FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OMB APPROVAL OMB Number: 3235-

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

or Section 30(h) of the Investment Company Act of 1940 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) 2. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person **CUTERA INC** [CUTR] OShea Timothy J Director 10% Owner Officer (give title Other (specify 3. Date of Earliest Transaction (Month/Day/Year) below) below) (Last) (First) (Middle) 06/17/2015 C/O CUTERA, INC. 3240 BAYSHORE BLVD 6. Individual or Joint/Group Filing (Check Applicable Line) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Street) X Form filed by One Reporting Person 94005 **BRISBANE** CA Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of 6. Ownership 7. Nature Date **Execution Date** Transaction Securities Form: Direct of Indirect if any (Month/Day/Year) (Month/Day/Year) Code (Instr. 5) Beneficially (D) or Indirect Beneficial 8) Owned Following (I) (Instr. 4) Ownership Reported (Instr. 4) (A) or (D) Transaction(s) Code ٧ Amount Price (Instr. 3 and 4) Common Stock 06/17/2015 4,204(1) D A \$14.27 36,158 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3A. Deemed 6. Date Exercisable and 3. Transaction 5. Number 7. Title and 8. Price of 9. Number of 10. 11. Nature Derivative Conversion Execution Date Transaction Expiration Date (Month/Day/Year) Ownership of Indirect (Month/Day/Year) Derivative Security (Instr. 3) Securities Securities or Exercise if anv Code (Instr. Security Form: Beneficial Price of Derivative (Month/Day/Year) 8) Securities Underlying Derivative (Instr. 5) Beneficially Direct (D) Ownership Acquired Owned or Indirect (I) (Instr. 4) (Instr. 4) (A) or Disposed Security Security (Instr. 3 Following and 4) Reported of (D) Transaction(s) (Instr. 3, 4 (Instr. 4) and 5)

Explanation of Responses:

1. These securities awarded on 06/17/2015 are in the form of Restricted Stock Units ("RSUs") that will entitle the Reporting Person to receive one share of Common Stock per one share of RSU. The RSUs will fully vest on the one year anniversary of the award date, i.e. 06/17/2016.

Exercisable

/s/ Timothy J. O'Shea

Title

Expiration

06/18/2015

** Signature of Reporting Person

Amount or Number

Shares

Date

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

- * 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).

Code

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

(D)

(A)