, this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press release dated March, 17, 2021
104	Cover Page Interactive Data File - The cover page of this Current Report on Form 8-K filed on March 17, 2021, formatted in Inline XBRL

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.

March 17, 2021

FARO Technologies, Inc.

/s/ Allen Muhich

By: Allen Muhich
Its: Chief Financial Officer
(Duly Authorized Officer and Principal Financial Officer)

FARO Announces Changes to its Board of Directors

LAKE MARY, FL, March 17, 2021 - FARO® (Nasdaq: FARO), a global leader of 3D measurement, imaging, and realization solutions for the 3D Metrology, AEC (Architecture, Engineering & Construction), and Public Safety Analytics markets, today announces changes to its Board of directors.

The Company is pleased to announce Mr. Jeroen van Rotterdam's appointment to its Board of Directors.

Mr. van Rotterdam brings a comprehensive background in multiple technologies, including cloud development and security, with nearly 25 years of experience with EMC Corporation, several startups, and most recently, Citrix Systems.

"FARO is uniquely positioned to drive increased long-term shareholder value through its extensive suite of 3D software applications targeting customer solutions in the 3D Metrology, AEC, and Public Safety and Analytic markets. FARO's ability to capture, analyze and provide 3D data positions it well to increase the value it realizes from its existing 15,000 customers." stated Board Chairman John Donofrio. "Jeroen's depth of experience is highly relevant to FARO's strategy and complementary to our current board composition".

Mr. van Rotterdam will be included in the Company's slate of nominees for election to the Board of Directors at the Company's 2021 annual stockholders meeting.

Board of Director Departures

Effective the date of FARO's 2021 annual stockholders meeting, Mr. John E. Caldwell will be retiring from the FARO Board and Dr. Jeffrey A. Graves has chosen not to stand for re-election.

"Mr. Caldwell has been a highly effective FARO board member since 2002, providing valued leadership, insights and mentoring throughout his tenure. Dr. Graves was appointed the Chief Executive Officer of 3D Systems in May 2020, and as a result, is limiting his involvement in outside directorships." stated Mr. Donofrio. The Company thanks Mr. Caldwell and Dr. Graves for their meaningful contributions. They will be missed."

"As the Company executes its transformational strategy with an emphasis on software-enabled solutions to drive long-term competitive differentiation and increased customer value, board renewal aligned with FARO's strategy will continue. We expect to announce further additions to the Board over time," stated Mr. Donofrio.

Forward-Looking Statements

This press release may include forward-looking statements regarding anticipated demand for and customer acceptance of FARO's products, product development and product launches, growth and strategic initiatives. Such forward-looking statements may be identified by the use of the following words (among others): "believes," "expects," "may," "will," "plan," "should" or "anticipates," or comparable words and their negatives. These forward-looking statements are not guarantees but are subject to risks and uncertainties that could cause actual results to differ materially from the expectations contained in these statements. For a discussion of such risks and uncertainties, see "Risk Factors" in the Company's filings with the Securities and Exchange Commission, including its most recent annual report on Form 10-K. FARO assumes no obligation to update any forward-looking statements contained in this press release in the event of changing circumstances or otherwise, and such statements are current only as of the date they are made.