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

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

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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 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, IN 46240**  
**(317) 569-9600**

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

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**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	1,200,000	\$45.34	\$54,408,000	\$7,007.75
Common Stock, \$0.001 par value per share	774,543	\$45.34	\$35,117,780	\$4,523.17

- (1) The number of shares to be registered consists of (i) 1,200,000 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 Equity Incentive Plan (the "2014 Plan"), plus (ii) 774,543 shares of the Company's common stock which remained available for issuance under the FARO Technologies, Inc. 2009 Equity Incentive Plan (the "2009 Plan") as of May 29, 2014, the date of shareholder approval of the 2014 Plan, and that may now be issued under the 2014 Plan (the "Additional Shares"). In addition, the number of shares of the Company's common stock available for issuance under the 2014 Plan may be increased from time to time by the number of shares underlying awards outstanding as of May 29, 2014 under the 2009 Plan that thereafter terminate or expire unexercised, or are cancelled, forfeited or lapse for any reason. An additional 891,960 shares of common stock are currently subject to outstanding awards under the 2009 Plan and could potentially become available for issuance in the future under the 2014 Plan to the extent such awards terminate or expire unexercised, or are cancelled, forfeited or lapse for any reason, but such shares are not at this time covered by this registration statement. The Company's authority to grant new awards under the 2009 Plan terminated upon shareholder approval of the 2014 Plan on May 29, 2014. The Additional Shares were previously registered by the Company on a registration statement on Form S-8 filed with the Securities and Exchange Commission on July 17, 2009 (Registration No. 333-160660). A post-effective amendment to that registration statement on Form S-8 to deregister the Additional Shares is being filed contemporaneously with the filing of this registration statement.
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, 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 28, 2014, which was \$45.34 per share.

## PART I

### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

As permitted by Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement omits the information specified in Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the participants in the plan covered by this registration statement as required by Rule 428(b). Such documents are not being filed with the Securities and Exchange Commission as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed with the Securities and Exchange Commission by FARO Technologies, Inc. ("we," "us" or the "Company"), are incorporated by reference in this registration statement (excluding any documents or portions of documents not deemed to be filed):

- (a) our Annual Report on Form 10-K for the fiscal year ended December 31, 2013, filed February 26, 2014;
- (b) our Quarterly Reports on Form 10-Q for the fiscal quarters ended March 29, 2014 and June 28, 2014, filed April 29, 2014 and July 29, 2014, respectively;
- (c) our Current Reports on Form 8-K filed February 5, 2014, March 10, 2014, May 16, 2014, and June 3, 2014; and
- (d) the description of our common stock contained in our 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 us 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 4. Description of Securities.

Not applicable.

#### Item 5. Interests of Named Experts and Counsel.

Not applicable.

#### Item 6. Indemnification of Directors and Officers.

The Company is a Florida corporation. Reference is made to Section 607.0850 of the Florida Business Corporation Act (the "Florida Act"), which permits a Florida corporation to indemnify a present or former director or officer of the corporation (and certain other persons serving at the request of the corporation in related capacities) for liabilities, including legal expenses, arising by reason

of service in such capacity if such person shall have acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and in any criminal proceeding if such person had no reasonable cause to believe his conduct was unlawful. However, in the case of actions brought by or in the right of the corporation, no indemnification may be made with respect to any matter as to which such director or officer shall have been adjudged liable, except in certain limited circumstances.

The Company's amended and restated articles of incorporation (the "articles of incorporation") and amended and restated bylaws (the "bylaws") provide that the Company shall indemnify directors and executive officers to the fullest extent now or hereafter permitted by the Florida Act and shall advance any and all reasonable expenses incurred in any proceeding to which any director or executive officer is a party or in which such director or executive officer is deposed or called to testify as a witness because he or she is or was a director or executive officer of the Company. In addition, the Company may enter into indemnification agreements with its directors and executive officers in which the Company has agreed to indemnify such persons to the fullest extent now or hereafter permitted by the Florida Act. The indemnification provided by the Florida Act and the Company's articles of incorporation and bylaws is not exclusive of any other rights to which indemnification to a director or officer may be entitled.

In addition, the Florida Act permits, and our articles of incorporation and bylaws authorize, us to purchase insurance on behalf of our directors and executive officers, insuring them against certain risks whether or not the Company would be obligated to indemnify or advance expenses to such directors or executive officers under the articles of incorporation or bylaws. We maintain such insurance coverage for our officers and directors as well as insurance coverage to reimburse the Company for potential costs of our corporate indemnification of officers and directors.

The general effect of the foregoing provisions may be to reduce the circumstances in which an officer or director may be required to bear the economic burden of the foregoing liabilities and expense.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

- 4.1 Amended and Restated Articles of Incorporation (filed as Exhibit 3.1 to the Company's Registration Statement on Form S-1, 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 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed June 3, 2014, 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

**Item 9. Undertakings.**

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

(Signatures on following page)

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 31st day of July 2014.

FARO TECHNOLOGIES, INC.

By: /s/ Jody S. Gale

Jody S. Gale

Senior Vice President, General Counsel & Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated on the 31st day of July 2014.

<u>Signature</u>	<u>Title</u>
<u>/s/ Jay W. Freeland</u> Jay W. Freeland	Director, President and Chief Executive Officer (principal executive officer)
<u>/s/ Peter G. Abram</u> Peter G. Abram	Senior Vice President and Chief Financial Officer (principal financial and accounting officer)
<u>/s/ Lynn Brubaker*</u> Lynn Brubaker	Director
<u>/s/ John Caldwell*</u> John Caldwell	Director
<u>/s/ Stephen R. Cole*</u> Stephen R. Cole	Director
<u>/s/ John Donofrio*</u> John Donofrio	Director
<u>/s/ Simon Raab*</u> Simon Raab	Chairman of the Board and Director
<u>/s/ Marvin R. Sambur*</u> Marvin R. Sambur	Director

\* By: /s/ Jody S. Gale  
Jody S. Gale  
Attorney-in-fact

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**EXHIBIT INDEX**

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- 24.1 Power of Attorney

**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

July 31, 2014

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 1,974,543 shares of the Company's common stock, par value \$0.001 per share (the "Common Stock"), issuable under the FARO Technologies, Inc. 2014 Incentive Plan (the "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 Plan was adopted and approved by the shareholders of the Company at the 2014 annual meeting.

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. We have assumed that if any issue of shares of Common Stock under the 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 Plan. We have also assumed that, within a reasonable time after issue of shares of Common Stock under the 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 Plan shall have been issued as authorized by the Company in accordance with the 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 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 26, 2014 with respect to the consolidated financial statements and internal control over financial reporting included in the Annual Report on Form 10-K for the year ended December 31, 2013 of FARO Technologies, Inc., which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference in the Registration Statement of the aforementioned reports.

/s/ GRANT THORNTON LLP

Orlando, Florida  
July 31, 2014

## POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jay W. Freeland, Peter G. Abram and Jody S. Gale, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for and in his or her name, place and stead, in any and all capacities, to sign a Registration Statement or Registration Statements on Form S-8 of FARO Technologies, Inc. and any or all amendments (including post-effective amendments) thereto, relating to the FARO Technologies, Inc. 2014 Incentive Plan, 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 and about the premises, as fully to all intents and purposes as might or could be done in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitute of substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed on this 31st day of July, 2014, by the following persons.

/s/ Lynn Brubaker Director  
Lynn Brubaker

/s/ John E. Caldwell Director  
John E. Caldwell

/s/ Stephen R. Cole Director  
Stephen R. Cole

/s/ John Donofrio Director  
John Donofrio

/s/ Simon Raab Chairman of the Board and Director  
Simon Raab

/s/ Marvin R. Sambur Director  
Marvin R. Sambur