

FARO TECHNOLOGIES INC  
Form 8-K  
May 28, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**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 23, 2013**

**FARO TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

**Florida**  
(State or other jurisdiction

of incorporation)

**0-23081**  
(Commission

File Number)

**59-3157093**  
(IRS Employer

Identification No.)

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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)

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))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 23, 2013, the 2013 Annual Meeting of Shareholders (the Meeting ) of FARO Technologies, Inc. (the Company ) was held in Lake Mary, Florida. The holders of the common stock of the Company voted upon three Company proposals at the Meeting, with the following results:

**Item 1 Election of two directors to serve for a three-year term expiring at the Annual Meeting of Shareholders in 2016**

The holders of common stock of the Company elected the following directors to serve for a three-year term by the following count:

Name	Votes For	Votes Withheld	Broker Non-Votes
John Caldwell	13,667,180	1,155,294	1,083,674
John Donofrio	13,707,750	1,114,724	1,083,674

**Item 2 Ratification of Grant Thornton LLP as the Company s independent registered public accounting firm for 2013**

The holders of the Company s common stock ratified the appointment of Grant Thornton LLP as the Company s independent registered public accounting firm for 2013 by the following count:

Votes For	Votes Against	Abstentions
15,632,002	194,752	79,394

**Item 3 Non-binding resolution to approve the compensation of the Company s named executive officers**

The holders of the Company s common stock approved a non-binding resolution with respect to the compensation of the Company s named executive officers by the following count:

Votes For	Votes Against	Abstentions	Broker Non-Votes
13,935,709	802,710	84,053	1,083,676

**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)

Date: May 28, 2013

/s/ Keith Bair  
By: Keith Bair  
Its: Chief Financial Officer