

Edgar Filing: FARO TECHNOLOGIES INC - Form SC 13G/A

FARO TECHNOLOGIES INC  
Form SC 13G/A  
February 14, 2006

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 4)\*

FARO Technologies, Inc.

-----  
(Name of Issuer)

Common Stock, \$.001 par value

-----  
(Title of Class of Securities)

311642 10 2

-----  
(CUSIP Number)

December 31, 2005

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))  
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CUSIP No. 311642 10 2  
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1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Simon Raab

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 1,250,552
	6	SHARED VOTING POWER
	7	SOLE DISPOSITIVE POWER 1,250,552
	8	SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,250,552

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
8.59%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

Page 2 of 11 Pages

CUSIP No. 311642 10 2

Item 1(a). Name of Issuer:  
-----

FARO Technologies, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:  
-----

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125 Technology Park, Lake Mary, Florida 32746

Item 2(a). Name of Person Filing:  
-----

Simon Raab

Item 2(b). Address of Principal Business Office or, if none,  
-----

Residence:  
-----

125 Technology Park, Lake Mary, Florida 32746

Item 2(c). Citizenship:  
-----

Canada

Item 2(d). Title of Class of Securities:  
-----

Common Stock

Item 2(e). CUSIP Number:  
-----

311642 10 2

Item 3. If this statement is filed pursuant to Rules  
-----  
13d-1(b), or 13d-2(b) or (c), check whether the  
-----  
person filing is a:  
-----

N/A

Item 4. Ownership (as of December 31, 2005)  
-----

(a) Amount Beneficially Owned: 1,250,552

(b) Percent of Class: 8.59%

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-----  
CUSIP No. 311642 10 2  
-----

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

1,250,552

(ii) shared power to vote or to direct the  
vote:

(iii) sole power to dispose or to direct the

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disposition of:

1,250,552

(iv) shared power to dispose or to direct the disposition of:

Includes 90,000 shares that the reporting person has the right to acquire pursuant to Rule 13d-3 upon the exercise of outstanding stock options.

Item 5. Ownership of Five Percent or Less of a Class.  
-----

N/A

Item 6. Ownership of More than Five Percent on Behalf of  
-----  
Another Person.  
-----

N/A

Item 7. Identification and Classification of the  
-----  
Subsidiary Which Acquired the Security Being  
-----  
Reported on By the Parent Holding Company.  
-----

N/A

Item 8. Identification and Classification of Members of  
-----  
the Group.  
-----

See Exhibit A for the identity of the group members filing this schedule.

Item 9. Notice of Dissolution of Group.  
-----

N/A

Item 10. Certification.  
-----

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2006

Date

/s/ Simon Raab

[Signature]

Simon Raab

[Name/Title]

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CUSIP No. 311642 10 2

1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

David Raab

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER  
NUMBER OF SHARES 944,031

6 SHARED VOTING POWER

7 SOLE DISPOSITIVE POWER  
BENEFICIALLY OWNED BY EACH REPORTING PERSON 944,031

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WITH

8 SHARED DISPOSITIVE POWER

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
944,031  
-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)   
-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
6.48%  
-----  
12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
IN  
=====

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-----  
CUSIP No. 311642 10 2  
-----

Item 1(a). Name of Issuer:  
-----

FARO Technologies, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:  
-----

125 Technology Park, Lake Mary, Florida 32746

Item 2(a). Name of Person Filing:  
-----

David Raab

Item 2(b). Address of Principal Business Office or, if none,  
-----

Residence:  
-----

3251 Ponkan Pines Road, Apopka, FL 32712

Item 2(c). Citizenship:  
-----

United States

Item 2(d). Title of Class of Securities:  
-----

Common Stock

Item 2(e). CUSIP Number:

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-----  
-----  
311642 10 2  
Item 3. If this statement is filed pursuant to Rules  
-----  
13d-1(b), or 13d-2(b) or (c), check whether the  
-----  
person filing is a:  
-----

N/A

Item 4. Ownership (as of December 31, 2005)  
-----

- (a) Amount Beneficially Owned: 944,031
- (b) Percent of Class: 6.48%

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CUSIP No. 311642 10 2  
-----

- c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote:  
944,031
  - (ii) shared power to vote or to direct the  
vote:  
0
  - (iii) sole power to dispose or to direct the  
disposition of:  
944,031
  - (iv) shared power to dispose or to direct  
the disposition of:  
0

Item 5. Ownership of Five Percent or Less of a Class.  
-----

N/A

Item 6. Ownership of More than Five Percent on Behalf of  
-----  
Another Person.  
-----

N/A

Item 7. Identification and Classification of the  
-----

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Subsidiary Which Acquired the Security Being  
-----  
Reported on By the Parent Holding Company.  
-----

N/A

Item 8. Identification and Classification of Members of  
-----  
the Group.  
-----

See Exhibit A for the identity of the group  
members filing this schedule.

Item 9. Notice of Dissolution of Group.  
-----

N/A

Item 10. Certification.  
-----

By signing below I certify that, to the best of my  
knowledge and belief, the securities referred to  
above were not acquired and are not held for the  
purpose of or with the effect of changing or  
influencing the control of the issuer of the  
securities and were not acquired and are not held  
in connection with or as a participant in any  
transaction having that purpose or effect.

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CUSIP No. 311642 10 2  
-----

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,  
I certify that the information set forth in this statement is true, complete and  
correct.

February 14, 2006  
-----

Date

/s/ David Raab  
-----

[Signature]

David Raab  
-----

[Name/Title]



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EXHIBIT A

1. David Raab is the trustee of the Xenon Research, Inc. Irrevocable 2005 Trust dated December 23, 2005 (the "Xenon Trust"):

A. The settlor of which is Xenon Research, Inc.; and

B. Which acquired 944,031 shares of FARO Technologies, Inc. common stock contributed by Xenon Research, Inc.

2. On December 31, 2005, David Raab had sole voting and investment power over the shares held in the Xenon Trust.

3. On February 9, 2006, the Xenon Trust terminated and distributed to Xenon Research, Inc. 944,031 shares of FARO Technologies, Inc. common stock. Xenon Research, Inc. had the right to acquire all of the shares held by the Xenon Trust within 60 days of December 23, 2005.

4. Simon Raab, the Chief Executive Officer of FARO Technologies, Inc., and his wife, Diana Raab, own all of the outstanding shares of Xenon Research, Inc. Mr. Raab has voting and investment control over the 944,031 shares of FARO Technologies, Inc. held by Xenon Research, Inc. and beneficial ownership of these shares has been attributed to Mr. Raab.

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EXHIBIT B

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, the persons named below agree to the joint filing on behalf of each of them of this Schedule 13G with respect to the common stock of FARO Technologies, Inc. and further agree that this Joint Filing Agreement may be included as an Exhibit to such joint filing.

Date: February 14, 2006

Simon Raab

/s/ Simon Raab

-----  
[Signature]

David Raab

/s/ David Raab

-----  
[Signature]