

**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
(Amendment No.)**

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(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under §240.14a-12



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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

- (3) Filing Party:

- (4) Date Filed:

NOTICE REGARDING PROPOSAL FOUR – APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE 2019 EQUITY INCENTIVE PLAN

To the Stockholders of Cutera, Inc.:

The Company’s board of directors (the “Board”) has approved an amendment to the 2019 Equity Incentive Plan (as amended and restated, the “Amended and Restated Plan”) to reduce the additional number of shares of common stock of the Company to be made available for issuance under the proposed Amended and Restated Plan from 600,000 shares to 450,000 shares.

The Company is updating its disclosure on page 26 of the Proxy Statement to read as follows:

Historical Equity Awards Data as of the Proxy Statement Date (April 30, 2021)

As of April 30, 2021, we had 362,556 outstanding stock options with a weighted average exercise price of \$26.49 per share and a weighted average remaining contractual term of 4.9 years. We also had 877,587 outstanding RSUs and PSUs with a weighted average remaining contractual term of 1.3 years.

There were 1,111,901 shares available for grant in the Amended and Restated Plan as of April 30, 2021 (including the 450,000 shares that we are requesting stockholders to approve at the 2021 Annual Meeting).

Marked Change to Section 3(a) of the Amended and Restated Plan.

3. Stock Subject to the Plan.

(a) Stock Subject to the Plan. Subject to the provisions of Section 17 of the Plan, as of June 15, 2021, the maximum aggregate number of shares of common stock that may be awarded and sold under the Plan is 11,451,192, of which 1,111,901 shares remained available for future awards.

The Amended and Restated Plan, as updated, will be presented for stockholder approval at the Annual Meeting, and its effectiveness remains conditioned on the receipt of such approval. Any proxy previously submitted on Proposal Four will be voted at the Annual Meeting in accordance with such proxy. If any stockholder has already returned his or her properly executed proxy card or voted via the internet or by telephone and would like to change his or her vote on any matter, such shareholder may revoke his or her proxy before it is voted at the Annual Meeting by following the instructions in our proxy statement. If your stock is held in street name, you must follow the instructions of your broker, bank, or nominee as to how to change your vote.

If any stockholder would like a new proxy card or has any questions, he or she should contact the Company’s Corporate Secretary in writing at 3240 Bayshore Blvd., Brisbane, California 94005-1021 or contact our proxy solicitor, Okapi Partners, LLC, at 855-305-0856 or at info@okapipartners.com.

Sincerely,

/s/ Jeremy Livianu

Jeremy Livianu
Vice President, General Counsel and Corporate Secretary