

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

FARO TECHNOLOGIES, INC.
(Exact name of registrant as specified in its charter)

FLORIDA	3829	59-3157093
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

125 TECHNOLOGY PARK
LAKE MARY, FLORIDA 32746
(407) 333-9911

(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

GREGORY A. FRASER, PH.D.
EXECUTIVE VICE PRESIDENT AND CHIEF FINANCIAL OFFICER
FARO TECHNOLOGIES, INC.
125 TECHNOLOGY PARK
LAKE MARY, FLORIDA 32746
(407) 333-9911

(Name, address, including zip code, and telephone number, including area code,
of agent for service)

COPIES TO:

MARTIN A. TRABER, ESQ.
RUSSELL T. ALBA, ESQ.
FOLEY & LARDNER
100 NORTH TAMPA STREET, SUITE 2700
TAMPA, FLORIDA 33602
(813) 229-2300

JEFFREY M. STEIN, ESQ.
KING & SPALDING
191 PEACHTREE STREET, N.E.
ATLANTA, GEORGIA 30303-1763
(404) 572-4600

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. []

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] 333-32983

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of this prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE(2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(2)	AMOUNT OF REGISTRATION FEE
Common Stock, \$.001 par value.....	644,000 shares	\$12.00	\$7,728,000	\$2,342

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- (1) Includes 84,000 shares of Common Stock that may be purchased upon exercise of an over-allotment option granted to the Underwriters.
 - (2) Estimated solely for the purpose of calculating the registration fee pursuant to Section 6(b) and Rule 457(a) of the Securities Act of 1933.
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INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The information in the Registration Statement on Form S-1 filed by FARO Technologies, Inc. (the "Company") with the Securities and Exchange Commission (File No. 333-32983) pursuant to the Securities Act of 1933, as amended, is incorporated by reference in this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Orlando, and State of Florida, on this 17th day of September, 1997.

FARO TECHNOLOGIES, INC.

By: /s/ GREGORY A. FRASER

 Gregory A. Fraser
 Executive Vice President, Secretary,
 Treasurer, Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE -----	TITLE -----	DATE ----
* ----- Simon Raab	Chairman of the Board of Directors, President and Chief Executive Officer	September 17, 1997
/s/ GREGORY A. FRASER ----- Gregory A. Fraser	Director, Executive Vice President, Secretary, Treasurer, Chief Financial Officer	September 17, 1997
* ----- Ronald F. Kiser	Controller	September 17, 1997
* ----- Hubert d'Amours	Director	September 17, 1997
* ----- Philip Colley	Director	September 17, 1997
* ----- Alexandre Raab	Director	September 17, 1997
* ----- Norman H. Schipper	Director	September 17, 1997
* ----- Martin Koshar	Director	September 17, 1997
* ----- Andre Julien	Director	September 17, 1997
* By: /s/ GREGORY A. FRASER ----- Gregory A. Fraser Attorney-in-fact		

EXHIBIT INDEX

EXHIBIT NUMBER -----	EXHIBIT DESCRIPTION -----
1.1**	-- Form of Underwriting Agreement
3.1**	-- Amended and Restated Articles of Incorporation of the Company
3.2**	-- Bylaws of the Company
4.1**	-- Specimen Certificate for the Company's Common Stock
4.2**	-- Form of Common Stock Purchase Warrant
5.1	-- Opinion of Foley & Lardner dated September 17, 1997
10.1**	-- 1993 Stock Option Plan, as amended
10.2**	-- 1997 Employee Stock Option Plan
10.3**	-- 1997 Non-Employee Director Stock Option Plan
10.4**	-- 1997 Non-Employee Directors' Fee Plan
10.5**	-- Term WCMA Loan and Security Agreement dated September 24, 1996, between the Company and Merrill Lynch Business Financial Services, Inc.
10.6**	-- WCMA Note, Loan and Security Agreement dated April 23, 1997, between the Company and Merrill Lynch Business Financial Services, Inc.
10.7**	-- Business Lease dated March 1, 1991, between the Company (as successor-by-merger to FARO Medical Technologies (U.S.), Inc.) and Xenon Research, Inc.
10.8**	-- OEM Purchase Agreement dated June 7, 1996, between the Company and Mitutoyo Corporation
10.9**	-- Nonexclusive Unique Application Reseller Agreement dated September 9, 1996, between the Company and Autodesk, Inc.
10.10**	-- Form of Patent and Confidentiality Agreement between the Company and each of its employees
11.1**	-- Statement re computation of per share earnings
21.1**	-- List of subsidiaries of the Company
23.1	-- Consent of Foley & Lardner (included in Exhibit 5.1)
23.2	-- Consent of Deloitte & Touche LLP
24.1**	-- Power of Attorney relating to subsequent amendments
27.1**	-- Financial Data Schedule -- six months ended June 30, 1997 (for SEC filing purposes only)
27.2**	-- Financial Data Schedule -- year ended December 31, 1996 (for SEC filing purposes only)

 ** Incorporated by reference to Registration Statement No. 333-32983.

OPINION OF COUNSEL

September 17, 1997

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

Ladies and Gentlemen:

This firm has acted as counsel to FARO Technologies, Inc., a Florida corporation (the "Company"), in connection with its Registration Statement on Form S-1 (File No. 333-32983) relating to the sale by the Company of up to 644,000 shares of the Company's common stock, \$.001 par value (the "Shares").

For purposes of rendering this opinion, we have examined and relied upon the original or a copy, certified to our satisfaction, of (1) the Articles of Incorporation and Bylaws of the Company, (2) resolutions of the Board of Directors of the Company authorizing the offering and the issuance of the Shares, the Warrants and related matters, (3) the Registration Statement and exhibits thereto, and (4) such other documents and instruments as we have deemed necessary or appropriate to render the opinions expressed in this letter. In making the foregoing examinations, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, and the authenticity of all such copies.

Based upon the foregoing examination, we are of the opinion that the Shares to be sold by the Company pursuant to the Registration Statement have been duly and validly authorized and, when issued and delivered in accordance with the Underwriting Agreement (a form of which has been incorporated by reference as Exhibit 1.1 to the Registration Statement), will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name under the caption "Legal Matters" in the Prospectus incorporated by reference in the Registration Statement. Nothing in this letter shall be construed to cause us to be considered "experts" within the meaning of Section 11 of the Securities Act of 1933, as amended.

Very truly yours,

Foley & Lardner

INDEPENDENT AUDITORS' CONSENT

To the Board of Directors and Shareholders of
FARO Technologies, Inc.
Jacksonville, Florida

We consent to the use in this Registration Statement on Form S-1 relating to 644,000 shares of Common Stock of FARO Technologies, Inc. of our report dated February 24, 1997 (September 10, 1997 as to Note 11), appearing in the Prospectus, which is incorporated by reference as part of this Registration Statement, and to the references to us under the headings "Selected Consolidated Financial Data" and "Experts" in such Prospectus.

Deloitte & Touche LLP
Jacksonville, Florida
September 17, 1997