Arezone Joseph
Form 4
March 15, 2013

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Arezone Joseph

(Last) (First) (Middle)

C/O FARO TECHNOLOGIES INC., 250 TECHNOLOGY PARK

(Street)

LAKE MARY, FL 32746

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/14/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP, ASIA PACIFIC REGION

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/14/2013		M		1,940	A	$ 24.3	3,211	D	
Common Stock	03/14/2013		S		1,940	D	$ 43.87 (1) (2)	1,271	D	
Common Stock	03/14/2013		M		1,766	A	$ 35.9	3,037	D	
Common Stock	03/14/2013		S		1,766	D	$ 43.87 (1) (2)	1,271	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	$ 24.3	03/14/2013		M			1,940	(3)	03/01/2017	Common Stock	1,940	
Employee Stock Option (right to buy)	$ 35.9	03/14/2013		M			1,766	(4)	02/25/2018	Common Stock	1,766	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Arezone Joseph C/O FARO TECHNOLOGIES INC. 250 TECHNOLOGY PARK LAKE MARY, FL 32746			SVP, ASIA PACIFIC REGION	

Signatures

/s/ Keith S. Bair, as Attorney-in-Fact	03/15/2013
**Signature of Reporting Person	Date

Explanation of Responses:

*	If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
**	Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
(1)	The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker-dealer. The reporting person reported on a single line all such transactions that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price.
(2)	Reflects the weighted average sale price. The range of prices for such transaction is $43.82 to $44.00.
(3)	The option vested in three equal annual installments on each of 03/01/11, 03/01/12 and 03/01/13.
(4)	The option vests in three equal annual installments on each of 02/25/2012, 02/25/2013 and 02/25/2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. LIGN="right">**(84)** 245 (329)

Renewable energy credits

1,237 615 622

Total

$1,153 $860 $293

Renewable energy credits (RECs) represent sales of certified credits earned related to burning renewable sources of energy such as black liquor and wood waste. We sell RECs into an illiquid market. The extent and value of future revenues from REC sales is dependent on many factors outside of management s control. Therefore, we may not be able to generate consistent additional sales of RECs in future periods.

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Other and Unallocated The amount of net operating expenses not allocated to a business unit and reported as Other and Unallocated in our table of *Business Unit Performance,* totaled $18.2 million in the third quarter of 2015 compared with $9.1 million in the third quarter of 2014. Excluding the impact of sales of timberlands in the comparison, unallocated net operating expenses increased $7.6 million primarily due to the $10.0 million Fox River environmental matter charge partially offset by lower corporate spending.

Pension Expense The following table summarizes the amounts of pension expense recognized for the periods indicated:

	Three months ended September 30		
In thousands	**2015**	2014	Change
Recorded as:			
Costs of products sold	**$ 1,752**	$ 1,650	$ 102
SG&A expense	**454**	3	451
Total	**$ 2,206**	$ 1,653	$ 553

Income taxes For the third quarter of 2015, we recorded a provision for income taxes of $2.3 million on pretax income of $15.8 million. The comparable amounts in the third quarter of 2014 were income tax expense of $9.0 million on $39.4 million of pretax income. In the third quarter of 2014, we recorded a $1.0 million benefit from the release of tax reserves related to alternative fuel mixture credits earned in 2009, due to the lapse of the applicable statutes of limitation.

Foreign Currency The table below summarizes the translation impact on reported results that changes in currency exchange rates had on our non-U.S. based operations from the conversion of these operation s results for the third quarter of 2015 compared to the third quarter of 2014:

In thousands	**Three months ended September 30, 2015 Favorable (unfavorable)**
Net sales	**$(25,198)**
Costs of products sold	**19,146**
SG&A expenses	**2,052**
Income taxes and other	**491**
Net income	**$ (3,509)**

The above table only presents the financial reporting impact of foreign currency translations assuming currency exchange rates in 2015 were the same as 2014 before giving effect to foreign currency hedges. It does not present the impact of certain competitive advantages or disadvantages of operating or competing in multi-currency markets.

LIQUIDITY AND CAPITAL RESOURCES

Our business is capital intensive and requires significant expenditures for new or enhanced equipment, to support our research and development efforts, for environmental compliance matters including, but not limited to, the Clean Air Act, and to support our business strategy. In addition, we have mandatory debt service requirements of both principal and interest. The following table summarizes cash flow information for each of the periods presented:

	September 30	
In thousands	**2015**	2014

Cash and cash equivalents at beginning of period	**$ 99,837**	$ 122,882
Cash provided (used) by		
Operating activities	**70,523**	21,380
Investing activities	**(72,923)**	(43,585)
Financing activities	**(21,946)**	(46,007)
Effect of exchange rate changes on cash	**(1,826)**	(1,015)
Net cash used	**(26,172)**	(69,227)
Cash and cash equivalents at end of period	**$ 73,665**	$ 53,655

At September 30, 2015, we had $73.7 million in cash and cash equivalents held by both domestic and foreign subsidiaries. Although unremitted earnings of our foreign subsidiaries are deemed to be permanently reinvested, substantially all of the cash and cash equivalents is available for use domestically. In addition to our cash and cash equivalents, $157.2 million is available under our revolving credit agreement which matures in March 2020.

Cash provided by operating activities totaled $70.5 million in the first nine months of 2015 compared with $21.4 million in the same period a year ago. The increase in cash from operations primarily reflects a decrease in cash used for working capital primarily related to lower inventory and improved payment terms with suppliers together with lower income tax payments partially offset by cash used for Fox River environmental remediation activities.

Net cash used by investing activities increased by $29.3 million in the year-over-year comparison primarily due to capital expenditures largely related to environmental compliance projects. Capital expenditures during the first nine months of 2015 and 2014, include $19.0 million and $2.9 million, respectively, related to environmental compliance projects. Capital expenditures in 2015 are expected to be approximately $105 million to $115 million including approximately $35 million for Specialty Papers compliance projects.

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Net cash used by financing activities totaled $21.9 million in the first nine months of 2015 compared with $46.0 million in the same period of 2014. In 2014, we used $30.7 million of cash to reduce amounts outstanding on our revolving credit facility compared with no changes in the first nine months of 2015.

At September 30, 2015, our net debt (defined as total debt less cash) totaled $315.5 million compared to $304.8 million at the end of 2014. The following table sets forth our outstanding long-term indebtedness:

In thousands	**September 30 2015**	December 31 2014
Revolving credit facility, due Mar. 2020	**$ 83,464**	$
Revolving credit facility, due Nov. 2016		90,555
5.375% Notes, due Oct. 2020	**250,000**	250,000
2.40% Term Loan, due Jun. 2022	**10,803**	12,155
2.05% Term Loan, due Mar. 2023	**44,848**	51,902
Total long-term debt	**389,115**	404,612
Less current portion	**(7,580)**	(5,734)
Long-term debt, net of current portion	**$ 381,535**	$ 398,878

Our revolving credit facility contains a number of customary compliance covenants, the most restrictive of which is a maximum leverage ratio of 3.5x. As of September 30, 2015, the leverage ratio, as calculated in accordance with the definition in our credit agreement, was 2.2x, within the limits set forth in our credit agreement. Based on our expectations of future results of operations and capital needs, we do not believe the debt covenants will impact our operations or limit our ability to undertake financings that may be necessary to meet our capital needs.

The 5.375% Notes contain cross default provisions that could result in all such notes becoming due and payable in the event of a failure to repay debt outstanding under the credit agreement at maturity, or a default under the credit agreement that accelerates the debt outstanding thereunder. As of September 30, 2015, we met all of the requirements of our debt covenants. The significant terms of the debt instruments are more fully discussed in Item 1 Financial Statements Note 12.

Our long-term debt includes two term loans with mandatory principal repayments that have used $3.4 million of cash in the first nine months of 2015. Principal repayments will total approximately $4.7 million and $6.8 million, in 2015 and 2016, respectively.

Cash used for financing activities includes cash used for common stock dividends, and, with respect to the first nine months of 2014, stock repurchases. In February 2015, our Board of Directors authorized a 9% increase in our quarterly cash dividend. In the first nine months of 2015, we used $15.2 million of cash for dividends on our common stock compared with $13.9 million in the same period of 2014. The Board of Directors determines what, if any, dividends will be paid to our shareholders. Dividend payment decisions are based upon then-existing factors and conditions and, therefore, historical trends of dividend payments are not necessarily indicative of future payments.

On May 1, 2014, we announced that our Board of Directors approved a $25 million increase to our share repurchase program and extended the expiration date to May 1, 2016. Under the revised program, we may repurchase up to $50 million of our outstanding common stock of which $33.4 million remains available as of September 30, 2015. No repurchases were made in the first nine months of 2015 and repurchases totaled $12.2 million in the first nine months of 2014.

We are subject to various federal, state and local laws and regulations intended to protect the environment as well as human health and safety. At various times, we have incurred significant costs to comply with these regulations and we could incur additional costs as new regulations are developed or regulatory priorities change. We will incur material capital costs to comply with new air quality regulations including the U.S. EPA Best Available Retrofit Technology rule (BART; otherwise known as the Regional Haze Rule) and the Boiler Maximum Achievable Control Technology rule (Boiler MACT). These rules will require process modifications and/or installation of air pollution controls on boilers at two of our facilities. We have begun converting or replacing four coal-fired boilers to natural gas and upgrading site infrastructure to accommodate the new boilers, including connecting to gas pipelines. The total cost of these projects is estimated at $85 million to $90 million of which $25.1 million has been spent to date. The balance of the costs will be incurred substantially over the next eighteen months. The amount of capital spending ultimately incurred may differ, and the difference could be material. Enactment of new environmental laws or regulations or changes in existing laws or regulations could significantly change our estimates.

As more fully discussed in Note 16 Commitments, Contingencies and Legal Proceedings, during the fourth quarter of 2015, we expect to spend approximately $5 million to remediate a portion of the Lower Fox River in Wisconsin (the Fox River), an EPA Superfund site. It is conceivable we may need to fund a portion of the on-going costs beyond 2015. Although we are unable to determine with any degree of certainty the amount we may

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be required to fund for interim remediation work, such amounts could be significant. The ultimate allocation of such costs is the subject of extensive ongoing litigation amongst three potentially responsible parties. See Item 1 Financial Statements Note 16 for a summary of significant environmental matters.

We expect to meet all of our near- and longer-term cash needs from a combination of operating cash flow, cash and cash equivalents, our credit facility or other bank lines of credit and other long-term debt. However, as discussed in Item 1 Financial Statements Note 16, an unfavorable outcome of the Fox River matters could have a material adverse impact on our consolidated financial position, liquidity and/or results of operations.

Off-Balance-Sheet Arrangements As of September 30, 2015 and December 31, 2014, we had not entered into any off-balance-sheet arrangements. Financial derivative instruments, to which we are a party, and guarantees of indebtedness, which solely consist of obligations of subsidiaries and a partnership, are reflected in the condensed consolidated balance sheets included herein in Item 1 Financial Statements.

Outlook Composite Fibers shipping volumes and selling prices in the fourth quarter are expected to approximate the third quarter of 2015 levels. Raw material and energy prices are expected to be slightly higher than the third quarter.

Shipping volumes for Advanced Airlaid Materials in the fourth quarter of 2015 are expected to be down slightly compared with the third quarter. Average selling prices and raw material prices in the fourth quarter are expected to be in-line with the third quarter.

For Specialty Papers, we expect shipping volumes in the fourth quarter of 2015 to be in-line with the third quarter. Overall, selling prices are expected to decline slightly in the fourth quarter compared to the third quarter due to continued pressure on commodity products and input costs are expected to be in-line with the third quarter of 2015. We do not expect any market downtime in Specialty Papers in the fourth quarter.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS

	Year Ended December 31					September 30, 2015	
Dollars in thousands	**2015**	**2016**	**2017**	**2018**	**2019**	**Carrying Value**	**Fair Value**
Long-term debt							
Average principal outstanding							
At fixed interest rates Bond	$ 250,000	$ 250,000	$ 250,000	$ 250,000	$ 250,000	$ 250,000	$ 253,908
At fixed interest rates Term Loans	57,547	52,261	44,681	37,101	29,521	55,651	54,340
At variable interest rates	83,464	83,464	83,464	83,464	83,464	83,464	83,464
						$ 389,115	$ 391,712
Weighted-average interest rate							
On fixed rate debt Bond	5.375%	5.375%	5.375%	5.375%	5.375%		
On fixed rate debt Term Loans	2.12%	2.12%	2.12%	2.12%	2.12%		
On variable rate debt	1.50%	1.50%	1.50%	1.50%	1.50%		

The table above presents the average principal outstanding and related interest rates for the next five years for debt outstanding as of September 30, 2015. Fair values included herein have been determined based upon rates currently available to us for debt with similar terms and remaining maturities.

Our market risk exposure primarily results from changes in interest rates and currency exchange rates. At September 30, 2015, we had $389.1 million of long-term debt, of which 21.5% was at variable interest rates. Variable-rate debt outstanding consists of borrowings under our revolving credit agreement that accrues interest based on LIBOR plus a margin. At September 30, 2015, the interest rate paid was approximately 1.50%. A hypothetical 100 basis point increase or decrease in the interest rate on variable rate debt would increase or decrease annual interest expense by $0.8 million.

As part of our overall risk management practices, we enter into financial derivatives primarily designed to either i) hedge foreign currency risks associated with forecasted transactions cash flow hedges ; or ii) mitigate the impact that changes in currency exchange rates have on intercompany financing transactions and foreign currency denominated receivables and payables foreign currency hedges. For a more complete discussion of this activity, refer to Item 1 Financial Statements Note 15.

We are subject to certain risks associated with changes in foreign currency exchange rates to the extent our operations are conducted in currencies other than the U.S. Dollar. Our euro denominated revenue exceeds euro expenses by approximately 120 million. With respect to the British Pound Sterling, Canadian dollar, and Philippine Peso, we have greater outflows than inflows of these currencies, although to a lesser degree. As a result, particularly with respect to the euro, we are exposed to changes in currency exchange rates and such changes have been and could continue to be significant.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures Our chief executive officer and our principal financial officer, after evaluating the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of September 30, 2015, have concluded that, as of the evaluation date, our disclosure controls and procedures are effective.

Changes in Internal Controls There were no changes in our internal control over financial reporting during the three months ended September 30, 2015, that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

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PART II

ITEM 6. EXHIBITS

The following exhibits are filed herewith or incorporated by reference as indicated.

4.1	First Supplemental Indenture dated as of October 27, 2015 by and among P. H. Glatfelter Company, the Subsidiary Guarantors named therein and US Bank National Association, as Trustee.
31.1	Certification of Dante C. Parrini, Chairman and Chief Executive Officer of Glatfelter, pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.
31.2	Certification of John P. Jacunski, Executive Vice President and Chief Financial Officer of Glatfelter, pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Dante C. Parrini, Chairman and Chief Executive Officer of Glatfelter, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350.
32.2	Certification of John P. Jacunski, Executive Vice President and Chief Financial Officer of Glatfelter, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350.
101.INS	XBRL Instance Document, filed herewith
101.SCH	XBRL Taxonomy Extension Schema, filed herewith
101.CAL	XBRL Extension Calculation Linkbase, filed herewith
101.DEF	XBRL Extension Definition Linkbase, filed herewith
101.LAB	XBRL Extension Label Linkbase, filed herewith
101.PRE	XBRL Extension Presentation Linkbase, filed herewith

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

P. H. GLATFELTER COMPANY
(Registrant)

November 3, 2015

By /s/ David C. Elder
David C. Elder
Vice President, Finance

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