
**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): April 13, 2011

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

- (b) On April 13, 2011, Andre Julian, a member of the board of directors (the "Board") of FARO Technologies, Inc. (the "Company"), informed the Company that he will retire as a member of the Board, effective at the Company's Annual Meeting of Shareholders to be held on May 12, 2011 (the "Annual Meeting"). Following Mr. Julien's retirement, the Board will have two vacancies. As a result, the Board has determined to set the size of the Board at seven members, effective as of the Annual Meeting.
- (e) On April 14, 2011, the Board adopted an amendment to the FARO Technologies, Inc. 2009 Equity Incentive Plan (the "2009 Plan") to prohibit cash buyouts of stock options. A copy of the amendment to the 2009 Plan is filed as Exhibit 10.1 hereto and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
10.1	First Amendment to the FARO Technologies, Inc. 2009 Equity Incentive Plan

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.
(Registrant)

April 15, 2011

/s/ Keith Bair

By: Keith Bair
Its: Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
10.1	First Amendment to the FARO Technologies, Inc. 2009 Equity Incentive Plan

**FIRST AMENDMENT TO THE
FARO TECHNOLOGIES, INC.
2009 EQUITY INCENTIVE PLAN**

THIS FIRST AMENDMENT (this "Amendment") to the FARO Technologies, Inc. 2009 Equity Incentive Plan (the "Plan") is made and entered into this 14th day of April, 2011, by FARO Technologies, Inc.

1. The Plan is hereby amended by deleting subsection (i) of Section 6 of the Plan in its entirety and replacing it with the following:

“(i) **No Repricing of Options and Stock Appreciation Rights.** Except as otherwise provided in Section 4(b), the exercise price of an Option and the base price of a Stock Appreciation Right may not be reduced, directly or indirectly by cancellation and regrant, cancellation in exchange for cash or another Award (including following the Participant’s voluntary surrender of an underwater Stock Option) or otherwise, without the prior approval of the shareholders of the Company.”

2. Except as expressly amended hereby, the terms of the Plan shall be and remain unchanged, and the Plan as amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, FARO Technologies, Inc. has caused this Amendment to be executed by its duly authorized representative as of the day and year first above written.

FARO TECHNOLOGIES, INC.

By: /s/ Jay Freeland

Name: Jay Freeland

Title: President and CEO