

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(c)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

CUTERA®

CUTERA, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

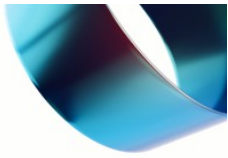


CUTERA[®]

A New Energy in Aesthetics

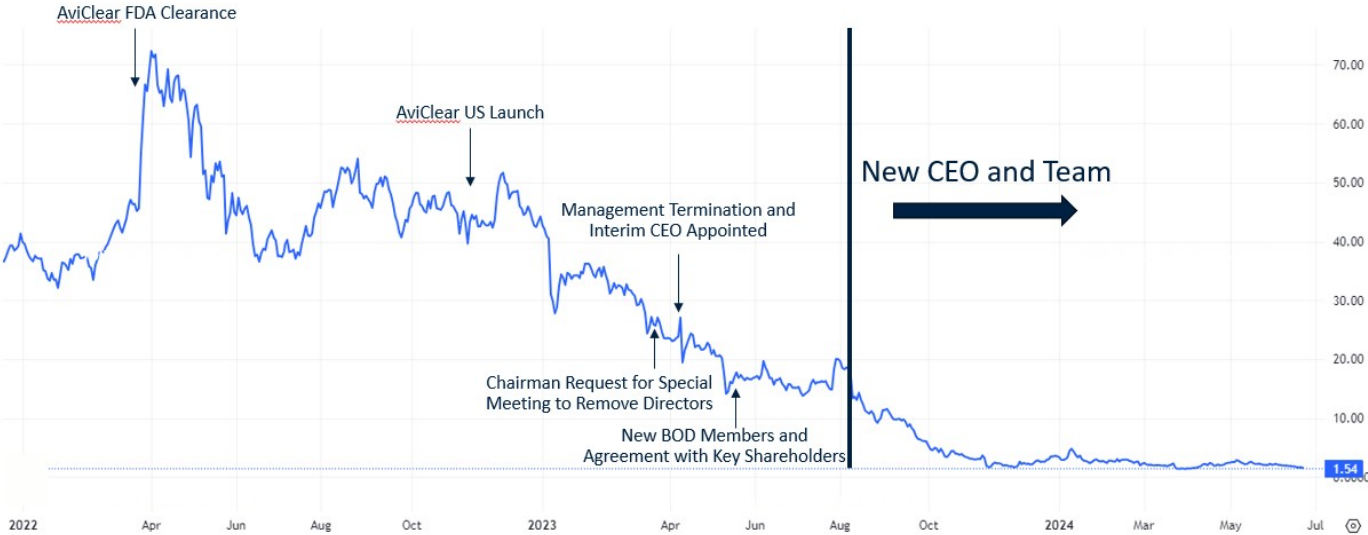
Annual Proxy Proposals

JUNE 2024



Addressing Prior Challenges to Rebuild Value

CUTR Stock Price 2022 - Present



New Leadership with Track Records of Success

Deep aesthetics and med-tech expertise

 <p>Taylor Harris CEO</p> <p>ZELTIQ MYOKARDIA THORATEC</p> <p>Joined August 2023</p>	 <p>Michael Karavitis CTO</p> <p>Alcon IntraLase</p>	 <p>Stuart Drummond Interim CFO</p> <p>Sangamo PROCERA CareDx</p>	 <p>Jeff Jones COO</p> <p>sientra RELIANT TECHNOLOGIES INCORPORATED BENVENUE MEDICAL</p> <p>Joined September 2023</p>
 <p>Stephana Patton Chief Legal Officer</p> <p>INTERVENN EIGER BIOTIME</p> <p>Joined November 2023</p>	 <p>Steve Kreider SVP, Global Marketing</p> <p>Ortho Dermatology MEDICIS MERZ Pfizer</p>	 <p>Brent Hauser President, International</p> <p>ZELTIQ abbvie Allergan SOLTAMEDICAL</p> <p>Joined October 2023</p>	 <p>TJ Huffman VP, NA Sales</p> <p>CYNOSURE RICOH</p>

New Board of Directors appointed starting in June 2023

New Strategic Priorities to Drive Shareholder Value

1

Return to operational excellence

- Improved service and reliability
- Insourcing and review of critical suppliers
- Implementing best in class processes
- Building high performance team

2

Establish AviClear franchise

- Novel, first-in-class laser for the long-term treatment of acne
- Large growth opportunity in aesthetic dermatology; pull-through opportunity for legacy portfolio
- Training, education, and marketing support to drive increased utilization
- New, flexible business model

3

Achieve long-term profitability

- Aggressive cost management
- Focus on gross margin improvement and reduction of working capital
- Driving toward cash flow breakeven

Amend and Restate 2019 Equity Incentive Plan

- Increases number of shares available for future grants
 - Adds 2,395,275 shares for future grants
 - Only 231,000 shares remaining under 2019 Plan are insufficient
- Equity incentive awards are critical to hiring and employee retention
 - Important long-term incentive and competitive hiring tool
 - Insufficient equity incentive could require increased cash-based compensation
- 2023 Inducement Equity Incentive Plan will be terminated upon approval
 - Net change in approved equity overhang is less than 100,000 shares
- Shares in amended plan projected to be sufficient for approximately 2 years
 - Plan will last for shorter duration without approval of repricing proposal #5
- Failure to approve could adversely impact talent retention and growth

Board of Directors Recommends Vote FOR Proposal 4

Repricing of Certain Stock Options

- Changes strike price of outstanding options to current market price
- Proposal designed with engagement from independent consulting firms Compensia and Alpine Rewards
- Equity awards are a key component of our long-term incentive compensation
- Current options are significantly underwater and do not have incentive value
 - Weighted average exercise price of \$9.91 compares with current price of ~\$2.00
 - Repricing will decrease pressure for additional grants
 - Approval will align recognized compensation costs with value of equity awards
- Incentive equity pool will be depleted much faster and increase overhang without repricing approval
- Failure to address option concerns could adversely affect business and operations

Board of Directors Recommends Vote FOR Proposal 5

Safe Harbor Statement

Forward-Looking Statements

This presentation includes "forward-looking statements" within the meaning of U.S. federal securities laws. You can identify forward-looking statements by the use of words such as "may," "might," "will," "should," "expect," "plan," "anticipate," "could," "believe," "estimate," "project," "target," "predict," "intend," "future," "goals," "potential," "objective," "would," the negative of these terms, or any other similar expressions intended to identify statements about the future. Forward-looking statements speak only as of the date they are made and involve risks and uncertainties, many of which are beyond our control. Important factors could cause actual results to differ materially from those in the forward-looking statements, including, among others, the risks, uncertainties and factors set forth under "Risk Factors" in our Annual Reports on Form 10-K filed with the SEC on May 10, 2024, Quarterly Reports on Form 10-Q 10-K filed with the SEC on May 10, 2024, Current Reports on Form 8-K, and other documents filed from time to time with the United States Securities and Exchange Commission by Cutera. Forward-looking statements speak only as of the date they are made. We assume no obligation to update forward-looking statements to reflect actual results, subsequent events, or circumstances or other changes affecting such statements except to the extent required by applicable securities laws. You should, therefore, not rely on these forward-looking statements as representing our views as of any date subsequent to the date of this presentation.

This presentation also contains estimates and other statistical data made by independent parties and by us relating to market size and growth and other data about our industry. This data involves a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. Management bases all estimates as to events that may occur in the future upon their best judgment as of the date of this presentation. Whether or not such estimates may be achieved will depend upon us achieving our overall business objectives and the availability of funds. Actual results will vary from the estimates, and such variations may be material. Neither we nor any other person makes any representation as to the accuracy or completeness of such data or undertakes any obligation to update such data after the date of this presentation. In addition, projections, assumptions and estimates of our future performance and for the market in which we operate are subject to a high degree of risk and uncertainty. By attending or receiving this presentation you acknowledge that you will be solely responsible for your own assessment of the market and our market position and that you will conduct your own analysis and be solely responsible for forming your own view of the potential future performance of our business.

Use of Non-GAAP Financial Measures

This presentation includes the non-GAAP financial measure of Adjusted EBITDA, which differs from financial measures calculated in accordance with U.S. generally accepted accounting principles ("GAAP"). Adjusted EBITDA in this presentation represents earnings before interest, taxes, depreciation and amortization, stock-based compensation, executive and other non-recurring separation costs, customer relationship management and enterprise resource planning system costs, and non-recurring legal and litigation costs, and the loss on extinguishment of convertible notes. Adjusted EBITDA is presented because we believe it is a useful indicator of operating performance. We use the metric as a measure of our Company's operating performance and for planning purposes, including financial projections. We believe this measure is useful to investors as supplemental information because it is frequently used by analysts, investors and other interested parties to evaluate companies in our industry. We believe Adjusted EBITDA is useful to us and investors as a measure of comparative operating performance from period to period. Adjusted EBITDA is a non-GAAP financial measure and should not be considered as an alternative to, or superior to, net income or loss as a measure of financial performance or cash flows from operations as a measure of liquidity, or any other performance measure derived in accordance with GAAP, and it should not be construed to imply that our Company's future results will be unaffected by unusual or non-recurring items. In addition, the measure is not intended to be a measure of free cash flow for our management's discretionary use, as it does not reflect certain cash requirements such as debt service requirements, capital expenditures and other cash costs that may recur in the future. Adjusted EBITDA contains certain other limitations, including the failure to reflect our cash expenditures, cash requirements for working capital needs and other potential cash requirements. In evaluating Adjusted EBITDA, you should be aware that in the future we may incur expenses that are the same or similar to some of the adjustments in this presentation. Our presentation of Adjusted EBITDA should not be construed to imply that its future results will be unaffected by any such adjustments. We compensate for these limitations by primarily relying on our GAAP results in addition to using Adjusted EBITDA on a supplemental basis. Our definition of this measure is not necessarily comparable to other similarly titled captions of other companies due to different methods of calculation.