

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16.  
 Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* <u>MUHICH ALLEN L.</u> (Last) (First) (Middle) C/O FARO TECHNOLOGIES, INC. 250 TECHNOLOGY PARK (Street) LAKE MARY FL 32746 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>FARO TECHNOLOGIES INC [ FARO ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer		
			3. Date of Earliest Transaction (Month/Day/Year) 07/26/2020					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/26/2020		M <sup>(1)</sup>		3,147	A	<sup>(2)</sup>	3,147	D	
Common Stock	07/26/2020		F <sup>(3)</sup>		1,022	D	\$55.73	2,125	D	

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

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of 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
Restricted Stock Units	<sup>(2)</sup>							<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	3,147		6,294	D	

**Explanation of Responses:**

- Vesting of restricted stock units ("RSUs") previously granted to the Reporting Person.
- 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.
- Represents shares withheld by the Issuer to satisfy tax withholding obligations on the vesting of RSUs.
- 3,147 of the shares underlying the RSUs vested on July 26, 2020, and the remaining shares underlying the RSUs will vest in equal annual installments on July 26, 2021 and July 26, 2022.

**Remarks:**

Exhibit 24: Power of Attorney

/s/ Michael Burger, attorney-in-fact for 07/27/2020  
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.

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Michael Burger and Matthew Horwath, signing singly, and with full power of substitution

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or ten percent (10%) shareholder
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be

The undersigned hereby grants to each such attorney-in-fact, acting singly, full power and authority to do and perform any and every act as

This Power of Attorney replaces in their entirety any and all prior powers of attorney executed by the undersigned with respect to the sub:

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of July 27, 2020.

/s/ Allen Muhich  
Allen Muhich