

FARO TECHNOLOGIES INC  
Form 10-Q  
October 30, 2013  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended September 28, 2013**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number: 0-23081**

**FARO TECHNOLOGIES, INC.**

**(Exact name of Registrant as specified in its charter)**

<b>Florida</b> <b>(State or other Jurisdiction of</b>	<b>59-3157093</b> <b>(I.R.S. Employer</b>
<b>Incorporation or Organization)</b>	<b>Identification No.)</b>
<b>250 Technology Park, Lake Mary, Florida</b> <b>(Address of Principal Executive Offices)</b>	<b>32746</b> <b>(Zip Code)</b>
<b>(407) 333-9911</b>	
<b>Registrant's Telephone Number, including area code</b>	

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES  NO

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller Reporting Company   
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

There were 17,114,882 shares of the registrant's common stock outstanding as of October 25, 2013.

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**FARO TECHNOLOGIES, INC.**

Quarterly Report on Form 10-Q

Quarter Ended September 28, 2013

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**Table of Contents****PART I. FINANCIAL INFORMATION****Item 1. Financial Statements****FARO TECHNOLOGIES, INC. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

(in thousands, except share data)	September 28, 2013 (unaudited)	December 31, 2012
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 116,905	\$ 93,233
Short-term investments	64,995	64,990
Accounts receivable, net	52,939	62,559
Inventories, net	48,973	48,894
Deferred income taxes, net	6,207	7,216
Prepaid expenses and other current assets	14,614	11,186
<b>Total current assets</b>	<b>304,633</b>	<b>288,078</b>
Property and Equipment:		
Machinery and equipment	34,519	32,236
Furniture and fixtures	6,748	6,516
Leasehold improvements	11,211	10,897
Property and equipment at cost	52,478	49,649
Less: accumulated depreciation and amortization	(38,143)	(34,305)
Property and equipment, net	14,335	15,344
Goodwill	19,125	18,816
Intangible assets, net	7,972	7,048
Service inventory	18,137	19,125
Deferred income taxes, net	2,452	2,396
<b>Total Assets</b>	<b>\$ 366,654</b>	<b>\$ 350,807</b>
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
Current Liabilities:		
Accounts payable	\$ 8,902	\$ 10,413
Accrued liabilities	18,786	18,216
Income taxes payable	324	4,886

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Current portion of unearned service revenues	19,526	19,460
Customer deposits	2,324	2,662
Current portion of obligations under capital leases	4	45
<b>Total current liabilities</b>	<b>49,866</b>	<b>55,682</b>
Unearned service revenues - less current portion	11,701	11,221
Deferred tax liability, net	1,171	1,149
Obligations under capital leases - less current portion	17	19
<b>Total Liabilities</b>	<b>62,755</b>	<b>68,071</b>
<b>Commitments and contingencies - See Note Q</b>		
<b>Shareholders' Equity:</b>		
Common stock - par value \$.001, 50,000,000 shares authorized; 17,795,117 and 17,653,879 issued; 17,114,882 and 16,973,644 outstanding, respectively	18	18
Additional paid-in capital	188,413	181,094
Retained earnings	117,607	104,358
Accumulated other comprehensive income	6,936	6,341
Common stock in treasury, at cost - 680,235 shares	(9,075)	(9,075)
<b>Total Shareholders' Equity</b>	<b>303,899</b>	<b>282,736</b>
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 366,654</b>	<b>\$ 350,807</b>

The accompanying notes are an integral part of these consolidated financial statements.

**Table of Contents****FARO TECHNOLOGIES, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF OPERATIONS**

(UNAUDITED)

(in thousands, except share and per share data)	Three Months Ended		Nine Months Ended	
	September 28, 2012	September 29, 2012	September 28, 2012	September 29, 2012
<b>SALES</b>				
Product	\$ 55,014	\$ 49,274	\$ 162,670	\$ 159,130
Service	13,176	11,460	39,219	33,595
Total Sales	68,190	60,734	201,889	192,725
<b>COST OF SALES</b>				
Product	21,372	21,107	65,632	63,933
Service	7,997	7,323	23,685	22,242
Total Cost of Sales (exclusive of depreciation and amortization, shown separately below)	29,369	28,430	89,317	86,175
<b>GROSS PROFIT</b>	<b>38,821</b>	<b>32,304</b>	<b>112,572</b>	<b>106,550</b>
<b>OPERATING EXPENSES:</b>				
Selling	16,366	14,154	49,732	46,033
General and administrative	7,275	7,266	22,616	22,028
Depreciation and amortization	1,699	1,796	5,268	5,164
Research and development	5,884	4,065	16,171	12,998
Total operating expenses	31,224	27,281	93,787	86,223
<b>INCOME FROM OPERATIONS</b>	<b>7,597</b>	<b>5,023</b>	<b>18,785</b>	<b>20,327</b>
<b>OTHER (INCOME) EXPENSE</b>				
Interest income	(19)	(20)	(54)	(141)
Other expense, net	809	(46)	1,428	215
Interest expense	2	2	3	22
<b>INCOME BEFORE INCOME TAX EXPENSE</b>	<b>6,805</b>	<b>5,087</b>	<b>17,408</b>	<b>20,231</b>
<b>INCOME TAX EXPENSE</b>	<b>1,763</b>	<b>1,414</b>	<b>4,161</b>	<b>5,074</b>

NET INCOME	\$	5,042	\$	3,673	\$	13,247	\$	15,157
NET INCOME PER SHARE - BASIC	\$	0.29	\$	0.22	\$	0.78	\$	0.90
NET INCOME PER SHARE - DILUTED	\$	0.29	\$	0.21	\$	0.77	\$	0.88
Weighted average shares - Basic		17,095,066		16,944,120		17,053,223		16,892,338
Weighted average shares - Diluted		17,185,380		17,094,102		17,191,407		17,148,555

The accompanying notes are an integral part of these consolidated financial statements.



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**FARO TECHNOLOGIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**(UNAUDITED)**

(in thousands)	Three Months Ended		Nine Months Ended	
	September 28, 2013	September 29, 2012	September 28, 2013	September 29, 2012
Net income	\$ 5,042	\$ 3,673	\$ 13,247	\$ 15,157
Currency translation adjustments	3,558	1,303	597	(385)
Comprehensive income	\$ 8,600	\$ 4,976	\$ 13,844	\$ 14,772

The accompanying notes are an integral part of these consolidated financial statements.

**Table of Contents****FARO TECHNOLOGIES, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS**

(UNAUDITED)

(in thousands)	Nine Months Ended	
	September 28, 2013	September 29, 2012
<b>CASH FLOWS FROM:</b>		
<b>OPERATING ACTIVITIES:</b>		
Net income	\$ 13,247	\$ 15,157
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	5,268	5,164
Compensation for stock options and restricted stock units	3,237	2,956
Provision for (net recovery of) bad debts	426	(155)
Deferred income tax expense (benefit) expense	996	(670)
Change in operating assets and liabilities:		
Decrease (increase) in:		
Accounts receivable	8,951	6,398
Inventories, net	620	(5,998)
Prepaid expenses and other current assets	(3,365)	(1,231)
Income tax benefit from exercise of stock options	(814)	(1,135)
Increase (decrease) in:		
Accounts payable and accrued liabilities	(925)	(7,307)
Income taxes payable	(3,700)	82
Customer deposits	(258)	(1,707)
Unearned service revenues	512	1,730
Net cash provided by operating activities	24,195	13,284
<b>INVESTING ACTIVITIES:</b>		
Purchases of property and equipment	(1,883)	(3,139)
Payments for intangible assets	(1,787)	(772)
Net cash used in investing activities	(3,670)	(3,911)
<b>FINANCING ACTIVITIES:</b>		
Payments on capital leases	(76)	(119)
Income tax benefit from exercise of stock options	814	1,135
Proceeds from issuance of stock, net	3,267	6,107
Net cash provided by financing activities	4,005	7,123
	(858)	(531)

EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS

INCREASE IN CASH AND CASH EQUIVALENTS	23,672	15,965
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	93,233	64,540
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 116,905	\$ 80,505

The accompanying notes are an integral part of these consolidated financial statements.

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**FARO TECHNOLOGIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

Unaudited for the Nine Months Ended September 28, 2013 and September 29, 2012

(in thousands, except share and per share data, or as otherwise noted)

**NOTE A DESCRIPTION OF BUSINESS**

FARO Technologies, Inc. and its subsidiaries (collectively the Company or FARO ) design, develop, manufacture, market and support software-based three-dimensional measurement and imaging systems for manufacturing, industrial, building construction and forensic applications. The Company's principal products include the FaroArm, FARO Laser ScanArm and FARO Gage, all articulated electromechanical measuring devices, and the FARO Laser Tracker Vantage, FARO Focus<sup>3D</sup> and FARO 3D Imager AMP, all laser-based measuring devices. Markets for the Company's products include automobile, aerospace, heavy equipment, and law enforcement agencies. The Company sells the vast majority of its products through a direct sales force located in many of the world's largest industrialized countries.

**NOTE B PRINCIPLES OF CONSOLIDATION**

The consolidated financial statements of the Company include the accounts of FARO Technologies, Inc. and all of the Company's subsidiaries, all of which are wholly owned. All intercompany transactions and balances have been eliminated. The financial statements of the Company's foreign subsidiaries are translated into U.S. dollars using exchange rates in effect at period-end for assets and liabilities and average exchange rates during each reporting period for results of operations. Adjustments resulting from financial statement translations are reflected as a separate component of accumulated other comprehensive income.

**NOTE C BASIS OF PRESENTATION**

The accompanying unaudited interim consolidated financial statements of the Company include all normal recurring accruals and adjustments considered necessary by management for their fair presentation in conformity with accounting principles generally accepted in the United States of America ( U.S. GAAP ). Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ materially from those estimates. The consolidated results of operations for the three and nine months ended September 28, 2013 are not necessarily indicative of results that may be expected for the year ending December 31, 2013 or any future interim period.

The information included in this Quarterly Report on Form 10-Q, including the interim consolidated financial statements and the accompanying notes, should be read in conjunction with the audited consolidated financial statements and related notes included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012.

**NOTE D RECLASSIFICATIONS**

From time to time the Company may reclassify certain amounts to conform to the current period presentation.



**Table of Contents****NOTE E IMPACT OF RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS**

In December 2011, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) No. 2011-12, *Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05 ( ASU 2011-12 )*. ASU 2011-12 defers the specific requirement in ASU No. 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income ( ASU 2011-05 )* to present items that are reclassified from accumulated other comprehensive income to net income separately with their respective components of net income and other comprehensive income. As part of this update, the FASB did not defer the requirement in ASU 2011-05 to report comprehensive income either in a single continuous statement or in two separate but consecutive financial statements. In February 2013, the FASB issued ASU No. 2013-02, *Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income ( ASU 2013-02 )*, which became effective during the quarter ended March 30, 2013. The adoption of ASU 2013-02 in the quarter ended March 30, 2013 did not have any impact on the Company's consolidated financial statements.

**NOTE F SHARE-BASED COMPENSATION**

Share-based compensation cost is measured at the grant date based on the fair value of the award and is recognized over the service period, which is typically the same as the vesting period. The vesting period for the share-based compensation awarded by the Company is generally three years. The Company uses the Black-Scholes option pricing model to determine the fair value of stock option grants. The Company uses the closing market price of its common stock on the date of grant to determine the fair value of restricted stock and restricted stock units.

The Company used the following assumptions for the Black-Scholes option-pricing model to determine the fair value of options granted during the nine months ended September 28, 2013 and September 29, 2012:

	For the Nine Months Ended	
	September 28, 2013	September 29, 2012
Risk-free interest rate	0.55% - 1.03%	0.50% - 0.66%
Expected dividend yield	0%	0%
Expected option life	4 years	4 years
Expected volatility	46.1% - 48.4%	50.4% - 50.7%
Weighted-average expected volatility	48.2%	50.7%

Historical information was the primary basis for the selection of the expected dividend yield, expected volatility and the expected lives of the options. The risk-free interest rate was based on yields of U.S. zero coupon issues and U.S. Treasury issues, with a term equal to the expected life of the option being valued.

The Company recorded total share-based compensation expense of \$1,132 and \$1,089 for the three months ended September 28, 2013 and September 29, 2012, respectively, and \$3,329 and \$3,022 for the nine months ended September 28, 2013 and September 29, 2012, respectively.



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A summary of stock option activity and weighted average exercise prices for the nine months ended September 28, 2013 follows:

	Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value as of September 28, 2013
Outstanding at January 1, 2013	831,504	\$ 36.31		
Granted	265,019	43.26		
Forfeited	(72,981)	45.87		
Exercised	(123,077)	26.34		
Outstanding at September 28, 2013	900,465	\$ 38.94	4.9	\$ 3,007

Options exercisable at September 28, 2013

431,616 \$ 31.37 3.7 \$ 2,999

The weighted-average grant-date fair value of the stock options granted during the nine months ended September 28, 2013 and September 29, 2012 was \$14.41 and \$22.51 per option, respectively. The total intrinsic value of stock options exercised during the three months ended September 28, 2013 and September 29, 2012 was \$0.1 million and \$0.5 million, respectively. The total intrinsic value of stock options exercised during the nine months ended September 28, 2013 and September 28, 2012 was \$2.1 million and \$7.1 million, respectively. The fair value of stock options vested during the three months ended September 28, 2013 and September 29, 2012 was \$0.0 million and \$0.0 million, respectively. The total fair value of stock options vested during the nine months ended September 28, 2013 and September 29, 2012 was \$3.2 million and \$1.8 million, respectively.

The following table summarizes the restricted stock and restricted stock unit activity and weighted average grant-date fair values for the nine months ended September 28, 2013:

	Shares	Weighted-Average Grant Date Fair Value
Non-vested at January 1, 2013	31,236	\$ 45.80
Granted	15,316	36.91
Forfeited	(1,586)	51.89
Vested	(13,518)	45.27
Non-vested at September 28, 2013	31,448	\$ 41.39

As of September 28, 2013, there was \$7.4 million of total unrecognized stock-based compensation expense related to non-vested stock-based compensation arrangements. The expense is expected to be recognized over a weighted average period of 2.4 years.





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Selected cash payments and non-cash activity were as follows:

	Nine Months Ended	
	September 28, 2013	September 29, 2012
Cash paid for interest	\$ 2	\$ 21
Cash paid for income taxes	\$ 8,217	\$ 4,780

**NOTE H CASH AND CASH EQUIVALENTS**

The Company considers cash on hand and all short-term, highly liquid investments that have maturities of three months or less at the time of purchase to be cash and cash equivalents.

**NOTE I SHORT TERM INVESTMENTS**

Short-term investments at September 28, 2013 and December 31, 2012 include U.S. Treasury Bills totaling \$65.0 million that mature through March 20, 2014. The weighted average interest rate on the U.S. Treasury bills is less than one percent. The investments are classified as held-to-maturity and recorded at cost. The fair value of the U.S. Treasury Bills at September 28, 2013 and December 31, 2012, approximated cost.

**NOTE J ACCOUNTS RECEIVABLE**

Accounts receivable consist of the following:

	As of September 28, 2013	As of December 31, 2012
Accounts receivable	\$ 56,966	\$ 66,339
Allowance for doubtful accounts	(4,027)	(3,780)
<b>Total</b>	<b>\$ 52,939</b>	<b>\$ 62,559</b>

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## NOTE K INVENTORIES

Inventories consist of the following:

	As of September 28, 2013	As of December 31, 2012
Raw materials	\$ 23,374	\$ 28,146
Finished goods	8,343	6,188
Sales demonstration inventory	20,158	18,729
Reserve for excess and obsolete	(2,902)	(4,169)
<b>Inventory</b>	<b>\$ 48,973</b>	<b>\$ 48,894</b>
Service inventory	\$ 18,137	\$ 19,125

## NOTE L EARNINGS PER SHARE

A reconciliation of the number of common shares used in the calculation of basic and diluted earnings per share (EPS) is presented below:

	Three Months Ended				Nine Months Ended			
	September 28, 2013	September 29, 2012	September 28, 2013	September 29, 2012	September 28, 2013	September 29, 2012	September 28, 2013	September 29, 2012
	Shares	Per-Share Amount	Shares	Per-Share Amount	Shares	Per-Share Amount	Shares	Per-Share Amount
Basic EPS	17,095,066	\$ 0.29	16,944,120	\$ 0.22	17,053,223	\$ 0.78	16,892,338	\$ 0.90
Effect of dilutive securities	90,314		149,982	(0.01)	138,184	\$ (0.01)	256,217	(0.02)
Diluted EPS	17,185,380	\$ 0.29	17,094,102	\$ 0.21	17,191,407	\$ 0.77	17,148,555	\$ 0.88

The effect of 463,716 and 448,150 securities were not included in the calculation of weighted average shares outstanding for the three months and nine months ended September 28, 2013, respectively, as they were antidilutive. The effect of 240,616 securities were not included in the calculation of weighted shares outstanding for the three months and nine months ended September 29, 2012, as they were antidilutive.

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## NOTE M ACCRUED LIABILITIES

Accrued liabilities consist of the following:

	As of September 28, 2013	As of December 31, 2012
Accrued compensation and benefits	\$ 10,534	\$ 9,364
Accrued warranties	2,427	2,359
Professional and legal fees	1,496	1,472
Other accrued liabilities	4,329	5,021
	\$ 18,786	\$ 18,216

Activity related to accrued warranties was as follows:

	Nine Months Ended	
	September 28, 2013	September 29, 2012
Beginning Balance	\$ 2,359	\$ 2,365
Provision for warranty expense	2,639	2,231
Warranty expired	(2,571)	(2,350)
Ending Balance	\$ 2,427	\$ 2,246

## NOTE N INCOME TAXES

Total deferred income tax assets for the Company's foreign subsidiaries relating to net operating loss carryforwards were \$14.8 million at September 28, 2013 and December 31, 2012. The related valuation allowance was \$11.8 million at September 28, 2013 and December 31, 2012. The Company's effective tax rate decreased to 23.9% for the nine months ended September 28, 2013 from 25.1% for the nine months ended September 29, 2012 and included a reduction in the income tax rate of 0.5% and 2.2%, respectively, related to the tax benefit of the exercise of employee stock options. The effective tax rate for the nine months ended September 28, 2013 also included the discrete tax benefit of 2.4% related to the retroactive legislative reinstatement on January 2, 2013 of the Research and Development tax credit for the year ended December 31, 2012, which is required to be included in the period the reinstatement was enacted into law. The Company's tax rate continues to be lower than the statutory tax rate in the United States primarily as a result of favorable tax rates in foreign jurisdictions. Significant judgment is required in determining the Company's worldwide provision for income taxes. In the ordinary course of a global business, there are many transactions for which the ultimate tax outcome is uncertain. The Company reviews its tax contingencies on a regular basis and makes appropriate accruals as necessary.

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The effective income tax rate for the nine months ended September 28, 2013 and September 29, 2012 included a reduction in the statutory corporate tax rate for the Company's operations in Switzerland. The favorable tax rate ruling requires the Company to maintain a certain level of manufacturing operations in Switzerland. The aggregate dollar effect of this favorable tax rate was approximately \$1.1 million, or \$0.06 per share, in the nine month period ended September 28, 2013, and \$0.7 million, or \$0.04 per share, in the nine month period ended September 29, 2012.

In 2005, the Company opened a regional headquarters and began to manufacture certain of its products in Singapore. In the third quarter of 2006, the Company received confirmation of a tax holiday for its operations from the Singapore Economic Development Board for a period of four years commencing January 1, 2006 and an additional six year extension at favorable tax rates subject to certain terms and conditions, including employment, spending, and capital investment. The Company and the Singapore Economic Development Board mutually agreed to end the program as of December 31, 2011, as the Company has expanded its operations in other locations within Asia to meet market demand. The aggregate dollar effect of this favorable tax rate was approximately \$0.3 million, or \$0.02 per share, during the nine month period ended September 29, 2012.

**NOTE O FAIR VALUE OF FINANCIAL INSTRUMENTS**

The Company's financial instruments include cash and cash equivalents, short-term investments, accounts receivable, customer deposits, accounts payable and accrued expenses. The carrying amounts of such financial instruments approximate their fair value due to the short-term nature of these instruments.

**NOTE P SEGMENT REPORTING**

The Company has three reportable segments based upon geographic regions: Americas, Europe/Africa and Asia/Pacific. The Company does not allocate corporate expenses to its Europe/Africa or Asia/Pacific regions. These corporate expenses are included in the Americas region. The Company does not incur Research and Development expenses in its Asia/Pacific region.

The Company develops, manufactures, markets, supports and sells Computer-Aided Design ( CAD )-based quality assurance products integrated with CAD-based inspection and statistical process control software in each of these regions. These activities represent approximately 99% of consolidated sales. The Company evaluates performance and allocates resources based upon profitable growth and assets deployed.

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The following table presents information about the Company's reportable segments:

	Three Months Ended		Nine Months Ended	
	September 28, 2013	September 29, 2012	September 28, 2013	September 29, 2012
<b>Americas Region</b>				
Net sales to external customers	\$ 29,817	\$ 24,849	\$ 84,306	\$ 75,622
Depreciation and amortization	959	1,083	3,035	3,189
Operating (loss) income	1,789	418	2,068	467
Long-lived assets	22,060	21,855	22,060	21,855
Capital expenditures	554	175	1,315	1,069
Total assets	193,157	170,414	193,157	170,414
<b>Europe/Africa Region</b>				
Net sales to external customers	\$ 21,516	\$ 21,024	\$ 66,623	\$ 67,270
Depreciation and amortization	477	409	1,407	1,206
Operating income	1,184	1,492	2,973	5,409
Long-lived assets	16,852	16,514	16,852	16,514
Capital expenditures	398	526	930	1,288
Total assets	107,518	97,637	107,518	97,637
<b>Asia Pacific Region</b>				
Net sales to external customers	\$ 16,857	\$ 14,861	\$ 50,960	\$ 49,833
Depreciation and amortization	263	304	826	769
Operating income	4,624	3,113	13,744	14,451
Long-lived assets	2,519	2,712	2,519	2,712
Capital expenditures	266	246	708	1,291
Total assets	65,979	61,164	65,979	61,164
<b>Totals</b>				
Net sales to external customers	\$ 68,190	\$ 60,734	\$ 201,889	\$ 192,725
Depreciation and amortization	1,699	1,796	5,268	5,164
Operating income	7,597	5,023	18,785	20,327
Long-lived assets	41,431	41,081	41,431	41,081
Capital expenditures	1,218	947	2,953	3,648
Total assets	366,654	329,215	366,654	329,215

The geographical sales information presented above represents sales to customers located in each respective region, whereas the long-lived assets information represents assets held in the respective regions. There were no customers that individually accounted for 10% or more of total revenue in each of the periods presented above.

**NOTE Q COMMITMENTS AND CONTINGENCIES**

**Leases** The Company is a party to operating leases arising in the normal course of business that expire on or before 2024. Total obligations under these operating leases are approximately \$6.2 million for 2013.

**Purchase Commitments** The Company enters into purchase commitments for products and services in the ordinary course of business. These purchases generally cover production requirements for 60 to 90 days. As of September 28, 2013, the Company does not have any material long-term commitments for purchases.



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**Patent Matters** On July 11, 2008, Metris USA, Inc. and its affiliates, Metris N.V., Metris IPR N.V. and 3-D Scanners Ltd., filed a complaint against the Company for patent infringement in the U.S. District Court for the District of Massachusetts (the Massachusetts Court ) concerning U.S. Patent Nos. 6,611,617 and 7,313,264 (hereinafter, the patents-in-suit ). Following an acquisition by Nikon Corporation in late 2009, Metris USA, Inc. subsequently changed its name to Nikon Metrology, Inc., Metris N.V. changed its name to Nikon Metrology NV, and Metris IPR N.V. was dissolved and merged into Nikon Metrology NV. We refer to each of Nikon Metrology, Inc., Nikon Metrology NV, and 3-D Scanners Ltd. as Plaintiffs or Nikon .

The Company responded to the complaint with counterclaims alleging that the patents-in-suit, which are generally directed to laser scanning devices, are invalid, non-infringed, and unenforceable due to fraud during prosecution of the patents in the U.S. Patent and Trademark Office. On August 31, 2009, the Massachusetts Court granted the Company s motion to add counterclaims and defenses for violation of federal and state antitrust and unfair competition laws based on the alleged knowing assertion of invalid and fraudulent patents. The Company also filed an amended counterclaim to add the Plaintiff s parent company, Nikon Corporation, as a counterclaim defendant.

On July 14, 2010, the Company filed a motion for summary judgment of non-infringement of both patents-in-suit. On August 31, 2010, Nikon filed a motion for summary judgment against the Company s counterclaims for antitrust violations and unfair trade practices.

On September 19, 2011, the Massachusetts Court ruled that the Company did not infringe U.S. Patent No. 6,611,617. The Massachusetts Court also granted Nikon s motion for summary judgment on the Company s counterclaims for anti-trust violations and unfair trade practices. The Massachusetts Court denied the Company s motion for summary judgment of non-infringement of U.S. Patent No. 7,313,264. The effect of the ruling was to reduce or eliminate the Company s exposure with respect to claims associated with U.S. Patent No. 6,611,617, while the patent dispute with respect to U.S. Patent No. 7,313,264 continued.

On August 10, 2012, following a two-week jury trial on the remaining claims related to U.S. Patent No. 7,313,264, the jury determined the asserted patent claims were invalid, and on August 13, 2012, the Massachusetts Court entered judgment for the Company. The Massachusetts Court sustained this verdict on January 23, 2013, denying all post-trial motions except the Company s motion for attorneys fees. On February 21, 2013, the Massachusetts Court stayed the Company s motion for attorneys fees pending resolution of any appeals to the U.S. Federal Circuit.

On March 20, 2013, the Massachusetts Court entered Final Judgment in the Company s favor, awarding the Company its costs. On April 10, 2013, the Company filed a notice of appeal to the U.S. Federal Circuit with respect to the Massachusetts Court s failure to address the inequitable conduct by the inventor and related patent misuse and anti-trust issues.

On July 10, 2013, the matter was settled with no impact to the Company s financial statements.

Other than the litigation mentioned above, the Company is not involved in any legal proceedings other than routine litigation arising in the normal course of business, none of which the Company believes will have a material adverse effect on the Company s business, financial condition or results of operations.

**NOTE R LINE OF CREDIT**

On July 11, 2006, the Company entered into a loan agreement providing for an available line of credit of \$30.0 million, which was most recently amended effective March 15, 2012. Loans under the Amended and Restated Loan Agreement, as amended, bear interest at the rate of LIBOR plus a fixed percentage between 1.50% and 2.00% and



require the Company to maintain a minimum cash balance and tangible net worth measured at the end of the Company's fiscal quarters. As of September 28, 2013, the Company was in compliance with all of the covenants under the Amended and Restated Loan Agreement, as amended. The term of the Amended and Restated Loan Agreement, as amended, extends to March 31, 2015. The Company has not drawn on this line of credit.

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**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*The following information should be read in conjunction with the Consolidated Financial Statements, including the notes thereto, included elsewhere in this Form 10-Q and Management's Discussion and Analysis of Financial Condition and Results of Operations included in the Company's Annual Report on Form 10-K for the year ended December 31, 2012.*

FARO Technologies, Inc. ( "FARO", the Company, us, we, or our ) has made forward-looking statements in this report (within the meaning of the Private Securities Litigation Reform Act of 1995). Statements that are not historical facts or that describe our plans, beliefs, goals, intentions, objectives, projections, expectations, assumptions, strategies, or future events are forward-looking statements. In addition, words such as may, might, would, will be, will continue, will, believe, plan, should, could, expect, anticipate, intend, estimate, project, forecast, future, or similar words, or discussions of our strategy or other intentions, identify forward-looking statements. Specifically, this Quarterly Report on Form 10-Q contains, among others, forward-looking statements regarding:

the Company's ability to achieve and maintain profitability;

the impact of fluctuations in exchange rates;

market conditions in the regions where the Company operates;

the effect of estimates and assumptions with respect to critical accounting policies and the impact of the adoption of recently issued accounting pronouncements;

the impact of changes in technologies on the competitiveness of the Company's products or their components;

the magnitude of increased warranty costs from new product introductions and enhancements to existing products;

the sufficiency of the Company's plants to meet its manufacturing requirements;

the outcome of litigation and its effect on the Company's business, financial condition or results of operations;

the continuation of the Company's share repurchase program;

the sufficiency of the Company's working capital, cash flow from operations, and credit facility to fund its long-term liquidity requirements;

the impact of geographic changes in the manufacturing or sales of the Company's products on its tax rate; and

the ability of the Company to comply with the requirements for favorable tax rates in foreign jurisdictions. Forward-looking statements are not guarantees of future performance and are subject to a number of known and unknown risks, uncertainties, and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Consequently, undue reliance should not be placed on these forward-looking statements. The Company does not intend to update any forward-looking statements, whether as a result of new information, future events, or otherwise, unless otherwise required by law. Important factors that could cause actual results to differ materially from those contemplated in such forward-looking statements include, among others, the following:

economic downturn in the manufacturing industry or the domestic and international economies in the regions of the world where the Company operates;

the Company's inability to further penetrate its customer base and target markets;

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development by others of new or improved products, processes or technologies that make the Company's products obsolete or less competitive;

the Company's inability to maintain its technological advantage by developing new products and enhancing its existing products;

the Company's inability to successfully identify and acquire target companies or achieve expected benefits from acquisitions that are consummated;

the cyclical nature of the industries of the Company's customers and material adverse changes in its customers access to liquidity and capital;

the market potential for the computer-aided measurement ( CAM2 ) market and the potential adoption rate for the Company's products are difficult to quantify and predict;

the inability to protect the Company's patents and other proprietary rights in the United States and foreign countries;

fluctuations in the Company's annual and quarterly operating results and the inability to achieve its financial operating targets as a result of a number of factors, including, without limitation (i) litigation and regulatory action brought against the Company, (ii) quality issues with its products, (iii) excess or obsolete inventory, (iv) raw material price fluctuations, (v) expansion of the Company's manufacturing capability and other inflationary pressures, (vi) the size and timing of customer orders, (vii) the amount of time that it takes to fulfill orders and ship the Company's products, (viii) the length of the Company's sales cycle to new customers and the time and expense incurred in further penetrating its existing customer base, (ix) increases in operating expenses required for product development and new product marketing, (x) costs associated with new product introductions, such as product development, marketing, assembly line start-up costs and low introductory period production volumes, (xi) the timing and market acceptance of new products and product enhancements, (xii) customer order deferrals in anticipation of new products and product enhancements, (xiii) the Company's success in expanding its sales and marketing programs, (xiv) start-up costs associated with opening new sales offices outside of the United States, (xv) fluctuations in revenue without proportionate adjustments in fixed costs, (xvi) the efficiencies achieved in managing inventories and fixed assets, (xvii) investments in potential acquisitions or strategic sales, product or other initiatives, (xviii) shrinkage or other inventory losses due to product obsolescence, scrap or material price changes, (xix) adverse changes in the manufacturing industry and general economic conditions, (xx) compliance with government regulations including health, safety, and environmental matters, and (xxi) other factors noted herein;

changes in gross margins due to changing mix of products sold and the different gross margins on different products and sales channels;

the Company may incur additional material costs related to increases in sales of extended product warranties without a corresponding increase in revenue if actual product failure rates, parts and equipment costs, or service labor costs exceed the Company's estimates;

the Company's inability to successfully maintain the requirements of Restriction of use of Hazardous Substances ( RoHS ) and Waste Electrical and Electronic Equipment ( WEEE ) compliance in its products;

the inability of the Company's products to displace traditional measurement devices and attain broad market acceptance;

the impact of competitive products and pricing in the CAM2 market and the broader market for measurement and inspection devices;

the effects of increased competition as a result of recent consolidation in the CAM2 market;

risks associated with expanding international operations, such as fluctuations in currency exchange rates, difficulties in staffing and managing foreign operations, political and economic instability, compliance with import and export regulations, and the burdens and potential exposure of complying with a wide variety of U.S. and foreign laws and labor practices;

the loss of the Company's Chief Executive Officer or other key personnel;

difficulties in recruiting research and development engineers and application engineers;

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the failure to effectively manage the effects of the Company's growth;

the impact of reductions or projected reductions in government spending, particularly in the defense sector;

variations in the effective income tax rate and the difficulty in predicting the tax rate on a quarterly and annual basis;

the loss of key suppliers and the inability to find sufficient alternative suppliers in a reasonable period or on commercially reasonable terms; and

other risks and uncertainties discussed in Part I, Item 1A. Risk Factors in the Company's Annual Report on Form 10-K for the year ended December 31, 2012.

**Overview**

The Company designs, develops, manufactures, markets and supports portable, software driven, 3-D measurement and imaging systems that are used in a broad range of manufacturing, industrial, building construction and forensic applications. The Company's FaroArm®, FARO Laser ScanArm® and FARO Gage articulated measuring devices, the FARO Laser Tracker Vantage, the FARO Focus<sup>3D</sup>, the FARO 3D Imager AMP and their companion CAM2® software, provide for Computer-Aided Design, or CAD-based inspection and/or factory-level statistical process control, and high-density surveying. Together, these products integrate the measurement, quality inspection, and reverse engineering functions with CAD software to improve productivity, enhance product quality and decrease rework and scrap in the manufacturing process. The Company uses the acronym CAM2 for this process, which stands for computer-aided measurement.

As of September 28, 2013, the Company's products have been purchased by approximately 15,000 customers worldwide, ranging from small machine shops to such large manufacturing and industrial companies as Audi, Bell Helicopter, Bombardier, Boeing, British Aerospace, Caterpillar, Daimler AG, Ford, General Electric, General Motors, Honda, Johnson Controls, Komatsu America International, Lockheed Martin, NASA, Nissan, Northrup Grumman, Siemens and Volkswagen, among many others.

The Company derives revenues primarily from the sale of its FaroArm, FARO Laser ScanArm, FARO Gage, FARO Laser Tracker and FARO Focus<sup>3D</sup> measurement equipment, and their related multi-faceted software. Revenue related to these products is generally recognized upon shipment. In addition, the Company sells one- and three-year extended warranties and training and technology consulting services relating to its products. The Company recognizes the revenue from extended warranties on a straight-line basis. The Company also receives royalties from licensing agreements for its historical medical technology and recognizes the revenue from these royalties as licensees use the technology.

The Company manufactures its FaroArm, FARO Gage, FARO 3D Imager AMP, and FARO Laser Tracker ION products in the Company's manufacturing facilities located in Florida and Pennsylvania for customer orders from the Americas, in its manufacturing facility located in Switzerland for customer orders from the Europe/Africa region, and in its manufacturing facility located in Singapore for customer orders from the Asia/Pacific region. The Company manufactures its FARO Focus<sup>3D</sup> product in its facility located in Stuttgart, Germany. The Company expects all its existing plants to have the production capacity necessary to support its volume requirements through 2013.

The Company operates in international markets throughout the world. It maintains sales offices in the United States, Brazil, Mexico, France, Germany, Great Britain, Italy, Netherlands, Poland, Spain, China, India, Japan, Malaysia, Singapore, Thailand, and Vietnam. The Company manages and reports its global sales in three regions: the Americas, Europe/Africa and Asia/Pacific.

In the nine months ended September 28, 2013, 41.8% of the Company's sales were in the Americas compared to 39.2% in the first nine months of 2012, 33.0% were in the Europe/Africa region compared to 34.9% in the first nine months of 2012, and 25.2% were in the Asia/Pacific region compared to 25.9% in the same prior year period. In the third quarter of 2013, new order bookings increased \$2.4 million, or 3.9%, to

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\$63.4 million from \$61.0 million in the prior year period. New orders in the third quarter of 2013 decreased \$0.9 million, or 3.4%, in the Americas to \$25.8 million from \$26.7 million in the prior year period. New orders in the third quarter of 2013 increased \$3.0 million, or 16.1%, to \$21.6 million in Europe/Africa from \$18.6 million in the third quarter of 2012. In Asia/Pacific, new orders in the third quarter of 2013 increased \$0.3 million, or 1.9%, to \$16.0 million from \$15.7 million in the third quarter of 2012.

The Company accounts for wholly owned foreign subsidiaries in the currency of the respective foreign jurisdiction; therefore, fluctuations in exchange rates may have an impact on inter-company accounts reflected in the Company's consolidated financial statements. The Company is aware of the availability of off-balance sheet financial instruments to hedge exposure to foreign currency exchange rates, including cross-currency swaps, forward contracts and foreign currency options (see Foreign Exchange Exposure below). However, it does not regularly use such instruments, and none were utilized in 2012 or the nine months ended September 28, 2013.

The Company was profitable in the first three quarters of 2013 and in each quarter in the years ended December 31, 2012, 2011, and 2010. The Company incurred a net loss in the year ended December 31, 2009, primarily as a result of a decrease in product sales. The Company attributes the decrease in product sales principally to the decline of the global economy. Prior to 2009, the Company had a history of sales and earnings growth and 26 consecutive profitable quarters through December 31, 2008. Its historical sales and earnings growth were the result of a number of factors, including: continuing market demand for and acceptance of the Company's products, increased sales activity in part through additional sales staff worldwide, new products and product enhancements such as the FARO Edge Arm and FARO Focus<sup>3D</sup>, and the effect of acquisitions. However, the Company's historical financial performance is not indicative of its future financial performance.

**Results of Operations****Three Months Ended September 28, 2013 Compared to the Three Months Ended September 29, 2012**

Sales increased by \$7.5 million, or 12.3%, to \$68.2 million in the three months ended September 28, 2013 from \$60.7 million for the three months ended September 29, 2012. The Company's sales growth continues to be impacted by global economic softness, although all regions are showing positive signs of improvement. Product sales increased by \$5.7 million, or 11.6%, to \$55.0 million for the three months ended September 28, 2013 from \$49.3 million for the third quarter of 2012. Service revenue increased by \$1.8 million, or 15.0%, to \$13.2 million for the three months ended September 28, 2013 from \$11.4 million in the same period during the prior year primarily due to an increase in warranty revenue.

Sales in the Americas region increased by \$5.0 million, or 20.0%, to \$29.8 million for the three months ended September 28, 2013 from \$24.8 million in the three months ended September 29, 2012. Product sales in the Americas region increased by \$4.5 million, or 22.6%, to \$24.2 million for the three months ended September 28, 2013 from \$19.7 million in the third quarter of the prior year. Service revenue in the Americas region increased by \$0.5 million, or 9.8%, to \$5.6 million for the three months ended September 28, 2013 from \$5.1 million in the same period during the prior year primarily due to an increase in warranty revenue.

Sales in the Europe/Africa region increased by \$0.5 million, or 2.3%, to \$21.5 million for the three months ended September 28, 2013 from \$21.0 million in the three months ended September 29, 2012. Product sales in the Europe/Africa region decreased by \$0.4 million, or 2.8%, to \$16.4 million for the three months ended September 28, 2013 from \$16.8 million in the third quarter of the prior year. Service revenue in the Europe/Africa region increased by \$0.9 million, or 23.4%, to \$5.1 million for the three months ended September 28, 2013 from \$4.2 million in the same period during the prior year primarily due to an increase in warranty revenue.



Sales in the Asia/Pacific region increased by \$2.0 million, or 13.4%, to \$16.9 million for the three months ended September 28, 2013 from \$14.9 million in the three months ended September 29, 2012. Product sales in the Asia/Pacific region increased by \$1.7 million, or 13.9%, to \$14.4 million for the three months ended September 28, 2013 from \$12.7 million in the third quarter of the prior year. Service revenue

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in the Asia/Pacific region increased by \$0.3 million, or 10.7%, to \$2.5 million for the three months ended September 28, 2013 from \$2.2 million in the same period during the prior year primarily due to an increase in warranty revenue.

Gross profit increased by \$6.5 million, or 20.2%, to \$38.8 million for the three months ended September 28, 2013 from \$32.3 million for the three months ended September 29, 2012. Gross margin increased to 56.9% for the three months ended September 28, 2013 from 53.2% for the three months ended September 29, 2012. The increase in gross margin is primarily due to an increase in gross margin from product sales to 61.2% in the three months ended September 28, 2013 from 57.2% for the three months ended September 29, 2012 primarily as a result of lower manufacturing costs, partially offset by lower average selling prices. Gross margin from service revenues increased to 39.3% in the three months ended September 28, 2013 from 36.1% for the three months ended September 29, 2012, primarily due to an increase in warranty revenue.

Selling expenses increased by \$2.2 million, or 15.6%, to \$16.4 million for the three months ended September 28, 2013 from \$14.2 million for three months ended September 29, 2012. This increase was primarily due to an increase in compensation expense of \$1.8 million and an increase in travel costs of \$0.3 million.

Worldwide sales and marketing headcount increased by 61, or 16.6%, to 429 at September 28, 2013 from 368 at September 29, 2012. Regionally, the Company's sales and marketing headcount increased by 29, or 28.2%, to 132 from 103 for the Americas; increased by 13, or 10.4%, in Europe/Africa to 138 from 125; and increased by 19, or 13.6%, in Asia/Pacific to 159 from 140.

As a percentage of sales, selling expenses increased to 24.0% of sales in the three months ended September 28, 2013 from 23.3% in the three months ended September 29, 2012. Regionally, selling expenses were 20.8% of sales in the Americas for the third quarter, compared to 18.8% of sales in the third quarter of 2012; 29.3% of sales for Europe/Africa for the third quarter compared to 25.7% of sales from the same period in the prior year; and 22.8% of sales for Asia/Pacific for the quarter compared to 27.5% of sales from the same period in the prior year.

General and administrative expenses remained flat at \$7.2 million for the three months ended September 28, 2013 and September 29, 2012. A decrease in legal fees of \$1.0 million primarily related to the patent litigation was offset by an increase in compensation of \$0.2 million, an increase in other professional fees of \$0.6 million, and an increase in bad debt expenses of \$0.2 million.

Depreciation and amortization expense decreased by \$0.1 million to \$1.7 million for the three months ended September 28, 2013 from \$1.8 million for the three months ended September 29, 2012.

Research and development expenses increased to \$5.9 million for the three months ended September 28, 2013 from \$4.1 million for the three months ended September 29, 2012, primarily as a result of an increase in compensation expense of \$0.8 million, subcontractors' expense of \$0.5 million, and materials of \$0.3 million. Research and development expenses as a percentage of sales increased to 8.6% for the three months ended September 28, 2013 from 6.7% for the three months ended September 29, 2012.

Other expense (income), net increased by \$0.9 million to \$0.8 million of expense for the three months ended September 28, 2013, from \$0.1 million of income for the three months ended September 29, 2012, primarily as a result of an increase in foreign currency transaction losses resulting from changes in foreign exchange rates on the value of current intercompany account balances of the Company's subsidiaries denominated in different currencies.

Income tax expense increased by \$0.3 million to \$1.7 million for the three months ended September 28, 2013 from \$1.4 million for the three months ended September 29, 2012. This increase was primarily due to an increase in pretax income. The Company's effective tax rate decreased to 25.9% for the three months ended September 28, 2013 from 27.8% in the prior year period. The Company's tax rate continues to be lower than the statutory tax rate in the United States primarily as a result of favorable tax rates in foreign jurisdictions. However, the Company's tax rate could be impacted positively or negatively by geographic changes in the manufacturing or sales of its products and the resulting effect on taxable income in each jurisdiction.

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Net income increased by \$1.3 million to \$5.0 million for the three months ended September 28, 2013 from \$3.7 million for the three months ended September 29, 2012 as a result of the factors described above.

**Nine Months Ended September 28, 2013 Compared to the Nine Months Ended September 29, 2012**

Total sales increased by \$9.2 million, or 4.8%, to \$201.9 million in the nine months ended September 28, 2013 from \$192.7 million for the nine months ended September 29, 2012. The Company's sales growth continues to be impacted by economic softness in Europe and Asia with improving conditions in the Americas region. Product sales increased by \$3.6 million, or 2.2%, to \$162.7 million for the nine months ended September 28, 2013 from \$159.1 million for the nine months ended September 29, 2012. Service revenue increased by \$5.6 million, or 16.7%, to \$39.2 million for the nine months ended September 28, 2013 from \$33.6 million in the same period during the prior year, due primarily to an increase in warranty revenue.

Sales in the Americas region increased by \$8.7 million, or 11.5%, to \$84.3 million for the nine months ended September 28, 2013 from \$75.6 million in the nine months ended September 29, 2012. Product sales in the Americas region increased by \$5.9 million, or 9.6%, to \$67.0 million for the nine months ended September 28, 2013 from \$61.1 million in the prior year period. Service revenue in the Americas region increased by \$2.8 million, or 19.5%, to \$17.3 million for the nine months ended September 28, 2013 from \$14.5 million in the same period during the prior year, due primarily to an increase in warranty revenue.

Sales in the Europe/Africa region decreased by \$0.7 million, or 1.0%, to \$66.6 million for the nine months ended September 28, 2013 from \$67.3 million in the nine months ended September 29, 2012. Product sales in the Europe/Africa region decreased by \$3.1 million, or 5.7%, to \$51.7 million for the nine months ended September 28, 2013 from \$54.8 million in the prior year period. Service revenue in the Europe/Africa region increased by \$2.4 million, or 19.7%, to \$14.9 million for the nine months ended September 28, 2013 from \$12.5 million in the same period during the prior year due primarily to an increase in warranty revenue.

Sales in the Asia/Pacific region increased by \$1.2 million, or 2.3%, to \$51.0 million for the nine months ended September 28, 2013 from \$49.8 million in the nine months ended September 29, 2012. Product sales in the Asia/Pacific region increased by \$0.8 million, or 1.8%, to \$44.0 million for the nine months ended September 28, 2013 from \$43.2 million in the prior year period. Service revenue in the Asia/Pacific region increased by \$0.4 million, or 5.3%, to \$7.0 million for the nine months ended September 28, 2013 from \$6.6 million in the same period during the prior year, due primarily to an increase in warranty revenue.

Gross profit increased by \$6.0 million, or 5.6%, to \$112.6 million for the nine months ended September 28, 2013 from \$106.6 million for the nine months ended September 29, 2012. Gross margin increased to 55.8% for the nine months ended September 28, 2013 from 55.3% for the nine months ended September 29, 2012. Gross margin from product sales was 59.7% in the nine months ended September 28, 2013 compared to 59.8% for the nine months ended September 29, 2012. This decrease was primarily a result of lower average selling prices and an increase in the sales mix of Laser Scanner product sold to distributors, partially offset by a decrease in manufacturing costs. Gross margin from service revenues increased to 39.6% in the nine months ended September 28, 2013 from 33.8% for the nine months ended September 29, 2012 due to an increase in warranty revenue.

Selling expenses increased by \$3.7 million, or 8.0%, to \$49.7 million for the nine months ended September 28, 2013 from \$46.0 million for the nine months ended September 29, 2012, primarily due to an increase in compensation expense of \$2.7 million and an increase in travel related expenses of \$1.2 million, offset by a decrease in marketing and advertising expenses of \$0.2 million.

As a percentage of sales, selling expenses increased to 24.6% of sales in the nine months ended September 28, 2013 from 23.9% in the nine months ended September 29, 2012. Regionally, selling expenses were 21.0% of sales in the Americas for the nine months ended September 28, 2013 compared to 20.5% of sales in the prior year period; 30.2% of sales for Europe/Africa for the nine months ended September 28, 2013 compared to 27.5% of sales from the same period in the prior year; and 23.3% of sales for Asia/Pacific for the nine months ended September 28, 2013 compared to 24.2% of sales for the same period in the prior year.

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General and administrative expenses increased by \$0.6 million, or 2.7%, to \$22.6 million for the nine months ended September 28, 2013 from \$22.0 million for the nine months ended September 29, 2012, primarily due to an increase in compensation of \$1.2 million, bad debt expenses of \$0.7 million, and recruiting costs of \$0.8 million, partially offset by a decrease in professional fees related to patent litigation and the FCPA matter of \$2.5 million.

Depreciation and amortization expenses increased by \$0.2 million, or 2.0%, to \$5.3 million for the nine months ended September 28, 2013 from \$5.1 million for the nine months ended September 29, 2012.

Research and development expenses increased to \$16.2 million for the nine months ended September 28, 2013 from \$13.0 million for the nine months ended September 29, 2012, primarily as a result of an increase in compensation expenses of \$1.9 million, subcontractors' expense of \$0.7 million and materials of \$0.4 million. Research and development expenses as a percentage of sales increased to 8.0% for the nine months ended September 28, 2013 from 6.7% for the nine months ended September 29, 2012.

Other expense (income), net increased by \$1.3 million to \$1.4 million of expense for the nine months ended September 28, 2013 from \$0.1 million of expense for the nine months ended September 29, 2012, primarily as a result of an increase in foreign exchange transaction losses resulting from changes in foreign exchange rates on the value of current intercompany account balances of the Company's subsidiaries denominated in different currencies.

Income tax expense decreased by \$0.9 million to \$4.2 million for the nine months ended September 28, 2013 from \$5.1 million for the nine months ended September 29, 2012. This change was primarily due to a decrease in pretax income. The Company's effective tax rate decreased to 23.9% for the nine months ended September 28, 2013 from 25.1% in the prior year period, primarily as a result of a decrease in taxable income in jurisdictions with higher tax rates and a reduction in the income tax rates of 0.5% and 2.2%, respectively, related to the tax benefit of the exercise of employee stock options. The effective tax rate for the nine months ended September 28, 2013 also included the discrete tax benefit of 2.4% related to the retroactive legislative reinstatement on January 2, 2013 of the Research and Development tax credit for the year ended December 31, 2012, which is required to be included in the period the reinstatement was enacted into law. The Company's tax rate continues to be lower than the statutory tax rate in the United States primarily as a result of favorable tax rates in foreign jurisdictions. However, the Company's tax rate could be impacted positively or negatively by geographic changes in the manufacturing or sales of its products and the resulting effect on taxable income in each jurisdiction.

Net income decreased by \$2.0 million to \$13.2 million for the nine months ended September 28, 2013 from \$15.2 million for the nine months ended September 29, 2012 as a result of the factors described above.

**Liquidity and Capital Resources**

Cash and cash equivalents increased by \$23.7 million to \$116.9 million at September 28, 2013, from \$93.2 million at December 31, 2012. The increase was primarily attributable to net income and non-cash expenses of \$23.2 million, proceeds from stock option exercises of \$3.3 million, and a decrease in working capital of \$1.8 million, partially offset by \$3.7 million in purchases of equipment and intangible assets for the nine months ended September 28, 2013.

On July 11, 2006, the Company entered into a loan agreement providing for an available line of credit of \$30.0 million, which was most recently amended effective March 15, 2012. Loans under the Amended and Restated Loan Agreement, as amended, bear interest at the rate of LIBOR plus a fixed percentage between 1.50% and 2.00% and require the Company to maintain a minimum cash balance and tangible net worth measured at the end of the Company's fiscal quarters. As of September 28, 2013, the Company was in compliance with all of the covenants under the Amended and Restated Loan Agreement, as amended. The term of the Amended and Restated Loan Agreement, as

amended, extends to March 31, 2015. The Company has not drawn on this line of credit.

The Company believes that its working capital, anticipated cash flow from operations, and credit facility will be sufficient to fund its long-term liquidity requirements for the foreseeable future.

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The Company has no off balance sheet arrangements.

## **Critical Accounting Policies**

The preparation of the Company's consolidated financial statements requires the Company's management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, and expenses, as well as disclosure of contingent assets and liabilities. The Company bases its estimates on historical experience, along with various other factors believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Some of these judgments can be subjective and complex and, consequently, actual results may differ from these estimates under different assumptions or conditions. While for any given estimate or assumption made by the Company's management there may be other estimates or assumptions that are reasonable, the Company believes that, given the current facts and circumstances, it is unlikely that applying any such other reasonable estimate or assumption would materially impact the financial statements.

In response to the SEC's financial reporting release, FR-60, Cautionary Advice Regarding Disclosure About Critical Accounting Policies, the Company has selected its critical accounting policies for purposes of explaining the methodology used in its calculation, in addition to any inherent uncertainties pertaining to the possible effects on its financial condition. The critical policies discussed below are the Company's processes of recognizing revenue, the reserve for excess and obsolete inventory, income taxes, the reserve for warranties and goodwill impairment. These policies affect current assets and operating results and are therefore critical in assessing the Company's financial and operating status. These policies involve certain assumptions that, if incorrect, could have an adverse impact on the Company's operations and financial position.

### **Revenue Recognition**

Revenue related to the Company's measurement equipment and related software is generally recognized upon shipment, as the Company considers the earnings process complete as of the shipping date. Revenue from sales of software only is recognized when no further significant production, modification or customization of the software is required and where persuasive evidence of a sales agreement exists, delivery has occurred, and the sales price is fixed or determinable and deemed collectible. Revenues resulting from sales of comprehensive support, training and technology consulting services are recognized as such services are performed. Extended maintenance plan revenues are recognized on a straight-line basis over the life of the plan. The Company warrants its products against defects in design, materials and workmanship for one year. A provision for estimated future costs relating to warranty expense is recorded when products are shipped. Costs relating to extended maintenance plans are recognized as incurred. Revenue from the licensing agreements for the use of the Company's historical technology for medical applications is recognized when the technology is used by the licensees.

### **Reserve for Excess and Obsolete Inventory**

Since the value of inventory that will ultimately be realized cannot be known with exact certainty, the Company relies upon both past sales history and future sales forecasts to provide a basis for the determination of the reserve. Inventory is considered obsolete if the Company has withdrawn those products from the market or had no sales of the product for the past 12 months and has no sales forecasted for the next 12 months. Inventory is considered excess if the quantity on hand exceeds 12 months of expected remaining usage. The resulting obsolete and excess parts are then reviewed to determine if a substitute usage or a future need exists. Items without an identified current or future usage are reserved in an amount equal to 100% of the FIFO cost of such inventory. The Company's products are subject to changes in technologies that may make certain of its products or their components obsolete or less competitive, which



may increase its historical provisions to the reserve.

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### Income Taxes

The Company reviews its deferred tax assets on a regular basis to evaluate their recoverability based upon expected future reversals of deferred tax liabilities, projections of future taxable income over a two-year period, and tax planning strategies that it might employ to utilize such assets, including net operating loss carryforwards. Based on the positive and negative evidence of recoverability, the Company establishes a valuation allowance against the net deferred assets of a taxing jurisdiction in which it operates, unless it is more likely than not that it will recover such assets through the above means. In the future, the Company's evaluation of the need for the valuation allowance will be significantly influenced by its ability to achieve profitability and its ability to predict and achieve future projections of taxable income.

Significant judgment is required in determining the Company's worldwide provision for income taxes. In the ordinary course of operating a global business, there are many transactions for which the ultimate tax outcome is uncertain. The Company establishes provisions for income taxes when, despite the belief that tax positions are fully supportable, there remain certain positions that do not meet the minimum probability threshold as described by ASC 740, which is a tax position that is more likely than not to be sustained upon examination by the applicable taxing authority. In the ordinary course of business, the Company and its subsidiaries are examined by various federal, state, and foreign tax authorities. The Company regularly assesses the potential outcomes of these examinations and any future examinations for the current or prior years in determining the adequacy of its provision for income taxes. The Company assesses the likelihood and amount of potential adjustments and adjusts the income tax provision, the current tax liability and deferred taxes in the period in which the facts that gave rise to a revision become known.

### Reserve for Warranties

The Company establishes at the time of sale a liability for the one year warranty included with the initial purchase price of equipment, based upon an estimate of the repair expenses likely to be incurred for the warranty period. The warranty period is measured in installation-months for each major product group. The warranty reserve is included in accrued liabilities in the accompanying consolidated balance sheets. The warranty expense is estimated by applying the actual total repair expenses for each product group in the prior period and determining a rate of repair expense per installation-month. This repair rate is multiplied by the number of installation-months of warranty for each product group to determine the provision for warranty expenses for the period. The Company evaluates its exposure to warranty costs at the end of each period using the estimated expense per installation-month for each major product group, the number of units remaining under warranty and the remaining number of months each unit will be under warranty. The Company has a history of new product introductions and enhancements to existing products, which may result in unforeseen issues that increase its warranty costs. While such expenses have historically been within expectations, the Company cannot guarantee this will continue in the future.

### Goodwill Impairment

Goodwill represents the excess cost of a business acquisition over the fair value of the net assets acquired. Indefinite-life identifiable intangible assets and goodwill are not amortized but are tested for impairment. The Company performs an annual review in the fourth quarter of each year, or more frequently if indicators of potential impairment exist, to determine if the carrying value of the recorded goodwill is impaired. If an asset is impaired, the difference between the value of the asset reflected on the financial statements and its current fair value is recognized as an expense in the period in which the impairment occurs.

The Company first performs a qualitative assessment to determine whether it is necessary to perform the two-step goodwill impairment test. If the Company believes, as a result of its qualitative assessment, that it is not more likely

than not that the fair value of a reporting unit containing goodwill is less than its carrying amount, then the first and second steps of the goodwill impairment test are unnecessary.

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If necessary, as a result of the qualitative assessment, the goodwill impairment test is applied using a two-step approach. In performing the first step, the Company calculates the fair values of the reporting units using discounted cash flows ( DCF ) of each reporting unit. If the carrying amount of the reporting unit exceeds the fair value, the second step is performed to measure the amount of the impairment loss, if any. In the second step, the implied fair value of the goodwill is estimated as the fair value of the reporting unit as calculated in the first step, less the fair values of the net tangible and intangible assets of the reporting unit other than goodwill. If the carrying amount of goodwill exceeds its implied fair value, an impairment loss is recognized in an amount equal to that excess, not to exceed the carrying amount of the goodwill. Management has concluded there was no goodwill impairment in the nine months ended September 28, 2013 or the year ended December 31, 2012.

**Item 3. Quantitative and Qualitative Disclosures about Market Risk*****Foreign Exchange Exposure***

The Company conducts a significant portion of its business outside the United States. As of September 28, 2013, 58.2% of its revenues were invoiced, and a significant portion of its operating expenses paid, in foreign currencies. Fluctuations in exchange rates between the U.S. dollar and such foreign currencies may have a material adverse effect on the Company's results of operations and financial condition, and could specifically result in foreign exchange gains and losses. The impact of future exchange rate fluctuations on the results of the Company's operations cannot be accurately predicted. To the extent that the percentage of its non-U.S. dollar revenues derived from international sales increases (or decreases) in the future, the Company's exposure to risks associated with fluctuations in foreign exchange rates may increase (or decrease). The Company is aware of the availability of off-balance sheet financial instruments to hedge exposure to foreign currency exchange rates, including cross-currency swaps, forward contracts and foreign currency options. However, it does not regularly use such instruments, and none were utilized in the nine months ended September 28, 2013.

**Item 4. Controls and Procedures****Evaluation of Disclosure Controls and Procedures**

The Company maintains disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the Exchange Act ) that are designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

As of the end of the period covered by this report, the Company's management carried out an evaluation, under the supervision and with the participation of its Chief Executive Officer and its Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures. Based upon that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures, as defined by Rule 13a-15(e) under the Exchange Act, were effective as of September 28, 2013.

**Changes in Internal Control Over Financial Reporting**

There were no changes in the Company's internal control over financial reporting (as such term is defined in Rule 13a-15(f) under the Exchange Act) during the quarter ended September 28, 2013 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.



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**PART II. OTHER INFORMATION**

**Item 1. Legal Proceedings**

**Patent Matters** On July 11, 2008, Metris USA, Inc. and its affiliates, Metris N.V., Metris IPR N.V. and 3-D Scanners Ltd., filed a complaint against the Company for patent infringement in the U.S. District Court for the District of Massachusetts (the Massachusetts Court ) concerning U.S. Patent Nos. 6,611,617 and 7,313,264 (hereinafter, the patents-in-suit ). Following an acquisition by Nikon Corporation in late 2009, Metris USA, Inc. subsequently changed its name to Nikon Metrology, Inc., Metris N.V. changed its name to Nikon Metrology NV, and Metris IPR N.V. was dissolved and merged into Nikon Metrology NV. We refer to each of Nikon Metrology, Inc., Nikon Metrology NV, and 3-D Scanners Ltd. as Plaintiffs or Nikon .

The Company responded to the complaint with counterclaims alleging that the patents-in-suit, which are generally directed to laser scanning devices, are invalid, non-infringed, and unenforceable due to fraud during prosecution of the patents in the U.S. Patent and Trademark Office. On August 31, 2009, the Massachusetts Court granted the Company's motion to add counterclaims and defenses for violation of federal and state antitrust and unfair competition laws based on the alleged knowing assertion of invalid and fraudulent patents. The Company also filed an amended counterclaim to add the Plaintiff's parent company, Nikon Corporation, as a counterclaim defendant.

On July 14, 2010, the Company filed a motion for summary judgment of non-infringement of both patents-in-suit. On August 31, 2010, Nikon filed a motion for summary judgment against the Company's counterclaims for antitrust violations and unfair trade practices.

On September 19, 2011, the Massachusetts Court ruled that the Company did not infringe U.S. Patent No. 6,611,617. The Massachusetts Court also granted Nikon's motion for summary judgment on the Company's counterclaims for anti-trust violations and unfair trade practices. The Massachusetts Court denied the Company's motion for summary judgment of non-infringement of U.S. Patent No. 7,313,264. The effect of the ruling was to reduce or eliminate the Company's exposure with respect to claims associated with U.S. Patent No. 6,611,617, while the patent dispute with respect to U.S. Patent No. 7,313,264 continued.

On August 10, 2012, following a two-week jury trial on the remaining claims related to U.S. Patent No. 7,313,264, the jury determined the asserted patent claims were invalid, and on August 13, 2012, the Massachusetts Court entered judgment for the Company. The Massachusetts Court sustained this verdict on January 23, 2013, denying all post-trial motions except the Company's motion for attorneys' fees. On February 21, 2013, the Massachusetts Court stayed the Company's motion for attorneys' fees pending resolution of any appeals to the U.S. Federal Circuit.

On March 20, 2013, the Massachusetts Court entered Final Judgment in the Company's favor, awarding the Company its costs. On April 10, 2013, the Company filed a notice of appeal to the U.S. Federal Circuit with respect to the Massachusetts Court's failure to address the inequitable conduct by the inventor and related patent misuse and anti-trust issues.

On July 10, 2013, the matter was settled with no impact to the Company's financial statements.

Other than the litigation mentioned above, the Company is not involved in any legal proceedings other than routine litigation arising in the normal course of business, none of which the Company believes will have a material adverse effect on the Company's business, financial condition or results of operations.



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**Item 1A. Risk Factors**

In addition to the other information set forth in this Form 10-Q, you should carefully consider the factors discussed under "Risk Factors" in the Company's Form 10-K for the year ended December 31, 2012, as filed with the SEC. These risks could materially and adversely affect the Company's business, financial condition, and results of operations. The risks described in the Company's Form 10-K for the year ended December 31, 2012 are not the only risks it faces. The Company's operations could also be affected by additional factors that are not presently known to the Company or by factors that it currently considers immaterial to its business.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

**Purchases of Equity Securities by the Issuer Under the Share Repurchase Program**

On November 24, 2008, the Company's Board of Directors approved a \$30 million share repurchase program. Acquisitions for the share repurchase program will be made from time to time at prevailing prices as permitted by securities laws and other legal requirements, and subject to market conditions and other factors. The share repurchase program may be discontinued at any time. There is no restriction date or other restriction governing the period over which the Company can repurchase shares under the program. The Company made no stock repurchases during the nine month period ended September 28, 2013 under this program.



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**Item 6. Exhibits**

3.1	Articles of Incorporation, as amended (Filed as Exhibit 3.1 to Registrant's Registration Statement on Form S-1, No. 333-32983, and incorporated herein by reference)
3.2	Amended and Restated Bylaws (Filed as Exhibit 3.1 to Current Report on Form 8-K, dated February 3, 2010 and incorporated herein by reference)
4.1	Specimen Stock Certificate (Filed as Exhibit 4.1 to Registrant's Registration Statement on Form S-1, No. 333-32983, and incorporated herein by reference)
10.1	Employment Agreement between FARO Technologies, Inc. and Kathleen Hall, dated as of July 15, 2013 (Filed as Exhibit 10.1 to Registrant's Current Report on Form 8-K, dated July 17, 2013, and incorporated herein by reference)
31-A	Certification of the President and Chief Executive Officer Pursuant to Rule 13a-14(a)/15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31-B	Certification of the Principal Financial and Accounting Officer Pursuant to Rule 13a-14(a)/15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32-A	Certification of the President and Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32-B	Certification of the Principal Financial and Accounting Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Schema Document
101.CAL	XBRL Calculation Linkbase Document
101.DEF	XBRL Definition Linkbase Document
101.LAB	XBRL Label Linkbase Document
101.PRE	XBRL Presentation Linkbase Document

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**FARO Technologies, Inc.**  
(Registrant)

Date: October 30, 2013

By: /s/ Keith S. Bair  
Keith S. Bair  
Senior Vice President and Chief Financial Officer  
(Duly Authorized Officer and Principal Financial  
Officer)

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