

As filed with the Securities and Exchange Commission on November 26, 1997  
 Registration No. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
 FORM S-8  
 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

FARO TECHNOLOGIES, INC.  
 (Exact name of Registrant as specified in its charter)

Florida

59-3157093

-----  
 (State or other jurisdiction  
 of incorporation or organization)

-----  
 (I.R.S. Employer  
 Identification No.)

125 Technology Park, Lake Mary, Florida  
 (Address of Principal Executive Offices)

32746  
 (Zip Code)

FARO TECHNOLOGIES, INC. 1997 NON-EMPLOYEE DIRECTORS' FEE PLAN  
 (Full Title of the Plan)

GREGORY A. FRASER, PH.D.  
 Executive Vice President and Chief Financial Officer  
 FARO Technologies, Inc.

125 Technology Park, Lake Mary, Florida 32746, Telephone: (407) 333-9911  
 (Name and Address of Agent For Service)

(407) 333-9911  
 (Telephone Number, Including Area Code, of Agent For Service)

COPY TO:  
 MARTIN A. TRABER, ESQ.  
 Foley & Lardner  
 100 North Tampa Street, Suite 2700, Tampa, Florida 33602,  
 Telephone: (813) 229-2300

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, \$.001 par value	250,000	(2)	\$2,937,500	\$891

(1) Plus an indeterminate number of shares which may be issued as a result of anti-dilution provisions contained in the Plan.

(2) Pursuant to Rules 457(c) and 457(h) under the Securities Act of 1933, as amended, the amounts shown are based on 250,000 shares reserved for future grants under the Plan, the registration fee for which has been calculated using \$11.75, the average of the high and low prices of the Registrant's Common Stock on November 20, 1997 as reported on the Nasdaq National Market.

## PART II

## INFORMATION REQUIRED IN REGISTRATION STATEMENT

## ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by the Registrant with the Securities and Exchange Commission are hereby incorporated herein by reference:

- (1) The Registrant's prospectus dated September 17, 1997 (Registration No. 333-32983);
- (2) Quarterly Report on Form 10-Q for the quarter ended September 30, 1997; and
- (3) The description of the Registrant's Common Stock, par value \$.001 per share set forth under the caption "Description of Registrant's Securities to be Registered" in the Company's Registration Statement on Form 8-A (No. 0-23081) filed under the Securities Exchange Act of 1934.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all shares of Common Stock being offered hereby have been sold or which deregisters all shares of Common Stock then remaining unsold shall be deemed incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents.

## ITEM 4. DESCRIPTION OF SECURITIES.

Not Applicable.

## ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

## ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Florida Business Corporation Act (the "Florida Act") permits a Florida corporation to indemnify a present or former director or officer of the corporation (and certain other persons serving at the request of the corporation in related capacities) for liabilities, including legal expenses, arising by reason of service in such capacity if such person shall have acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and in any criminal proceeding if such person had no reasonable cause to believe his conduct was unlawful. However, in the case of actions brought by or in the right of the corporation, no indemnification may be made with respect to any matter as to which such director or officer shall have been adjudged liable, except in certain limited circumstances.

The Registrant's Articles of Incorporation and Bylaws provide that the Registrant shall indemnify directors and executive officers to the fullest extent now or hereafter permitted by the Florida Act. In addition, the Company may enter into Indemnification Agreements with its directors and executive officers in which the Registrant may agree to indemnify such persons to the fullest extent now or hereafter permitted by the Florida Act.

The indemnification provided by the Florida Act, and the Registrant's Bylaws is not exclusive of any other rights to which a director or officer may be entitled. The general effect of the foregoing provisions may be to reduce the circumstances which an officer or director may be required to bear the economic burden of the foregoing liabilities and expense.

The Registrant has a standard policy of directors' and officers' liability insurance covering directors and officers of the corporation with respect to liabilities incurred as a result of their service in such capacities.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the Articles of Incorporation or Bylaws of the

Registrant or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by the director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

EXHIBIT NUMBER	DESCRIPTION
4.1	FARO Technology, Inc. 1997 Non-Employee Directors' Fee Plan (filed as Exhibit 10.4 to the Registrant's Registration Statement on Form S-1 (No. 333-32983) and incorporated herein by reference)
5	Opinion of Foley & Lardner as to the legality of the securities to be issued (filed herewith)
23.1	Consent of Foley & Lardner (contained in its opinion filed herewith as Exhibit 5 and incorporated herein by reference)
23.2	Consent of Deloitte & Touche LLP (filed herewith)
24.1	Power of Attorney (found in Part II on Page II-3)

ITEM 9. UNDERTAKINGS.

The undersigned hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, as amended (the "Securities Act"), each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at the time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Orlando, and the State of Florida on this 24th day of November, 1997.

FARO TECHNOLOGIES, INC.

By: /s/ Gregory A. Fraser

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 GREGORY A. FRASER  
 Executive Vice President,  
 Secretary, Treasurer,  
 Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated. Each person whose signature appears below constitutes and appoints Simon Raab and Gregory A. Fraser, and each of them individually, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any and all Registration Statements filed pursuant to Rule 462(b) under the Securities Act of 1933, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, may lawfully do or cause to be done by virtue hereof.

Signature -----	Title -----	Date -----
/s/ Simon Raab ----- Simon Raab	Chairman of the Board, President, Chief Executive Officer (Principal Executive Officer), and Director	November 24, 1997
/s/ Gregory A. Fraser ----- Gregory A. Fraser	Executive Vice President, Secretary, Treasurer, Chief Financial Officer (Principal Financial and Accounting Officer), and Director	November 13, 1997
----- Hubert d'Amours	Director	November __, 1997
/s/ Philip Colley ----- Philip Colley	Director	November 14, 1997
/s/ Alexandre Raab ----- Alexandre Raab	Director	November 24, 1997
/s/ Norman Schipper ----- Norman H. Schipper	Director	November 17, 1997
/s/ Martin Koshar ----- Martin Koshar	Director	November 14, 1997
----- Andre Julien	Director	November __, 1997

FOLEY & LARDNER  
100 NORTH TAMPA STREET, SUITE 2700  
TAMPA, FLORIDA 33602  
TELEPHONE (813) 229-2300  
FACSIMILE (813) 221-4210

November 26, 1997

FARO Technologies, Inc.  
125 Technology Park  
Lake Mary, Florida 32746

Re: Registration Statement on Form S-8 Relating to Shares of  
Common Stock Issuable Pursuant to the FARO Technologies, Inc.  
1997 Non-Employee Directors' Fee Plan

Ladies and Gentlemen:

This opinion is being furnished in connection with the Registration Statement on Form S-8 (the "Registration Statement") of FARO Technologies, Inc. (the "Company"), under the Securities Act of 1933, as amended, for the registration of 250,000 shares of common stock par value \$.001 issuable pursuant to the FARO Technologies, Inc. 1997 Non-Employee Directors' Fee Plan (the "Plan"). The common stock issuable pursuant to the Plan is referred to herein as the "Shares."

We have examined and are familiar with the following: (a) Articles of Incorporation of the Company, as amended, as filed in the Office of the Secretary of State of the State of Florida; (b) Bylaws of the Company; (c) proceedings of the Board of Directors and shareholders of the Company in connection with the adoption of the Plan; and (d) such other documents, Company records and matters of law as we have deemed to be pertinent.

Based on the foregoing, it is our opinion that:

1. The Company has been duly incorporated and is validly existing and in good standing under the laws of the State of Florida.
2. The Shares have been duly authorized and when issued in accordance with the terms of the Plan will be duly and validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as Exhibit 5 in the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules or regulations of the Securities and Exchange Commission promulgated thereunder.

FOLEY & LARDNER

/s/ Martin A. Traber

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Martin A. Traber

## INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of FARO Technologies, Inc. on Form S-8 of our report dated February 24, 1997 (September 10, 1997 as to Note 11), appearing in FARO Technologies, Inc.'s Prospectus, dated September 17, 1997 (Registration No. 333-32983).

/s/ Deloitte & Touche LLP  
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DELOITTE & TOUCHE LLP

Jacksonville, Florida  
November 25, 1997