

Hall Kathleen  
Form 4  
March 22, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hall Kathleen

2. Issuer Name and Ticker or Trading Symbol  
FARO TECHNOLOGIES INC  
[FARO]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Operating Officer

(Last) (First) (Middle)  
C/O FARO TECHNOLOGIES,  
INC., 250 TECHNOLOGY PARK  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/20/2018

LAKE MARY, FL 32746

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/20/2018		A		2,027 <u>(1)</u>	A	\$ 0 8,992 D
Common Stock	03/20/2018		A		163 <u>(2)</u>	A	\$ 0 9,155 D
Common Stock	03/20/2018		F		46	D	\$ 61.3 9,109 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)



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On February 27, 2015, the reporting person was granted performance-based restricted stock units ("RSUs") representing a contingent right to receive 1,465 shares of common stock, with the number of RSUs earned to be determined based on the extent to which certain performance conditions for each of fiscal years 2015, 2016 and 2017 were met. As determined on March 20, 2018, the reporting person earned 163 RSUs based on the Company's fiscal year 2017 performance.

- (3) The stock option vests in three equal annual installments beginning March 20, 2019.

- (4) On February 27, 2015, the reporting person was granted performance-based stock options to purchase 15,038 shares of common stock, with the number of stock options earned to be determined based on the extent to which certain performance conditions for each of fiscal years 2015, 2016 and 2017 were met. As determined on March 20, 2018, the reporting person earned stock options to purchase 1,670 shares of common stock based on the Company's fiscal year 2017 performance.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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