

FARO TECHNOLOGIES INC
Form 4
March 07, 2017

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

C/O FARO TECHNOLOGIES, INC., 250 TECHNOLOGY PARK

(Street)

LAKE MARY, FL 32746

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Operating Officer

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

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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	03/03/2017		A	3,301 (1)	\$ 0	D	
Common Stock	03/03/2017		A	163 (2)	\$ 0	D	
Common Stock	03/03/2017		F	53	\$ 34.55	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 34.55	03/03/2017		A	23,706	<u>(3)</u> 03/03/2024	Common Stock	23,706
Employee Stock Option (right to buy)	\$ 59.97	03/03/2017		A	<u>1,671</u> (4)	03/03/2017 02/27/2022	Common Stock	1,671

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hall Kathleen C/O FARO TECHNOLOGIES, INC. 250 TECHNOLOGY PARK LAKE MARY, FL 32746			Chief Operating Officer	

Signatures

/s/ Jody S. Gale, Attorney-in-Fact for Kathleen J. Hall (power of attorney previously filed) 03/07/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Issued as restricted stock units, which represent the contingent right to receive an equivalent number of shares of common stock. The restricted stock units vest on March 3, 2020.
- (2)

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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 3, 2017, the reporting person earned 163 RSUs based on the Company's fiscal year 2016 performance.

- (3) The stock option vests in three equal annual installments beginning March 3, 2018.

- (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 3, 2017, the reporting person earned stock options to purchase 1,671 shares of common stock based on the Company's fiscal year 2016 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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