
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

FARO TECHNOLOGIES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Florida

(State or other Jurisdiction of Incorporation or Organization)

59-3157093

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

250 Technology Park

Lake Mary, Florida 32746

(Address of principal executive offices) (Zip code)

FARO Technologies, Inc. 2014 Incentive Plan

(Full title of the plan)

Jody S. Gale

Senior Vice President,

General Counsel and Secretary

FARO Technologies, Inc.

250 Technology Park

Lake Mary, Florida 32746

(407) 333-9911

(Name, address and telephone number, including area code, of agent for service)

With copies to:

Janelle Blankenship, Esq.

Faegre Baker Daniels LLP

600 E. 96th Street, Suite 600

Indianapolis, Indiana 46240

(317) 569-9600

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

(Do not check if a smaller reporting 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 7(a)(2)(B) of the Securities Act. o

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1) (2)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price (3)	Amount of registration fee (3)
Common Stock, \$0.001 par value per share	1,000,000	\$58.40	\$58,400,000	\$7,270.80
Newly Available Prior Plan Shares	297,661	\$58.40	\$17,383,402	\$2,164.23
Total	1,297,661	\$58.40	\$75,783,402	\$9,435.03

- (1) This Form S-8 Registration Statement (this “Registration Statement”) registers 1,000,000 shares of common stock of FARO Technologies, Inc. (the “Company”), not previously registered, to be issued pursuant to the grant or exercise of awards under the FARO Technologies, Inc. 2014 Incentive Plan, as amended May 11, 2018 (the “2014 Plan”). The number of shares available for issuance under the 2014 Plan may be increased from time to time by additional shares of the Company’s common stock that were underlying awards outstanding as of May 29, 2014 under the FARO Technologies, Inc. 2009 Equity Incentive Plan (the “Prior Plan”) that thereafter terminate or expire unexercised, or are cancelled, forfeited or lapse for any reason. This Registration Statement also registers 297,661 shares of the Company’s common stock that were underlying awards outstanding as of May 29, 2014 under the Prior Plan that were terminated or expired unexercised, or were cancelled, forfeited or lapsed since May 29, 2014.
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also registers additional shares of the Company’s common stock that may become issuable in accordance with the adjustment and anti-dilution provisions of the 2014 Plan.
- (3) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(c) and (h)(1) under the Securities Act based on the average of the high and low sales prices of the Company’s common stock traded on the Nasdaq Global Select Market on July 25, 2018, which was \$58.40 per share.

EXPLANATORY NOTE

FARO Technologies, Inc. (the “Company” or the “Registrant”) filed a Form S-8 Registration Statement, File No. 333-197762, with the Securities and Exchange Commission (the “Commission”) on July 31, 2014 (the “Initial Registration Statement”), which registered 1,974,543 shares of its common stock, par value \$0.001 per share (the “Common Stock”) available for issuance under the FARO Technologies, Inc. 2014 Incentive Plan (the “2014 Plan”). Pursuant to General Instruction E to Form S-8, the contents of the Initial Registration Statement are incorporated herein by reference.

The Registrant has filed this Form S-8 Registration Statement (this “Registration Statement”) to register: (a) 1,000,000 shares of Common Stock reserved for issuance, and not previously registered, under the 2014 Plan, which shares represent an increase in the number of shares authorized to be issued under the 2014 Plan that was approved by the Registrant’s shareholders on May 11, 2018 (the “Newly Available 2014 Plan Shares”); and (b) 297,661 shares of Common Stock, not previously registered, under the 2014 Plan, which shares were underlying awards outstanding as of May 29, 2014 under the FARO Technologies, Inc. 2009 Equity Incentive Plan (the “Prior Plan”) that were terminated or expired unexercised, or were cancelled, forfeited or lapsed since May 29, 2014 (the “Newly Available Prior Plan Shares” and together with the Newly Available 2014 Plan Shares, the “Newly Available Shares”). The 2014 Plan provides, among other things, that any shares of Common Stock underlying awards outstanding as of May 29, 2014 under the Prior Plan that thereafter terminate or expire unexercised, or are cancelled, forfeited or lapse for any reason are available for issuance under the 2014 Plan.

The Newly Available Prior Plan Shares were previously registered by the Registrant on a registration statement on Form S-8, File No. 333-160660, as filed with the Commission on July 17, 2009, as amended by the Post-Effective Amendment No. 1 thereto filed on July 31, 2014 (the “Prior Plan Registration Statement”). Concurrently with the filing of this Registration Statement, the Registrant has filed a post-effective amendment to the Prior Plan Registration Statement deregistering the Newly Available Prior Plan Shares that are being carried forward under this Registration Statement.

This Registration Statement is hereby filed to reflect that, following the date hereof, the Newly Available Shares may be issued and are registered under the 2014 Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed with the Commission by the Company, are incorporated by reference in this Registration Statement (excluding any documents or portions of documents not deemed to be filed):

- (a) the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed February 21, 2018;
- (b) the Company’s Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2018 and June 30, 2018, filed April 25, 2018 and July 25, 2018, respectively;
- (c) the Company’s Current Reports on Form 8-K filed March 5, 2018, May 15, 2018, June 8, 2018 and July 19, 2018; and
- (d) the description of the Company’s common stock contained in its Registration Statement on Form 8-A filed under Section 12 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) on September 15, 1997, including all amendments or reports filed for the purpose of updating such description.

In addition, all documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold, or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the respective dates of filing of such documents.

Any statement contained in a document incorporated or deemed incorporated herein by reference shall be deemed to be modified or superseded for the purpose of this Registration Statement to the extent that a statement contained herein or in

any subsequently filed document which also is, or is deemed to be, incorporated herein by reference modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

EXHIBIT INDEX

- 4.1 [Amended and Restated Articles of Incorporation, as amended \(filed as Exhibit 3.1 to the Company's Registration Statement on Form S-1/A filed September 10, 1997, No. 333-32983, and incorporated herein by reference\)](#)
- 4.2 [Amended and Restated Bylaws \(filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed February 3, 2010, and incorporated herein by reference\)](#)
- 4.3 [FARO Technologies, Inc. 2014 Incentive Plan, as amended May 11, 2018 \(filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed May 15, 2018, and incorporated herein by reference\)](#)
- 5.1 [Opinion of Counsel](#)
- 23.1 [Consent of Counsel \(included in Exhibit 5.1\)](#)
- 23.2 [Consent of Grant Thornton LLP](#)
- 24.1 [Power of Attorney \(included on the Signature Page of this Registration Statement\)](#)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lake Mary, State of Florida, on the 1st day of August, 2018.

FARO TECHNOLOGIES, INC.

/s/ Jody S. Gale

Jody S. Gale

Senior Vice President, General Counsel & Secretary

Each person whose signature appears below constitutes and appoints each of SIMON RAAB, ROBERT SEIDEL AND JODY GALE his or her true and lawful attorney-in-fact and agent, with full power of substitution and revocation, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement, including post-effective amendments, and any subsequent registration statement 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature

Title

Date

/s/ Simon Raab

Simon Raab

Chairman of the Board, Director, President and Chief Executive Officer
(Principal Executive Officer)

August 1, 2018

/s/ Robert Seidel

Robert Seidel

Chief Financial Officer (Principal Financial Officer and Principal
Accounting Officer)

August 1, 2018

/s/ John Caldwell

John Caldwell

Director

August 1, 2018

/s/ Lynn Brubaker

Lynn Brubaker

Director

August 1, 2018

/s/ Stephen R. Cole

Stephen R. Cole

Director

August 1, 2018

/s/ John Donofrio

John Donofrio

Director

August 1, 2018

/s/ Jeffrey A. Graves

Jeffrey A. Graves

Director

August 1, 2018

/s/ Yuval Wasserman

Yuval Wasserman

Director

August 1, 2018

Nelson Mullins Riley & Scarborough LLP
Attorneys and Counselors at Law
104 South Main Street / Ninth Floor / Greenville, SC 29601
Tel: 864.250.2300 Fax: 864.232.2925
www.nelsonmullins.com

August 1, 2018

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

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special counsel to FARO Technologies, Inc. (the “**Company**”) in connection with the proposed registration by the Company of an additional 1,297,661 shares (the “**Common Stock**”) of the Company’s common stock, par value \$0.001 per share, issuable under the FARO Technologies, Inc. 2014 Incentive Plan, as amended May 11, 2018 (the “**Amended Plan**”), pursuant to a Registration Statement on Form S-8 (the “**Registration Statement**”) to be filed with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Act**”). We have been advised that the Amended Plan was adopted and approved by the shareholders of the Company at a meeting of shareholders held on May 11, 2018.

The opinions contained in this letter (herein called “our opinions”) are based exclusively upon the Florida Business Corporation Act, as now constituted. We express no opinion as to the applicability of, compliance with, or effect of any other law or governmental requirement with respect to the Company.

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto and the due authorization, execution and delivery of all documents by the parties thereto. We have not independently established or verified any facts relevant to the opinion expressed herein, but have relied upon (i) statements and representations of officers and other representatives of the Company, including its general counsel and others, and (ii) factual information we have obtained from such other sources as we have deemed reasonable (including reliance on the Company’s calculation of the Newly Available Prior Plan Shares (as defined in the Registration Statement)). We have assumed that the Common Stock has not been sold under the Amended Plan prior to the effectiveness of the Registration Statement. We have assumed that if any issue of shares of Common Stock under the Amended Plan would constitute an affiliated transaction, it will have been approved by a majority of disinterested directors as contemplated by §607.0901(4)(a) of the Florida Business Corporation Act. We have assumed that sufficient authorized and unissued shares of Common Stock will remain available for issuance under the Amended Plan. We have also assumed that, within a reasonable time after issue of shares of Common Stock under the Amended Plan, the Company will send the shareholders a written statement of the information required on certificates.

For purposes of this opinion, we have relied without any independent verification upon factual information supplied to us by the Company and the accuracy of the factual information contained in the Company’s filings with the Commission. We have assumed without investigation that there has been no relevant change or development between the dates as of which the information cited in the preceding sentences was given and the date of this letter

and that the information upon which we have relied is accurate and does not omit disclosure necessary to prevent such information from being misleading.

Based upon and subject to the foregoing, we hereby advise you that in our opinion, when the shares of Common Stock registered under the Registration Statement and issuable under the Amended Plan shall have been issued as authorized by the Company in accordance with the Amended Plan, and when appropriate certificates representing such shares shall have been duly executed and have been registered and issued by the Company's registrar or, if applicable, when book entry shares shall have been duly registered on the books of the Company's transfer agent and registrar, upon receipt of the consideration to be received therefor (and provided that the board of directors of the Company, or a duly authorized committee thereof, shall have determined that such consideration is adequate), such shares of Common Stock will be validly issued, fully paid and non-assessable.

Our opinion expressed above is subject to the qualifications that we express no opinion as to the applicability of, compliance with, or effect of (i) any bankruptcy, insolvency, reorganization, fraudulent transfer, fraudulent conveyance, moratorium or other similar law affecting the enforcement of creditors' rights generally; (ii) general principles of equity (regardless of whether enforcement is considered in a proceeding in equity or at law); (iii) public policy considerations which may limit the rights of parties to obtain certain remedies; or (iv) any laws except the Florida Business Corporation Act. Our advice on any legal issue addressed in this letter represents our opinion as to how that issue would be resolved were it to be considered by the highest court in the jurisdiction which enacted such law. The manner in which any particular issue would be treated in any actual court case would depend in part on facts and circumstances particular to the case, and this letter is not intended to guarantee the outcome of any legal dispute which may arise in the future.

This opinion is being rendered to be effective as of the effective date of the Registration Statement, and we hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission.

We do not find it necessary for the purposes of this opinion, and accordingly we do not purport to cover herein, the application of the securities or "Blue Sky" laws of the various states to the issuance and sale of the shares of Common Stock registered under the Registration Statement.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. We assume no obligation to revise or supplement this opinion should the present Florida Business Corporation Act be changed by legislative action, judicial decision or otherwise, should there be factual developments which might affect any matters or opinions set forth herein or for any other reason. This opinion is furnished to you in connection with the filing of the Registration Statement and is not to be used, circulated, quoted or otherwise relied upon for any other purpose.

Very truly yours,

Nelson Mullins Riley & Scarborough LLP

/s/ Nelson Mullins Riley & Scarborough LLP

Consent of Independent Registered Public Accounting Firm

We have issued our reports dated February 21, 2018 with respect to the consolidated financial statements and internal control over financial reporting of FARO Technologies, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2017, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

/s/ GRANT THORNTON LLP

Orlando, Florida
August 1, 2018