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

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**FORM S-8**  
**REGISTRATION STATEMENT**  
*Under*  
*The Securities Act of 1933*

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**CUTERA, INC.**  
(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State of incorporation)

**77-0492262**  
(I.R.S. Employer  
Identification No.)

**3240 Bayshore Blvd.,**  
**Brisbane, California 94005**  
**(415) 657-5500**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Amended and Restated 2019 Equity Incentive Plan**  
(Full title of the Plans)

**David H. Mowry**  
**Cutera, Inc.**  
**Chief Executive Officer**  
**3240 Bayshore Blvd.,**  
**Brisbane, California 94005**  
(Name and address of agent for service)

**(415) 657-5500**  
(Telephone number, including area code, of agent for service)

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*Copy to:*

**Philip H. Oettinger**  
**Jesse F. Schumaker**  
**Wilson Sonsini Goodrich & Rosati**  
**Professional Corporation**  
**650 Page Mill Road**  
**Palo Alto, CA 94304-1050**  
**(650) 493-9300**

**Vikram Varma**  
**SVP, General Counsel**  
**Cutera, Inc.**  
**3240 Bayshore Blvd.**  
**Brisbane, California 94005**  
**(415) 657-5500**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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**CUTERA, INC.**  
**REGISTRATION STATEMENT ON FORM S-8**

**PART I**  
**INFORMATION REQUIRED IN THE PROSPECTUS**

This Registration Statement on Form S-8 is being filed by Cutera, Inc. (the “Company” or the “Registrant”) to register 600,000 shares of common stock of the Registrant, \$0.001 par value per share, which may be acquired upon the exercise or vesting of stock options, restricted stock awards, restricted stock units, stock appreciation rights, performance units, performance shares, performance bonus awards and any other awards granted to certain employees, consultants and directors of the Company, under the Company’s Amended and Restated 2019 Equity Incentive Plan (the “2019 Plan”). The increase of 600,000 shares under the 2019 Plan was approved by the Company’s stockholders on June 15, 2022.

**Item 1. Plan Information.**

The documents containing the information specified in this Item 1 will be sent or given to employees, officers, directors or others as specified by Rule 428(b)(1) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). In accordance with the rules and regulations of the Securities and Exchange Commission (the “Commission”) and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

**Item 2. Registrant Information and Employee Plan Annual Information.**

The documents containing the information specified in this Item 2 will be sent or given to employees, officers, directors or others as specified by Rule 428(b)(1) under the Securities Act. In accordance with the rules and regulations of the Commission and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed by the Registrant with the Commission:

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2022, filed with the Commission on April 7, 2023, pursuant to Section 13 of the Exchange Act;
- (b) The Registrant’s Current Reports on Form 8-K filed with the Commission on [March 24, 2023](#) and [April 7, 2023](#);
- (c) All other reports filed with the Commission pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Annual Report; and
- (d) The description of the Registrant’s Common Stock contained in the Registrant’s Registration Statement on [Form 8-A](#) filed on March 22, 2004, pursuant to Section 12(b) of the Exchange Act, and any further amendment or report filed hereafter for the purpose of updating such description, including [Exhibit 4.2](#) to the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed with the Commission on March 16, 2020.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. For the purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Section 145(a) of the Delaware General Corporation Law (the “DGCL”) provides in relevant part that “[a] corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person’s conduct was unlawful.” With respect to derivative actions, Section 145(b) of the DGCL provides in relevant part that “[a] corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor....[by reason of the person’s service in one of the capacities specified in the preceding sentence] against expenses (including attorneys’ fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.”

The Registrant’s Amended and Restated Certificate of Incorporation provides that to the fullest extent permitted by the DGCL, no director of the Registrant shall be personally liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director. The Restated Certificate of Incorporation also provides that no amendment or repeal of such provision shall apply to or have any effect on the right to indemnification permitted thereunder with respect to claims arising from acts or omissions occurring in whole or in part before the effective date of such amendment or repeal whether asserted before or after such amendment or repeal.

The Registrant’s bylaws provide for the indemnification of officers, directors and third parties acting on behalf of the Registrant if such person acted in good faith and in a manner reasonably believed to be in and not opposed to the best interest of the Registrant, and, with respect to any criminal action or proceeding, the indemnified party had no reason to believe his or her conduct was unlawful. The Registrant has entered into indemnification agreements with its directors and executive officers and intends to enter into indemnification agreements with any new directors and executive officers in the future.

The Registrant carries officer and director liability insurance with respect to certain matters, including matters arising under the Securities Act.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

## Item 8. Exhibits.

Exhibit Number	Description
4.1	<a href="#">Cutera, Inc. Amended and Restated 2019 Equity Incentive Plan (as amended and restated June 15, 2022) (incorporated herein by reference to Exhibit 10.1 of the Form 8-K filed on June 17, 2022)</a>
4.2	<a href="#">Form of Option Agreement (incorporated herein by reference to Exhibit 4.3 of the Form S-8 Registration Statement filed on September 10, 2015)</a>
4.3	<a href="#">Form of Restricted Stock Unit Agreement (incorporated herein by reference to Exhibit 4.4 of the Form S-8 Registration Statement filed on September 10, 2015)</a>
4.4	<a href="#">Form of Performance Stock Unit Agreement (incorporated herein by reference to Exhibit 4.5 of the Form S-8 Registration Statement filed on September 10, 2015)</a>
4.5	<a href="#">Specimen Common Stock certificate of the Registrant (filed as Exhibit 4.1 to its Annual Report on Form 10-K filed on March 25, 2005 and incorporated herein by reference).</a>
5.1*	<a href="#">Opinion of Wilson Sonsini Goodrich &amp; Rosati, Professional Corporation, counsel to the Registrant</a>
23.1*	<a href="#">Consent of BDO USA, LLP, Independent Registered Public Accounting Firm</a>
23.2	<a href="#">Consent of Wilson Sonsini Goodrich &amp; Rosati, Professional Corporation (contained in Exhibit 5.1 hereto)</a>
24.1	<a href="#">Power of Attorney (included in the signature page to this Registration Statement)</a>
107*	<a href="#">Filing Fee Exhibit</a>

\* Filed herewith

## Item 9. Undertakings.

A. The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

*Provided, however,* that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto, duly authorized, in the City of Brisbane, State of California, on April 11, 2023.

**CUTERA, INC.**

By: /s/ David H. Mowry

David H. Mowry  
Chief Executive Officer  
(Principal Executive Officer)

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints David H. Mowry and Rohan Seth, and each of them acting individually, as their true and lawful attorneys and agents, each with full power of substitution, to sign and file on behalf of the undersigned any amendment or amendments to this Registration Statement on Form S-8 (including post-effective amendments) with all exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission and granting unto said attorneys and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing, as full to all intents and purposes as the undersigned might or could do in person, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed on April 11, 2023 by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ David H. Mowry</u> David H. Mowry	Chief Executive Officer and Director ( <i>Principal Executive Officer</i> )	April 11, 2023
<u>/s/ Rohan Seth</u> Rohan Seth	Chief Financial Officer ( <i>Principal Financial and Accounting Officer</i> )	April 11, 2023
<u>/s/ J. Daniel Plants</u> J. Daniel Plants	Executive Chairman of the Board	April 11, 2023
<u>/s/ Gregory A. Barrett</u> Gregory A. Barrett	Director	April 11, 2023
<u>/s/ Timothy J. O'Shea</u> Timothy J. O'Shea	Director	April 11, 2023
<u>/s/ Joseph E. Whitters</u> Joseph E. Whitters	Director	April 11, 2023
<u>/s/ Janet D. Widmann</u> Janet D. Widmann	Director	April 11, 2023
<u>/s/ Juliane T. Park</u> Juliane T. Park	Director	April 11, 2023
<u>/s/ Sheila A. Hopkins</u> Sheila A. Hopkins	Director	April 11, 2023

April 11, 2023

Cutera, Inc.  
3240 Bayshore Blvd.  
Brisbane, CA 94005

**Re: Registration Statement on Form S-8**

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 to be filed by you with the Securities and Exchange Commission on or about April 11, 2023 (the "**Registration Statement**") in connection with the registration under the Securities Act of 1933, as amended (the "**Act**") of 600,000 additional shares of Common Stock reserved for issuance under your Amended and Restated 2019 Equity Incentive Plan. Such shares of Common Stock are referred to herein as the "**Shares**" and such plan is referred to herein as the "**Plan**." As your counsel in connection with this transaction, we have examined the proceedings taken and are familiar with the proceedings proposed to be taken by you in connection with the issuance and sale of the Shares pursuant to the Plan.

It is our opinion that, upon the completion of the proceedings to be taken prior to issuance of the Shares pursuant to the Registration Statement and upon completion of the proceedings to be taken in order to permit such transactions to be carried out in accordance with the securities laws of the various states where required, the Shares, when issued and sold in the manner referred to in the Plan and the agreements which accompany the Plan will be legally and validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI  
Professional Corporation

/s/ Wilson Sonsini Goodrich & Rosati



Consent of Independent Registered Public Accounting Firm

Cutera, Inc.  
Brisbane, California

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of our reports dated April 7, 2023, relating to the consolidated financial statements and schedule, and the effectiveness of Cutera, Inc.'s internal control over financial reporting, which appear in the Annual Report to Shareholders, which is incorporated by reference in this Annual Report on Form 10-K. Our report on the effectiveness of internal control over financial reporting expresses an adverse opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2022.

/s/ BDO USA, LLP  
San Francisco, California

April 11, 2023

## CALCULATION OF REGISTRATION FEE TABLES

Form S-8  
(Form Type)

Cutera, Inc.  
(Exact name of Registrant as Specified in its Charter)

Table 1 – Newly Registered Securities

Security Type	Securities Class Type	Fee Calculation Rule	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock \$0.001 par value, reserved for issuance pursuant to the Amended and Restated 2019 Equity Incentive Plan	Rules 457(c) and (h)	600,000 shares (2)	\$23.44 (3)	\$14,064,000	0.0001102	\$1,549.86
<b>TOTAL OFFERING AMOUNT</b>			600,000 shares		\$14,064,000		\$1,549.86
<b>TOTAL FEE OFFSETS (4)</b>							
<b>NET FEE DUE</b>							\$1,549.86

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement covers any additional shares of the Registrant’s common stock that become issuable under the Registrant’s Amended and Restated 2019 Equity Incentive Plan (the “2019 Plan”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration that results in an increase in the number of outstanding shares of common stock.
- (2) Represents an increase of 600,000 shares of the Registrant’s common stock reserved for issuance under the Registrant’s 2019 Plan, which was approved by the Registrant’s stockholders on June 15, 2022.
- (3) Estimated in accordance with Rules 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of \$23.44 per share, which represents the average of the high and low prices on the common stock as reported on the Nasdaq Global Select Market on April 6, 2023.
- (4) The Registrant does not have any fee offsets.