

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Harris Taylor C.</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive 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)	BRISBANE CA 94005		Rule 10b5-1(c) Transaction Indication					
(City)	(State)	(Zip)	<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.					

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 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)	\$16.84	07/15/2024		D		25,327		(1)	05/19/2030	COMMON STOCK	25,327	\$0	0	D	
Stock Option (Right to Buy)	\$1.54 ⁽²⁾	07/15/2024		A		25,327		(1)	05/19/2030	COMMON STOCK	25,327	\$0	25,327	D	
Stock Option (Right to Buy)	\$11.02	07/15/2024		D		735,295		(3)	08/18/2030	COMMON STOCK	735,295	\$0	0	D	
Stock Option (Right to Buy)	\$1.54 ⁽²⁾	07/15/2024		A		735,295		(3)	08/18/2030	COMMON STOCK	735,295	\$0	735,295	D	
Stock Option (Right to Buy)	\$2.23	07/15/2024		D		200,000		(4)	05/13/2031	COMMON STOCK	200,000	\$0	0	D	
Stock Option (Right to Buy)	\$1.54 ⁽²⁾	07/15/2024		A		200,000		(4)	05/13/2031	COMMON STOCK	200,000	\$0	200,000	D	

Explanation of Responses:

- One-third of the shares subject to the option vested on May 19, 2024 and one-third of the shares subject to the option vest each one-year anniversary thereafter, subject to the Reporting Person continuing as a service provider through each such date.
- 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.
- One-fourth of the shares subject to the option will be eligible to vest upon the date the 30 calendar-day trailing average closing price of the Issuer's common stock first meets each of the following levels within four years of the grant date: \$20.00, \$25.00, \$30.00, and \$35.00. Once a level is attained, one-fourth of the options subject to such tranche will vest on the later of (i) the date such level is attained or (ii) August 7, 2024. The remaining options in such tranche will vest over the next 12 quarters, subject to the Reporting Person continuing as a service provider through each such date.
- The shares 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.

Remarks:

/s/ Stuart Drummond, by power of attorney 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.