

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

FARO TECHNOLOGIES, INC.  
(Exact name of registrant as specified in its charger)

Florida 59-3157093

(State of incorporation or organization) (I.R.S. employer identification no.)

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

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

None

If this Form relates to the registration of a class of debt securities and is effective upon filing pursuant to General Instruction A.(c)(1), please check the following box. [ ]

If this Form relates to the registration of a class of debt securities and is to become effective simultaneously with the effectiveness of a concurrent registration statement under the Securities Act of 1933 pursuant to General Instruction A.(c)(2), please check the following box. [ ]

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

Common Stock, \$.001 par value

This Registration Statement contains a total of 4 pages. Certain exhibits are incorporated in this Registration Statement by reference to the Registrant's Registration Statement on Form S-1 (Commission File No. 333-32983). The Exhibit Index appears on sequential page no. 4.

Item 1. Description of Registrant's Securities to be Registered

The Registrant hereby incorporates by reference herein the description of the Registrant's Common Stock, \$.001 par value per share, appearing under the caption, "Description of Capital Stock," in the Prospectus contained in the Registrant's Registration Statement on Form S-1, as filed with the Securities and Exchange Commission on August 6, 1997 under Commission File No. 333-32983 (as amended from time to time, the "Registration Statement"), and as such section may be amended at the time the Registration Statement is declared effective. The form of the Company's Articles of Incorporation and By-laws are filed as Exhibits 3.1 and 3.2, respectively, to the Registration Statement.

Item 2. Exhibits

The following exhibits are filed as part of the Registration Statement.

2(a) Amendment No. 3 to the Registration Statement, as filed with the Securities and Exchange Commission on September 15, 1997.

2(b) Articles of Incorporation. 1

2(c) Bylaws. 2

2(d) Copy of form of stock certificate for the Registrant's Common Stock. 3

- 1 Incorporated herein by reference to Exhibit 3.1 of the Registration Statement filed with the Securities and Exchange Commission on August 6, 1997.
- 2 Incorporated herein by reference to Exhibit 3.2 of the Registration Statement filed with the Securities and Exchange Commission on August 6, 1997.
- 3 Incorporated by reference to Exhibit 4.1 of Amendment No. 2 to the Registration Statement filed with the Securities and Exchange Commission on September 10, 1997.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

FARO TECHNOLOGIES, INC.  
(Registrant)

By: /s/ Gregory A. Fraser  
Gregory A. Fraser  
Executive Vice President,  
Secretary, Treasurer and Chief  
Financial Officer

Dated: September 13, 1997

EXHIBIT INDEX

Sequential  
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