

COLE STEPHEN  
Form 4  
August 01, 2018

**FORM 4**

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

OMB APPROVAL

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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 \*  
COLE STEPHEN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/30/2018

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

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

(Street)

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

LAKE MARY, FL 32746

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Common Stock                    | 03/09/2018                           |  | G                              | V 2,000 D \$ 0  | 21,380 <sup>(1)</sup>   | I  | See Footnote <sup>(2)</sup>                |
| Common Stock                    | 07/30/2018                           |  | S                              | 10,000 D \$ 69.4155 <sup>(3)</sup>                                | 11,380  | I  | See Footnote <sup>(2)</sup>                |
| Common Stock                    | 07/31/2018                           |  | G                              | V 750 D \$ 0  | 10,630  | I  | See Footnote <sup>(2)</sup>                |
| Common                          |                                      |  |                                |   | 5,905   | D  |  |

Stock

|              |       |   |                  |
|--------------|-------|---|------------------|
| Common Stock | 7,000 | I | See Footnote (4) |
| Common Stock | 490   | I | See Footnote (5) |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

COLE STEPHEN  
C/O FARO TECHNOLOGIES, INC.  
250 TECHNOLOGY PARK  
LAKE MARY, FL 32746

X

## Signatures

Jody S. Gale, Attorney-in-Fact (power of attorney previously filed)

08/01/2018

\_\_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) Represents shares of common stock of FARO Technologies, Inc. ("Common Stock") held by Seonee Inc., a company indirectly owned by two trusts, of which the reporting person and his family members are the beneficiaries. The reporting person has sole investment control with respect to such shares of Common Stock. The reporting person's Form 4s filed prior to the date of this Form 4 reported such shares of Common Stock as being directly owned by the reporting person.

(2) Held by Seonee Inc., a company indirectly owned by two trusts, of which the reporting person and his family members are the beneficiaries. The reporting person has sole investment control with respect to such shares of Common Stock.

(3) Represents the sale of 10,000 shares in multiple transactions ranging in price from \$69.00 to \$69.90 per share, resulting in a weighted average sale price of \$69.4155. The reporting person will provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each price within the range.

(4) Held by Snow Powder Ridge Limited, a company owned by the reporting person, his wife and his children.

(5) Held by Shanklin Investments in trust for the reporting person, who holds shares in trust from Snow Powder Ridge Limited, a company owned by the reporting person, his wife and his children.

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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