SEC Form 4
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## FORM 4

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

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

OMB APPROVAL

l	OMB Number: 3235-0287									
	Estimated average burden									
l	hours per response:	0.5								

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

			or Section So(ii) of the investment Company Act of 1940					
1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol FARO TECHNOLOGIES INC [FARO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
COLE STEPHEN				X	Director	10% Owner		
				-	Officer (give title	Other (specify		
			3. Date of Earliest Transaction (Month/Day/Year) 07/01/2021		below)	below)		
C/O FARO TEC	HNOLOGIES, IN	IC.	0//01/2021					
250 TECHNOLOGY PARK								
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street)				X	Form filed by One Rep	oorting Person		
LAKE MARY	FL	32746			Form filed by More that Person	an One Reporting		
(City)	(State)	(Zip)						

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

Table 1 Non Derivative debuildes Acquired, Disposed of, of Derenolary office											
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code ( 8)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock								490	Ι	By Shanklin Investments <sup>(1)</sup>	
Common Stock								11,243	D		
Common Stock								4,500	I	By Snow Powder Ridge Limited <sup>(2)</sup>	
Common Stock								10,630	I	By Seeonee Inc. <sup>(3)</sup>	

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. Transa Code ( 8)				6. Date Exerc Expiration Da (Month/Day/)	ate	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	Amount or Number of Shares				
Deferred Stock Units <sup>(4)</sup>	(5)	07/01/2021		А		229		(5)	(5)	Common Stock	229	\$0	2,394	D	

## Explanation of Responses:

1. Held by Shanklin Investments in trust for the reporting person, who holds shares in trust from Snow Powder Ridge Limited, a company owned by the reporting person, his wife and his children.

2. Held by Snow Powder Ridge Limited, a company owned by the reporting person, his wife and his children.

3. Held by Seeonee Inc., a company indirectly owned by two trusts, of which the reporting person and his family members are the beneficiaries. The reporting person has sole investment control with respect to such shares of the Company's common stock.

4. Deferred stock units ("DSUs") granted pursuant to the FARO Technologies, Inc. (the "Company") 2014 Incentive Plan (the "Incentive Plan") and the FARO Technologies, Inc. 2018 Non-Employee Director Deferred Compensation Plan (the "Deferred Compensation Plan").

5. Each DSU represents the right to receive one share of the Company's common stock no later than 60 business days following the date the reporting person incurs a separation of service from the Company, or in limited circumstances upon a change in control of the Company cash equal to the fair market value of one share of the Company's common stock on the date of the change in control, pursuant to the terms of the Deferred Compensation Plan.

Remarks:

/s/ Allen Muhich, Attorney-in-Fact for Stephen Cole 07/02/2021

\*\* 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.