

FARO TECHNOLOGIES INC  
Form 8-K  
May 17, 2011

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

Washington, DC 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 12, 2011

**FARO TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

**Florida**  
(State or other jurisdiction  
of incorporation)

**0-20381**  
(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 12, 2011, the 2011 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 four Company proposals at the Meeting, with the following results:

**Item 1 Election of three directors to serve for a three-year term expiring at the Annual Meeting of Shareholders in 2014**

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-Vote |
|-------------------------|------------|----------------|-----------------|
| Stephen R. Cole         | 13,178,659 | 836,565        | 1,537,261       |
| Marvin R. Sambur, Ph.D. | 13,185,751 | 829,473        | 1,537,261       |
| Jay W. Freeland         | 13,362,195 | 653,029        | 1,537,261       |

**Item 2 Ratification of Grant Thornton LLP as the Company s independent registered public accounting firm for 2011**

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 2011 by the following count:

| Votes For  | Votes Against | Abstentions |
|------------|---------------|-------------|
| 15,537,050 | 8,334         | 7,101       |

**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-Vote |
|------------|---------------|-------------|-----------------|
| 13,601,438 | 395,315       | 18,470      | 1,537,262       |

**Item 4 Non-binding proposal as to the frequency with which the Company s shareholders will vote on the compensation of the Company s named executive officers in future years**

The holders of the Company s common stock approved an annual advisory vote on the compensation of the Company s named executive officers by the following count:

| 1 Year     | 2 Years | 3 Years   | Abstentions | Broker Non-Vote |
|------------|---------|-----------|-------------|-----------------|
| 12,746,518 | 79,500  | 1,174,029 | 15,177      | 1,537,261       |

**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 17, 2011

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