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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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 30, 2013**

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**FARO TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

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**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)

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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 2.02. Results of Operations and Financial Condition.**

On April 30, 2013, FARO Technologies, Inc. (the “Company”) issued a press release announcing its results of operations for the first fiscal quarter ended March 30, 2013. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

The information furnished pursuant to Item 2.02 and Exhibit 99.1 of this Current Report on Form 8-K shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section. The information in this Current Report shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date of this Current Report, regardless of any general incorporation language in the filing.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits**

The following exhibit is furnished with this Current Report on Form 8-K:

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press release dated April 30, 2013.

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 30, 2013

/s/ Keith Bair

By: Keith Bair

Its: Chief Financial Officer

**EXHIBIT INDEX**

Exhibit  
Number

Description

99.1 Press release dated April 30, 2013.

## NEWS BULLETIN



FARO Technologies Inc.  
250 Technology Park  
Lake Mary, FL 32746

**The Measure of Success**

Keith Bair, Senior Vice President and CFO  
[keith.bair@FARO.com](mailto:keith.bair@FARO.com), 407-333-9911

**FARO Reports First Quarter 2013 Results**

**LAKE MARY, FL**, April 30, 2013 – FARO Technologies, Inc. (NASDAQ: FARO) today announced results for the first quarter ended March 30, 2013. Sales in the first quarter of 2013 increased \$0.2 million to \$65.4 million, from \$65.2 million in the first quarter of 2012. The Company reported net income of \$4.6 million, or \$0.27 per share, in the first quarter of 2013, compared with \$6.7 million, or \$0.39 per share, in the first quarter of 2012.

New order bookings for the first quarter of 2013 were \$64.6 million, an increase of 4.0% from \$62.1 million in the first quarter of 2012.

Gross margin for the first quarter of 2013 was 56.3%, compared with 57.0% in the first quarter of 2012. Gross margins were slightly lower, primarily as a result of proportionately higher laser scanner sales sold through the distribution channel, which yield lower margins but allow FARO to avoid incurring related selling expense, as well as some pricing pressure in certain metrology products. Gross margins have improved from 53.4% in the fourth quarter of 2012, largely as a result of manufacturing cost improvements and increased margins from warranty sales.

The Company's operating margin for the first quarter of 2013 decreased to 8.7% from 12.9% in the first quarter of 2012, resulting from slightly lower gross margins and increased staffing and travel costs of approximately \$1.6 million primarily in our sales and marketing, customer service and research and development organizations.

The Company's cash balance increased by \$11.3 million during the quarter.

"Our results for the quarter reflect continuing sluggish European and Asian markets where order and sales levels remain somewhat weaker than expected. In the Americas, order volume in the quarter was particularly strong, up 25% year-over-year. As expected, competition has intensified in tight markets. Our overarching goals are to remain the industry leader and grow sales and earnings in all market conditions. As such, in the first quarter of 2013 we made additional investments in sales and marketing personnel to aggressively grow product and service revenue, and expanded our research & development teams to accelerate new product development." stated Jay Freeland, President and Chief Executive Officer.

*This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are subject to risks and uncertainties, such as statements about demand and competition for its products, its position as industry leader and its future operating results and financial condition. Statements that are not historical facts or that describe the Company's plans, objectives, projections, expectations, assumptions, strategies, or goals are forward-looking statements. In addition, words such as "intend," "believe," "will," "expect" and similar expressions or discussions of FARO's plans or other intentions identify forward-looking statements. Forward-looking statements are not guarantees of future performance and are subject to various known and unknown risks, uncertainties, and other factors that may cause actual results, performances, or achievements to differ materially from future results, performances, or achievements expressed or implied by such forward-looking statements. Consequently, undue reliance should not be placed on these forward-looking statements.*

*Factors that could cause actual results to differ materially from what is expressed or forecasted in such forward-looking statements include, but are not limited to:*

- development by others of new or improved products, processes or technologies that make the Company's products obsolete or less competitive;*
- the cyclical nature of the industries of the Company's customers and material adverse changes in customers' access to liquidity and capital;*
- declines or other adverse changes, or lack of improvement, in industries that the Company serves or the domestic and international economies in the regions of the world where the Company operates and other general economic, business, and financing conditions;*
- risks associated with international operations, such as fluctuations in currency exchange rates, difficulties in staffing and managing foreign operations, political and economic instability, compliance with import and export regulations, and the burdens and potential exposure of complying with a wide variety of U.S. and foreign laws and labor practices;*
- other risks detailed in Part I, Item 1A. Risk Factors in the Company's Annual Report on Form 10-K for the year ended December 31, 2012.*

Forward-looking statements in this release represent the Company's judgment as of the date of this release. The Company undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events, or otherwise.

### **About FARO**

FARO is the world's most trusted source for 3D measurement technology. The Company develops and markets computer-aided measurement and imaging devices and software. Technology from FARO permits high-precision 3D measurement, imaging and comparison of parts and complex structures within production and quality assurance processes. The devices are used for inspecting components and assemblies, rapid prototyping, documenting large volume spaces or structures in 3D, surveying and construction, as well as for investigation and reconstruction of accident sites or crime scenes.

Approximately 15,000 customers are operating more than 30,000 installations of FARO's systems, worldwide. The Company's global headquarters is located in Lake Mary, FL; its European regional headquarters in Stuttgart, Germany; and its Asia/Pacific regional headquarters in Singapore. FARO has offices in Brazil, Mexico, United Kingdom, France, Spain, Italy, Poland, Netherlands, India, China, Malaysia, Vietnam, Thailand and Japan.

More information is available at <http://www.faro.com>.

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**FARO TECHNOLOGIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**

(in thousands, except share data)	March 30, 2013 (unaudited)	December 31, 2012
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 104,598	\$ 93,233
Short-term investments	64,991	64,990
Accounts receivable, net	53,721	62,559
Inventories, net	50,024	48,894
Deferred income taxes, net	6,025	7,216
Prepaid expenses and other current assets	13,106	11,186
Total current assets	<u>292,465</u>	<u>288,078</u>
Property and Equipment:		
Machinery and equipment	32,196	32,236
Furniture and fixtures	6,366	6,516
Leasehold improvements	10,812	10,897
Property and equipment at cost	49,374	49,649
Less: accumulated depreciation and amortization	<u>(34,913)</u>	<u>(34,305)</u>
Property and equipment, net	14,461	15,344
Goodwill		
Intangible assets, net	18,485	18,816
Service inventory	7,186	7,048
Service inventory	18,316	19,125
Deferred income taxes, net	2,345	2,396
<b>Total Assets</b>	<b><u>\$353,258</u></b>	<b><u>\$ 350,807</u></b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current Liabilities:		
Accounts payable	\$ 9,460	\$ 10,413
Accrued liabilities	18,260	18,216
Income taxes payable	2,379	4,886
Current portion of unearned service revenues	19,235	19,460
Customer deposits	2,692	2,662
Current portion of obligations under capital leases	28	45
Total current liabilities	52,054	55,682
Unearned service revenues - less current portion	11,312	11,221
Deferred tax liability, net	1,118	1,149
Obligations under capital leases - less current portion	17	19
<b>Total Liabilities</b>	<b><u>64,501</u></b>	<b><u>68,071</u></b>
Shareholders' Equity:		
Common stock - par value \$.001, 50,000,000 shares authorized; 17,771,559 and 17,653,879 issued; 17,091,324 and 16,973,644 outstanding, respectively	18	18
Additional paid-in capital	185,969	181,094
Retained earnings	108,933	104,358
Accumulated other comprehensive income	2,912	6,341
Common stock in treasury, at cost - 680,235 shares	<u>(9,075)</u>	<u>(9,075)</u>
<b>Total Shareholders' Equity</b>	<b><u>288,757</u></b>	<b><u>282,736</u></b>
<b>Total Liabilities and Shareholders' Equity</b>	<b><u>\$353,258</u></b>	<b><u>\$ 350,807</u></b>



**FARO TECHNOLOGIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(UNAUDITED)

<u>(in thousands)</u>	<u>Three Months Ended</u>	
	<u>March 30, 2013</u>	<u>March 31, 2012</u>
<b>CASH FLOWS FROM:</b>		
<b>OPERATING ACTIVITIES:</b>		
Net income	\$ 4,574	\$ 6,750
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	1,833	1,679
Compensation for stock options and restricted stock units	1,018	773
Provision for bad debts	274	11
Deferred income tax (benefit) expense	1,162	(5)
Change in operating assets and liabilities:		
Decrease (increase) in:		
Accounts receivable	7,541	9,254
Inventories, net	(1,299)	(6,432)
Prepaid expenses and other current assets	(2,069)	(1,979)
Income tax benefit from exercise of stock options	(808)	(1,056)
Increase (decrease) in:		
Accounts payable and accrued liabilities	(676)	(4,290)
Income taxes payable	(1,658)	(774)
Customer deposits	5	(258)
Unearned service revenues	376	661
Net cash provided by operating activities	10,273	4,334
<b>INVESTING ACTIVITIES:</b>		
Purchases of property and equipment	(256)	(703)
Payments for intangible assets	(494)	(193)
Net cash used in investing activities	(750)	(896)
<b>FINANCING ACTIVITIES:</b>		
Payments on capital leases	(63)	(131)
Income tax benefit from exercise of stock options	808	1,056
Proceeds from issuance of stock, net	3,049	5,288
Net cash provided by financing activities	3,794	6,213
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	(1,952)	(603)
INCREASE IN CASH AND CASH EQUIVALENTS	11,365	9,048
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	93,233	64,540
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 104,598	\$ 73,588

**FARO TECHNOLOGIES, INC. AND SUBSIDIARIES**  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(UNAUDITED)

<u>(in thousands)</u>	Three Months Ended	
	March 30, 2013	March 31, 2012
Net income	\$ 4,574	\$ 6,750
Currency translation adjustments	(3,429)	1,334
Comprehensive income	\$ 1,145	\$ 8,084

**FARO TECHNOLOGIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(UNAUDITED)

(in thousands, except share data)	Three Months Ended	
	March 30, 2013	March 31, 2012
<b>SALES</b>		
Product	\$ 52,482	\$ 54,424
Service	12,888	10,805
Total Sales	<u>65,370</u>	<u>65,229</u>
<b>COST OF SALES</b>		
Product	21,339	20,506
Service	7,206	7,537
Total Cost of Sales (exclusive of depreciation and amortization, shown separately below)	<u>28,545</u>	<u>28,043</u>
<b>GROSS PROFIT</b>	36,825	37,186
<b>OPERATING EXPENSES:</b>		
Selling	16,650	16,038
General and administrative	7,515	6,628
Depreciation and amortization	1,833	1,679
Research and development	5,125	4,408
Total operating expenses	<u>31,123</u>	<u>28,753</u>
<b>INCOME FROM OPERATIONS</b>	<u>5,702</u>	<u>8,433</u>
<b>OTHER (INCOME) EXPENSE</b>		
Interest income	(16)	(101)
Other expense (income), net	115	(140)
Interest expense	<u>1</u>	<u>13</u>
<b>INCOME BEFORE INCOME TAX EXPENSE</b>	5,602	8,661
<b>INCOME TAX EXPENSE</b>	<u>1,028</u>	<u>1,911</u>
<b>NET INCOME</b>	<u>\$ 4,574</u>	<u>\$ 6,750</u>
<b>NET INCOME PER SHARE - BASIC</b>	<u>\$ 0.27</u>	<u>\$ 0.40</u>
<b>NET INCOME PER SHARE - DILUTED</b>	<u>\$ 0.27</u>	<u>\$ 0.39</u>
Weighted average shares - Basic	17,009,773	16,788,241
Weighted average shares - Diluted	<u>17,176,876</u>	<u>17,162,959</u>