

FARO TECHNOLOGIES INC
Form 8-K
June 22, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

June 18, 2009

FARO TECHNOLOGIES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Florida
(State or Other Jurisdiction of
Incorporation)

0-20381
(Commission File Number)

59-3157093
(I.R.S. Employer
Identification No.)

**125 Technology Park,
Lake Mary, Florida**
(Address of Principal Executive Office)

32746
(Zip Code)

(407) 333-9911

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 1.01 **Entry into a Material Definitive Agreement**

ITEM 2.03 **Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

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On June 18, 2009, FARO Technologies, Inc. (the Company) entered into a Third Amendment (the Third Amendment) to the Amended and Restated Loan Agreement, dated as of July 11, 2006, as subsequently amended, with SunTrust Bank (as amended, the Loan Agreement). The Loan Agreement provides for a revolving loan commitment of \$30 million.

The Third Amendment eliminates the total debt to EBITDA covenant from the Loan Agreement and replaces it with a covenant that the Company maintain consolidated net cash of at least \$25 million, measured at the end of each of the Company's fiscal quarters.

The foregoing description of the Third Amendment does not purport to be complete and is qualified in its entirety by reference to the Third Amendment, a copy of which is filed as Exhibit 10.1 hereto and is incorporated by reference herein.

ITEM 9.01 Financial Statements and Exhibits

(d) *Exhibits.*

See the Exhibit Index set forth below for a list of exhibits included with this Current Report on Form 8-K.

Signature

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

FARO Technologies, Inc.
(Registrant)

By: **/s/ Jay Freeland**
Jay Freeland
Chief Executive Officer

Dated: **June 19, 2009**

EXHIBIT INDEX

Exhibit Number Description

10.1 Third Amendment to Amended and Restated Loan Agreement, dated June 18, 2009, between FARO Technologies, Inc. and SunTrust Bank.