

EXFO INC.  
Form SC 13G/A  
March 12, 2015

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934 (Amendment No. 5)\*

**EXFO, Inc** (Name of Issuer)

(Title of Class of Securities)

**302046107** (CUSIP Number)

**February 27, 2015** (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 the disclosures provided in a prior cover page.

The information required in 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 Instructions).

CUSIP No.: 302046107

1 NAME OF REPORTING PERSON Brown  
Advisory, Incorporated ("BA, Inc.") I.R.S.  
IDENTIFICATION NO. OF ABOVE PERSON  
(ENTITIES ONLY) 52-2112409

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
ORGANIZATION BA, Inc. is a Maryland  
Corporation

NUMBER OF 5 SOLE VOTING POWER 3,292  
SHARES

BENEFICIALLY 6 SHARED VOTING POWER 0

OWNED BY EACH 7 SOLE DISPOSITIVE POWER 0  
REPORTING

PERSON WITH 8 SHARED DISPOSITIVE POWER 8,920

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,920

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.04%

12 TYPE OF REPORTING PERSON HC (Parent Holding Company)

CUSIP No.: 302046107

1 NAME OF REPORTING PERSON Brown Investment Advisory & Trust Company ("BIATC") I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) 52-1811121

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION BIATC is a Maryland Company

NUMBER OF SHARES 5 SOLE VOTING POWER 234

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER 0

7 SOLE DISPOSITIVE POWER 0

8 SHARED DISPOSITIVE POWER 234  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 234

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0

12 TYPE OF REPORTING PERSON BK (Bank)

CUSIP No.: 302046107

1

NAME OF REPORTING PERSON Brown  
Advisory, LLC ("BA, LLC") I.R.S.  
IDENTIFICATION NO. OF ABOVE PERSON  
(ENTITIES ONLY) 26-0680642

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
ORGANIZATION BA, LLC is a Maryland  
Company

NUMBER OF 5 SOLE VOTING POWER 3,058  
SHARES

BENEFICIALLY 6 SHARED VOTING POWER 0  
OWNED BY EACH

REPORTING 7 SOLE DISPOSITIVE POWER 0  
PERSON WITH

8 SHARED DISPOSITIVE POWER 8,686  
9 AGGREGATE AMOUNT BENEFICIALLY  
OWNED BY EACH REPORTING PERSON  
8,686

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

11 PERCENT OF CLASS REPRESENTED BY  
AMOUNT IN ROW (9) 0.04%

12 TYPE OF REPORTING PERSON IA  
(Investment Adviser)

CUSIP No.: 302046107

ITEM 1(a). NAME OF  
ISSUER:

EXFO, Inc

ITEM 1(b). ADDRESS OF  
ISSUER'S  
PRINCIPAL  
EXECUTIVE  
OFFICES:

400 GODIN AVENUE  
QUEBEC CITY A8 G1M  
2K2

ITEM 2(a). NAME OF  
PERSON  
FILING:

Brown Advisory,  
Incorporated ("BA,  
Inc.")Brown Investment  
Advisory & Trust Company  
("BIATC")Brown Advisory,  
LLC ("BA, LLC")

ITEM 2(b). ADDRESS OF  
PRINCIPAL  
BUSINESS  
OFFICE OR, IF  
NONE,  
RESIDENCE:

901 South Bond Street, Ste.  
400Baltimore, MD 21231

ITEM 2(c). CITIZENSHIP:

Brown Advisory,  
Incorporated ("BA, Inc.") -  
BA, Inc. is a Maryland  
CorporationBrown  
Investment Advisory &  
Trust Company ("BIATC")  
- BIATC is a Maryland  
CompanyBrown Advisory,  
LLC ("BA, LLC") - BA,  
LLC is a Maryland  
Company

ITEM 2(d). TITLE OF  
CLASS OF  
SECURITIES:

ITEM 2(e). CUSIP  
NUMBER:

302046107

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION  
240.13d-1(b), or 13d-2(b) or (c) CHECK WHETHER THE  
PERSON FILING IS A:

- (a)  Broker or dealer registered under Section 15 of the Act  
(15 U.S.C. 78c);
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C.  
78c);
- (c)  Insurance company as defined in Section 3(a)(19) of the  
Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the  
Investment Company Act of 1940 (15 U.S.C 80a-8);
- (e)  An investment adviser in accordance with  
240.13d-1(b)(1)(ii)(E);

- (f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution:

BA, Inc. is a parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G)BIATC is a Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c)BA, LLC is an investment adviser in accordance with 240.13d-1(b)(1)(ii)(E)

ITEM 4.

OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:  
8,920
- (b) Percent of class:  
0.04%
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote:  
Brown Advisory, Incorporated ("BA, Inc.") - 3,292  
Brown Investment Advisory & Trust Company ("BIATC") - 234  
Brown Advisory, LLC ("BA, LLC") - 3,058
- (ii) Shared power to vote or to direct the vote:  
Brown Advisory, Incorporated ("BA, Inc.") - 0  
Brown Investment Advisory & Trust Company ("BIATC") - 0  
Brown Advisory, LLC ("BA, LLC") - 0
- (iii) Sole power to dispose or to direct the disposition of:  
Brown Advisory, Incorporated ("BA, Inc.") - 0  
Brown Investment Advisory & Trust Company ("BIATC") - 0  
Brown Advisory, LLC ("BA, LLC") - 0
- (iv) Shared power to dispose or to direct the disposition of:

Brown Advisory, Incorporated ("BA, Inc.") -  
8,920 Brown Investment Advisory & Trust Company  
("BIATC") - 234 Brown Advisory, LLC ("BA,  
LLC") - 8,686

ITEM 5. OWNERSHIP OF  
FIVE PERCENT OR  
LESS OF A CLASS:

If this statement is being filed  
to report the fact that as of the  
date hereof the reporting  
person has ceased to be the  
beneficial owner of more than  
five percent of the class of  
securities, check the following  
[X].

ITEM 6. OWNERSHIP OF  
MORE THAN FIVE  
PERCENT ON  
BEHALF OF  
ANOTHER  
PERSON:

ITEM 7. IDENTIFICATION  
AND  
CLASSIFICATION  
OF THE  
SUBSIDIARY  
WHICH ACQUIRED  
THE SECURITY  
BEING REPORTED  
ON BY THE  
PARENT HOLDING  
COMPANY:

Brown Advisory Incorporated  
(BA, Inc.) is a parent holding  
company filing this schedule  
on behalf of the following  
subsidiaries pursuant to Rule  
13d-1(b)(1)(ii)(G) under the  
Securities Exchange Act of  
1934: Brown Advisory, LLC  
(BA, LLC) IA (Investment  
Adviser) Brown Investment  
Advisory & Trust Company  
(BIATC) BK (Bank)

ITEM 8. IDENTIFICATION  
AND  
CLASSIFICATION

OF MEMBERS OF  
THE GROUP:

ITEM 9. NOTICE OF  
DISSOLUTION OF  
GROUP:

ITEM 10. CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

**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.

March 10, 2015

Date

Brown Advisory, Incorporated "BA, Inc." See attached "Exhibit 1"

Brett D. Rogers Chief Compliance Officer

Signature

Brett D. Rogers, Chief Compliance Officer

Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

CUSIP No.: 302046107

Exhibit 1 Joint Filing Agreement-----Party signing this filing agrees that this statement is submitted as a joint filing on behalf of the undersigned: Brown Advisory, Incorporated ("BA, Inc.") - Parent Holding Company Brown Investment Advisory & Trust Company ("BIATC") Brown Advisory, LLC ("BA, LLC")

SIGNATURE