

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported):** July 28, 2021

**FARO TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

**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)

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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$.001	FARO	Nasdaq Global Select Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth 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 13(a) of the Exchange Act.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**Appointment of Moonhie Chin and Alex Davern**

On July 28, 2021, the Board of Directors (the “Board”) of FARO Technologies, Inc. (the “Company”) appointed Ms. Moonhie Chin and Mr. Alex Davern to the Company's Board, effective October 1, 2021. Ms. Chin will serve until the Company's 2022 annual meeting of shareholders and until her successor is duly elected and qualified, or until her earlier death, resignation or removal. Mr. Davern will serve until the Company's 2023 annual meeting of shareholders and until his successor is duly elected and qualified, or until his earlier death, resignation or removal. Both Ms. Chin and Mr. Davern were also appointed to each of the Audit Committee, the Talent, Development and Compensation Committee and the Nominating, Governance and Sustainability Committee of the Board, effective October 1, 2021. Ms. Chin will be included in the Company's slate of nominees for election to the Board at the Company's 2022 annual meeting of shareholders and Mr. Davern will be included in the Company's slate of nominees for election to the Board at the Company's 2023 annual meeting of shareholders.

In connection with their appointment to the Board, and pursuant to the Company's director compensation program, Ms. Chin and Mr. Davern will receive the standard compensation amounts payable to non-employee directors of the Company, as described in the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on July 28, 2021. Ms. Chin and Mr. Davern have also entered into the Company's standard form of director indemnification agreement, which is filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 28, 2020.

There are no family relationships between either Ms. Chin or Mr. Davern and any director or executive officer of the Company. Neither Ms. Chin nor Mr. Davern have any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. There are no arrangements between either Ms. Chin or Mr. Davern and any other persons pursuant to which they were appointed as directors of the Company.

**Item 8.01. Other Events.**

On July 28, 2021, the Company issued a press release announcing the foregoing changes to the Board. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference. The Company is not including the information contained on or available through its website referenced in the press release as part of, or incorporating such information into, this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

The following exhibits are furnished with this Current Report on Form 8-K:

**EXHIBIT INDEX**

Exhibit Number	Description
<a href="#">99.1</a>	<a href="#">Press release dated July 28, 2021</a>
104	Cover Page Interactive Data File - The cover page of this Current Report on Form 8-K filed on July 28, 2021, formatted in Inline XBRL

**SIGNATURE**

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.

July 28, 2021

FARO Technologies, Inc.

/s/ Allen Muhich

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By: Allen Muhich  
Its: Chief Financial Officer  
(Duly Authorized Officer and Principal Financial Officer)



## **FARO Announces Two New Appointments to Board of Directors**

**LAKE MARY, FL**, July 28, 2021 - FARO® (Nasdaq: FARO), a global leader of 3D measurement, imaging and realization solutions for the 3D Metrology, AEC (Architecture, Engineering & Construction), and Public Safety Analytics markets, today announced the appointment of Moonhie Chin and Alex Davern to its Board of Directors.

### Appointment of Moonhie Chin

Ms. Chin has held numerous senior executive leadership positions at Autodesk, Inc and concluded her 30-year tenure as Autodesk's Senior Vice President of Digital Platform and Experience.

"Moonhie's background in building and supporting online digital offerings in the AEC market adds valuable expertise to FARO's Board as the company invests in its cloud-based 3D software platform," commented John Donofrio, Chairman of FARO's Board of Directors.

"I'm excited to have this opportunity to join FARO's Board and to work with the management team as the company continues its transformation into a leading provider of innovative 3D hardware-software solutions, empowering its customers to achieve new possibilities" said Ms. Chin.

### Appointment of Alex Davern

Mr. Davern has more than 25 years of senior executive leadership experience at National Instruments, including serving as that company's Chief Executive Officer and Chief Financial Officer.

"Alex's experience leading and growing a successful operation which offers customers both hardware and software products will be invaluable as FARO continues to leverage software offerings to enable long-term differentiation of its combined hardware-software solutions," continued Donofrio.

"FARO is exceptionally well positioned to leverage its long-term strength in hardware with its growing software capabilities," said Mr. Davern. "I'm excited by the opportunity to join the Board and work together with the management team on making the company's vision a reality."

"I'm excited by the new talent we've been able to attract to the FARO Board of Directors," concluded Mr. Donofrio. "Moonhie and Alex bring a wealth of relevant experience to our Board as the Company continues its transformation."

These appointments are effective October 1, 2021. Ms. Chin will be included in the Company's slate of nominees for election to the Board of Directors at FARO's 2022 annual stockholders meeting and Mr. Davern will be included in the slate of nominees for election to the Board of Directors at FARO's 2023 annual stockholders meeting.

### **About FARO**

For 40 years, FARO has provided industry-leading technology solutions that enable customers to measure their world, and then use that data to make smarter decisions faster. FARO continues to be a pioneer in bridging the digital and physical worlds through data-driven reliable accuracy, precision, and immediacy. For more information, visit [www.faro.com](http://www.faro.com).

### **Forward-Looking Statements**

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 FARO's investments in its cloud-based 3D software platform and transition to providing combined hardware-software solutions. Such forward-looking statements may be identified by the use of the following words (among others): "believes," "expects," "may," "will," "plan," "should" or "anticipates," or comparable words and their negatives. These forward-looking statements are not guarantees but are subject to risks and uncertainties that could cause actual results to differ materially from the expectations contained in these statements. For a discussion of such risks and uncertainties, please see Part I, Item 1A. Risk Factors in the Company's Annual Report on Form 10-K for the year ended December 31, 2020 that was filed on February 17, 2021. FARO assumes no obligation to update any forward-looking statements contained in this press release in the event of changing circumstances or otherwise, and such statements are current only as of the date they are made.

### **Contacts**

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