

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

August 13, 2016
Date of Report (date of earliest event reported)



Cutera, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or
organization)

000-50644
(Commission File Number)

77-0492262
(I.R.S. Employer Identification Number)

3240 Bayshore Blvd.
Brisbane, California 94005
(Address of principal executive offices)

(415) 657-5500
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 13, 2016, Kevin P. Connors notified Cutera, Inc. (the “Company”) that he was resigning from his positions as President, Chief Executive Officer and a member of the Company’s board of directors (the “Board”).

On August 14, 2016, the Board appointed the Company’s current Executive Vice President and Chief Financial Officer, Ronald J. Santilli, to serve as Interim Chief Executive Officer of the Company. Mr. Santilli agreed to serve in this capacity until the Board’s appointment of a permanent Chief Executive Officer of the Company. Mr. Santilli, age 57, has served as the Company’s Chief Financial Officer since September 2001. In addition, Mr. Santilli has served as the Company’s Executive Vice President since April 2007 and prior to that he held the position of Vice President of Finance and Administration. There are no family relationships between Mr. Santilli and any director or executive officer of the Company, and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. The Board has formed a Transition Committee consisting of J. Daniel Plants, Clint Severson and Gregory Barrett to undertake a search for a permanent President and Chief Executive Officer for the Company.

Additional information about the management changes described above is included in the Company’s press release issued on August 18, 2016, which is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release dated August 18, 2016.

SIGNATURES

Pursuant to the requirements 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.

CUTERA, INC.

/s/ Ronald J. Santilli

Ronald J. Santilli

Interim Chief Executive Officer

Date: August 18, 2016



FOR IMMEDIATE RELEASE

CONTACTS:

Cutera, Inc.
Ron Santilli
Interim Chief Executive Officer
415-657-5500

Investor Relations
John Mills
ICR, Inc.
646-277-1254
john.mills@icrinc.com

Cutera Announces Management Changes

CEO Kevin Connors resigns as President, Chief Executive Officer and Board member

CFO Ron Santilli to Assume Role as Interim Chief Executive Officer

BRISBANE, California, August 18, 2016 — Cutera, Inc. (NASDAQ: CUTR) ("Cutera" or the "Company"), a leading provider of laser and energy-based aesthetic systems for practitioners worldwide, today announced the resignation of Kevin Connors as President, Chief Executive Officer and member of the Company's Board of Directors, effective immediately. Ron Santilli, the Company's Executive Vice President and Chief Financial Officer, has been named Interim Chief Executive Officer. The Company's Board of Directors has formed a Transition Committee that will undertake a national search for a permanent President and Chief Executive Officer.

Ron Santilli commented, "I want to thank Kevin for the leadership he has provided and the significant contributions he has made during the past eighteen years since co-founding the Company, and wish him the best in his new endeavors. I am pleased with our recent performance of achieving double digit year-over-year revenue growth for the past eight quarters and significantly improving our financial performance. We have the right people and the right strategic initiatives in place to execute our plans to increase market share and to continue realizing improved financial performance - and our balance sheet remains strong. We reiterate the financial guidance that we provided to investors on our second quarter 2016 conference call on August 1, 2016 as it pertains to our expectations for the third quarter and the balance of the calendar year. As well, we remain fully committed to the new product roadmap and launch schedule that we have previously communicated."

About Cutera, Inc.

Brisbane, California-based Cutera is a leading provider of laser and other energy-based aesthetic systems for practitioners worldwide. Since 1998, Cutera has been developing innovative, easy-to-use products that enable physicians and other qualified practitioners to offer safe and effective aesthetic treatments to their patients. For more information, call 1-888-4CUTERA or visit www.cutera.com.

This press release contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Specifically, statements concerning plans to introduce and commercialize new products, ability to increase revenue, reduce expenses, improve financial results, grow market share, realize benefits from additional investment, achieve financial guidance, expand market penetration, generate cash from operations, and statements regarding long-term prospects and opportunities in the laser and other energy-based equipment aesthetic market, are forward-looking statements within the meaning of the Safe Harbor. Forward-looking statements are based on management's current, preliminary expectations and are subject to risks and uncertainties, which may cause Cutera's actual results to differ materially from the statements contained herein. Potential risks and uncertainties that could affect Cutera's business and cause its financial results to differ materially from those contained in the forward-looking statements include those related to the Company's efforts to improve sales productivity, hire and retain qualified sales representatives, improve revenue growth, gross margins and profitability through leveraging operating expenses; the Company's ability to successfully develop and launch new products and applications and market them to both its installed base and new customers; unforeseen events and circumstances relating to the Company's operations; government regulatory actions; and those other factors described in the section entitled, "Risk Factors" in its most recent Form 10-Q as filed with the Securities and Exchange Commission on August 1, 2016. Undue reliance should not be placed on forward-looking statements, which speak only as of the date they are made. Cutera undertakes no obligation to update publicly any forward-looking statements to reflect new information, events or circumstances after the date they were made, or to reflect the occurrence of unanticipated events.