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

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported): May 3, 2016**

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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)

**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)

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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))
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**Item 2.02. Results of Operations and Financial Condition.**

On May 3, 2016, FARO Technologies, Inc. (the “Company”) issued a press release announcing its results of operations for the first fiscal quarter ended March 31, 2016. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

The information furnished pursuant to Item 2.02 and Exhibit 99.1 of this Current Report on Form 8-K shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section. The information in this Current Report shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date of this Current Report, regardless of any general incorporation language in the filing.

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

(d) Exhibits

The following exhibit is furnished with this Current Report on Form 8-K:

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press release dated May 3, 2016

SIGNATURES

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.

FARO Technologies, Inc.  
(Registrant)

May 3, 2016

/s/ Robert Seidel

By: Robert Seidel

Its: Vice President of Finance & Investor Relations

EXHIBIT INDEX

**Exhibit  
Number**

**Description**

99.1 Press release dated May 3, 2016

NEWS BULLETIN



The Measure of Success

FARO Technologies, Inc.  
250 Technology Park  
Lake Mary, FL 32746

FOR IMMEDIATE RELEASE

**FARO Reports First Quarter 2016 Financial Results**

**LAKE MARY, FL**, May 3, 2016 – FARO Technologies, Inc. (NASDAQ: FARO) today announced its financial results for the first quarter ended March 31, 2016.

Sales for the quarter ended March 31, 2016 were \$75.7 million, up 8.3% compared with \$69.9 million in the first quarter last year. Excluding approximately \$0.9 million of unfavorable foreign exchange impacts, first quarter sales would have increased approximately 10% as compared with the first quarter of 2015. The Company's sales growth was driven primarily by higher metrology sales within the Americas and Asia-Pacific regions.

Gross margin for the quarter was 56.3% compared with 56.6% in the prior year period with product and service margins remaining relatively consistent with the prior year period.

Operating income for the quarter was \$4.3 million compared with \$1.9 million in the prior year period, reflecting increased sales volume partially offset by a modest increase in operating expenses.

Net income and EPS for the quarter was \$3.1 million and \$0.19, respectively, compared with \$0.7 million and \$0.04, respectively, in the prior year period.

"The FARO team delivered a strong first quarter, while overcoming economic pressures in certain regions around the globe," stated Dr. Simon Raab, President and Chief Executive Officer. "As announced previously, we are in the process of re-aligning our organization to better serve our customers. I was pleased with the focus and dedication of our employees to drive growth in the quarter, and at the same time take key steps forward with our reorganization initiatives. We remain committed to increasing our products' customer focus and improving our global efficiency in order to retain and enhance our market leadership position."

*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 long-term growth, demand for and customer acceptance of FARO's products, anticipated improvement in the markets in which FARO operates, and FARO's product development and product launches. Statements that are not historical facts or that describe the Company's plans, objectives, projections, expectations, assumptions, strategies, or goals are forward-looking statements. In addition, words such as "is," "are," "expects," "continues," "may," "will," and similar expressions or discussions of FARO's plans or other intentions identify forward-looking statements. Forward-looking statements are not guarantees of future performance and are subject to various known and unknown risks, uncertainties, and other factors that may cause actual results, performances, or achievements to differ materially from future results, performances, or achievements expressed or implied by such forward-looking statements. Consequently, undue reliance should not be placed on these forward-looking statements.*

*Factors that could cause actual results to differ materially from what is expressed or forecasted in such forward-looking statements include, but are not limited to:*

- the Company's inability to successfully identify and acquire target companies or achieve expected benefits from acquisitions that are consummated;*
- development by others of new or improved products, processes or technologies that make the Company's products less competitive or obsolete;*
- the Company's inability to maintain its technological advantage by developing new products and enhancing its existing products;*
- declines or other adverse changes, or lack of improvement, in industries that the Company serves or the domestic and international economies in the regions of the world where the Company operates and other general economic, business, and financial conditions;*
- the impact of fluctuations of foreign exchange rates; and*
- Other risks detailed in Part I, Item 1A. Risk Factors in the Company's Annual Report on Form 10-K for the year ended December 31, 2015.*

*Forward-looking statements in this release represent the Company's judgment as of the date of this release. The Company undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events, or otherwise, unless otherwise required by law.*

## **About FARO**

FARO is the world's most trusted source for 3D measurement technology. The Company develops and markets computer-aided measurement and imaging devices and software. Technology from FARO permits high-precision 3D measurement, imaging and comparison of parts and complex structures within production and quality assurance processes. The devices are used for inspecting components and assemblies, rapid prototyping, documenting large volume spaces or structures in 3D, surveying and construction, as well as for investigation and reconstruction of accident sites or crime scenes.

FARO's global headquarters are located in Lake Mary, Florida. The Company also has a new technology center and manufacturing facility consisting of approximately 90,400 square feet located in Exton, Pennsylvania containing research and development, manufacturing and service operations of our FARO Laser Tracker™ and FARO Cobalt Array 3D Imager product lines. The Company's European regional headquarters is located in Stuttgart, Germany and its Asia Pacific regional headquarters is located in Singapore. FARO has other offices in the United States, Canada, Mexico, Brazil, Germany, the United Kingdom, France, Spain, Italy, Poland, Turkey, the Netherlands, Switzerland, India, China, Malaysia, Vietnam, Thailand, South Korea, and Japan.

More information is available at <http://www.faro.com>

**FARO TECHNOLOGIES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(UNAUDITED)

(in thousands, except share and per share data)	Three Months Ended	
	March 31, 2016	March 28, 2015
<b>SALES</b>		
Product	\$ 59,312	\$ 55,044
Service	16,436	14,895
Total sales	75,748	69,939
<b>COST OF SALES</b>		
Product	24,008	22,177
Service	9,067	8,151
Total cost of sales (exclusive of depreciation and amortization, shown separately below)	33,075	30,328
<b>GROSS PROFIT</b>	42,673	39,611
<b>OPERATING EXPENSES</b>		
Selling and marketing	17,625	19,105
General and administrative	10,541	9,801
Depreciation and amortization	3,086	2,493
Research and development	7,091	6,356
Total operating expenses	38,343	37,755
<b>INCOME FROM OPERATIONS</b>	4,330	1,856
<b>OTHER (INCOME) EXPENSE</b>		
Interest income	(44)	(19)
Other expense, net	751	1,307
<b>INCOME BEFORE INCOME TAX EXPENSE (BENEFIT)</b>	3,623	568
<b>INCOME TAX EXPENSE (BENEFIT)</b>	543	(96)
<b>NET INCOME</b>	\$ 3,080	\$ 664
<b>NET INCOME PER SHARE - BASIC</b>	\$ 0.19	\$ 0.04
<b>NET INCOME PER SHARE - DILUTED</b>	\$ 0.19	\$ 0.04
Weighted average shares - Basic	16,609,084	17,335,464
Weighted average shares - Diluted	16,638,458	17,511,821



**FARO TECHNOLOGIES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

(in thousands, except share data)	March 31, 2016 (unaudited)	December 31, 2015
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 120,278	\$ 107,356
Short-term investments	42,952	42,994
Accounts receivable, net	60,122	69,918
Inventories, net	48,614	45,571
Deferred income taxes, net	7,754	7,792
Prepaid expenses and other current assets	19,573	18,527
Total current assets	299,293	292,158
Property and equipment:		
Machinery and equipment	55,982	54,124
Furniture and fixtures	6,188	5,945
Leasehold improvements	19,182	18,471
Property and equipment, at cost	81,352	78,540
Less: accumulated depreciation and amortization	(45,714)	(42,594)
Property and equipment, net	35,638	35,946
Goodwill	27,365	26,371
Intangible assets, net	16,030	15,985
Service and sales demonstration inventory, net	34,849	33,709
Deferred income taxes, net	4,124	4,050
Other long-term assets	955	967
Total assets	\$ 418,254	\$ 409,186
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 10,171	\$ 11,345
Accrued liabilities	18,845	22,574
Income taxes payable	576	—
Current portion of unearned service revenues	26,471	26,114
Customer deposits	2,368	2,998
Total current liabilities	58,431	63,031
Unearned service revenues - less current portion	16,676	15,025
Deferred income tax liability	887	686
Other long-term liabilities	2,916	2,800
Total liabilities	78,910	81,542
Shareholders' equity:		
Common stock - par value \$.001, 50,000,000 shares authorized; 18,141,098 and 18,077,594 issued; 16,651,622 and 16,588,118 outstanding, respectively	18	18
Additional paid-in capital	208,995	206,996
Retained earnings	175,409	172,329
Accumulated other comprehensive loss	(13,240)	(19,861)
Common stock in treasury, at cost - 1,489,476 shares	(31,838)	(31,838)
Total shareholders' equity	339,344	327,644
Total liabilities and shareholders' equity	\$ 418,254	\$ 409,186

**FARO TECHNOLOGIES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**

(in thousands)	Three Months Ended	
	March 31, 2016	March 28, 2015
<b>CASH FLOWS FROM:</b>		
<b>OPERATING ACTIVITIES:</b>		
Net income	\$ 3,080	\$ 664
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	3,086	2,493
Compensation for stock options and restricted stock units	1,482	1,198
Provision for bad debts	310	319
Loss on disposal of assets	64	—
Write-down of inventories	413	1,028
Deferred income tax expense	165	2,272
Income tax benefit from exercise of stock options	(65)	(292)
Change in operating assets and liabilities:		
Decrease (increase) in:		
Accounts receivable	11,109	18,405
Inventories	(1,585)	(14,221)
Prepaid expenses and other current assets	(717)	(1,562)
(Decrease) increase in:		
Accounts payable and accrued liabilities	(5,305)	(9,550)
Income taxes payable	641	263
Customer deposits	(635)	(457)
Unearned service revenues	1,077	211
Net cash provided by operating activities	13,120	771
<b>INVESTING ACTIVITIES:</b>		
Purchases of property and equipment	(2,057)	(2,436)
Payments for intangible assets	(322)	(133)
Purchase of business acquired	—	(12,011)
Net cash used in investing activities	(2,379)	(14,580)
<b>FINANCING ACTIVITIES:</b>		
Payments on capital leases	(2)	(2)
Income tax benefit from exercise of stock options	65	292
Proceeds from issuance of stock, net	452	2,019
Net cash provided by financing activities	515	2,309
<b>EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS</b>	1,666	(1,723)
<b>INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	12,922	(13,223)
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD</b>	107,356	109,289
<b>CASH AND CASH EQUIVALENTS, END OF PERIOD</b>	\$ 120,278	\$ 96,066

**FARO TECHNOLOGIES, INC. AND SUBSIDIARIES**  
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)  
(UNAUDITED)

(in thousands)	Three Months Ended	
	March 31, 2016	March 28, 2015
Net income	\$ 3,080	\$ 664
Currency translation adjustments, net of tax	6,621	(6,778)
Comprehensive income (loss)	<u>\$ 9,701</u>	<u>\$ (6,114)</u>