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FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |
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| |
| or Section 30(h) of the Investment Company Act of 1940 |

| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol <u>FARO TECHNOLOGIES INC</u> [FARO] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|--|----------|-----------------|--|--|--|--|--|--|
| MUHICH A | LLEN L. | | | Director 10% Owner | | | | |
| (1 a a t) | | | 3. Date of Earliest Transaction (Month/Day/Year) | X Officer (give title Other (specify below) below) | | | | |
| (Last) | (First) | (Middle) | 02/21/2022 | Chief Financial Officer | | | | |
| C/O FARO TEO | CHNOLOGI | ES, INC. | | | | | | |
| 250 TECHNOL | OGY PARK | - | | | | | | |
| (0) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | |
| (Street) | FL | 32746 | | X Form filed by One Reporting Person | | | | |
| | ГL | | | Form filed by More than One Reporting Person | | | | |
| (City) | (State) | (Zip) | | | | | | |
| | | Table I - Non-D | erivative Securities Acquired, Disposed of, or Ben | eficially Owned | | | | |

| Table I | Non-Derivative | Securities Ac | auired. Dis | nosed of | or Beneficially | v Owne |
|---------|----------------|---------------|-------------|-----------|-----------------|--------|
| Table 1 | | Scoundes Ad | quircu, Dis | poscu oi, | of Deficitional | |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code (Instr. | | | | | 5. Amount of Securities Beneficially Owned Following Reported | Form: Direct | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|---|-------------------------|---|--------|---------------|--------------------|---|--------------|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (1150.4) |
| Common Stock | 02/21/2022 | | M ⁽¹⁾ | | 1,617 | A | \$0 ⁽²⁾ | 7,665 | D | |
| Common Stock | 02/21/2022 | | F ⁽³⁾ | | 611 | D | \$53.69 | 7,054 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| (15)[10] | | | | | | | | | | | | | | | |
|---|---|--|---|------------------------------|---|------|-------|--|--------------------|--|--|--------------------------------------|--|--|--|
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transa Code (8) | | n of | | 6. Date Exerc Expiration Da (Month/Day/) | ate | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | (2) | 02/21/2022 | | M ⁽¹⁾ | | | 1,617 | (4) | (4) | Common Stock | 1,617 | \$0 | 1,617 | D | |

Explanation of Responses:

1. Vesting of restricted stock units ("RSUs") previously granted to the Reporting Person.

2. Each RSU represents a contingent right to receive the economic equivalent of one share of common stock of FARO Technologies, Inc. (the "Issuer") upon vesting for no consideration.

3. Represents shares withheld by the Issuer to satisfy tax withholding obligations on the vesting of RSUs.

4. 1,617 of the shares underlying the RSUs vested on February 21, 2022 and the 1,617 remaining shares underlying the RSUs will vest on February 21, 2023.

Remarks:

/s/ Allen L. Muhich

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

02/22/2022