

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Karavitis Michael</u>			2. Issuer Name and Ticker or Trading Symbol <u>CUTERA INC [ CUTR ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Chief Technology Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/15/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
C/O CUTERA, INC. 3240 BAYSHORE BLVD.			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.				
BRISBANE	CA	94005						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$39.3	07/15/2024		D		20,000		08/21/2022	10/31/2027	COMMON STOCK	20,000	\$0	0	D	
Stock Option (Right to Buy)	\$1.54 <sup>(1)</sup>	07/15/2024		A		20,000		08/21/2022	10/31/2027	COMMON STOCK	20,000	\$0	20,000	D	
Stock Option (Right to Buy)	\$32.87	07/15/2024		D		7,499		(2)	02/12/2031	COMMON STOCK	7,499	\$0	0	D	
Stock Option (Right to Buy)	\$1.54 <sup>(1)</sup>	07/15/2024		A		7,499		(2)	02/12/2031	COMMON STOCK	7,499	\$0	7,499	D	
Stock Option (Right to Buy)	\$33.45	07/15/2024		D		8,849		(3)	02/20/2029	COMMON STOCK	8,849	\$0	0	D	
Stock Option (Right to Buy)	\$1.54 <sup>(1)</sup>	07/15/2024		A		8,849		(3)	02/20/2029	COMMON STOCK	8,849	\$0	8,849	D	
Stock Option (Right to Buy)	\$2.11	07/15/2024		D		25,000		(4)	03/06/2031	COMMON STOCK	25,000	\$0	0	D	
Stock Option (Right to Buy)	\$1.54 <sup>(1)</sup>	07/15/2024		A		25,000		(4)	03/06/2031	COMMON STOCK	25,000	\$0	25,000	D	
Stock Option (Right to Buy)	\$2.23	07/15/2024		D		55,000		(5)	05/13/2031	COMMON STOCK	55,000	\$0	0	D	
Stock Option (Right to Buy)	\$1.54 <sup>(1)</sup>	07/15/2024		A		55,000		(5)	05/13/2031	COMMON STOCK	55,000	\$0	55,000	D	
Stock Option (Right to Buy)	\$19.44	07/15/2024		D		11,450		(6)	04/12/2030	COMMON STOCK	11,450	\$0	0	D	
Stock Option (Right to Buy)	\$1.54 <sup>(1)</sup>	07/15/2024		A		11,450		(6)	04/12/2030	COMMON STOCK	11,450	\$0	11,450	D	

**Explanation of Responses:**

1. On July 15, 2024, the Issuer's Board of Directors approved an option repricing (the "Repricing") whereby the Reporting Person's options were repriced to an exercise price of \$1.54 per share. All of the other terms of the options remain unchanged. Such transactions were exempt pursuant to Rule 16b-6(d) and Rule 16b-3 of the Exchange Act, as applicable.
2. One-fourth of the shares subject to the option vested on February 12, 2022, and 1/48 of the shares subject to the option shall vest each month thereafter, subject to the Reporting Person continuing as a service provider through each such date.
3. One-fourth of the shares subject to the option vested on February 20, 2023, and 1/48 of the shares subject to the option shall vest each month thereafter, subject to the Reporting Person continuing as a service provider through each such date.
4. 50% of the shares subject to the option shall vest on November 21, 2024 and then 1/24 monthly thereafter for 12 months, subject to the Reporting Person continuing to be a service provider through each such date.
5. The share subject to the option shall vest 1/48 per month from April 25, 2024, subject to the Reporting Person continuing to be a service provider through each such date.
6. One-fourth of the shares subject to the option vested on January 1, 2024, and 1/48 of the shares subject to the option shall vest each month thereafter, subject to the Reporting Person continuing as a service provider through each such date.

**Remarks:**

/s/ Michael Karavitis

07/17/2024

\*\* Signature of Reporting Person

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).

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.**