UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 13, 2022

PROCEPT BIOROBOTICS CORPORATION

(Exact name of registrant as specified in its charter)

26-0199180 (IRS Employer entification Number) Ide

Delaware (State or other jurisdiction of incorporation) 001-40797 (Commission File Number)

900 Island Drive

Redwood City, California 94065 (Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (650) 232-7200

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:

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))

П Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered	
Common Stock, \$0.00001 par value per share	PRCT	The Nasdaq Stock Market LLC	

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company \boxtimes

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 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure

Beginning on May 13, 2022, representatives of PROCEPT BioRobotics Corporation (the "Company") intend to make presentations at investor conferences and in other forums and these presentations may include the information contained in Exhibit 99.1 attached to this Current Report on Form 8-K. A copy of certain of the presentation slides containing such information that may be disclosed by the Company is attached as Exhibit 99.1 to this report and the information set forth therein is incorporated herein by reference and constitutes a part of this report.

The information included under Item 7.01 in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, nor shall it be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Presentation of PROCEPT BioRobotics Corporation_dated May 13, 2022
104	Cover Page Interactive Data File, formatted in Inline XBRL.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PROCEPT BIOROBOTICS CORPORATION

Date: May 5, 2022

By: /s/ Alaleh Nouri Alaleh Nouri

Chief Legal Officer and Secretary



Safe Harbor Statement

This presentation contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, including the expected financial results of PROCEPT BioRobotics Corporation (the "Company"). Words such as "anticipates," "a believes," "expects," "intercheds," "anticipates," and "future" or similar expressions are intended to identify forward-looking statements. Any forward-looking statements made by us in this presentation speaks only as of the date on which it was made and are based on management's current expectations of future events, assumptions, estimates, and beliefs, and are subject to a number of risks and uncertainties that could cause actual results to differ materially and adversely from those set forth in or implied by such forward-looking statements. Factors that could cause actual results to differ materially from those described in the forward-looking statements include, among others: (i) the rate and degree of market adoption of the AQUABEAM Robotic System and Aquablation therapy, (iii) the establishment of consistent and favorable payment policies for Aquablation therapy, (iii) the rate of growth of the commercial sales and marketing organization and the ability to manage this anticipated growth, (iv) the impact on volumes of elective procedures performed by health care providers and hospital medical device budgets including as a result of the COVID-19 pandemic and recovery, (v) the effects of increased competition as well as innovations by new and existing competitors in the market for treatments for benign prostatic hyperplasia, (vi) the ability to obtain the required regulatory approvals and clearances to market and sell the AQUABEAM Robotic System in certain other countries, (viii) the development and protection of future innovation, (viii) dependence on a limited number of third-party suppliers for components of the ApUABEAM Robotic System, and (ix) the maintenance of intellectual property rights and the ability to operate the business without infringing th

This presentation and the accompanying oral presentation also contain estimates and other statistical data made by independent parties and by us relating to market size and growth and other data about our industry. This data involves a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. In addition, projections, assumptions, and estimates of our future performance and the future performance of the markets in which we compete are necessarily subject to a high degree of uncertainty and risk.

Factors that could cause actual results to differ materially from those contemplated in this presentation can be found in the Risk Factors section of the Company's public filings with the Securities and Exchange Commission ("SEC"), including the Company's annual report on From 10-K filed with the SEC on March 22, 2022, and any current and periodic reports filed thereafter, available at <u>www.sec.gov</u>.

Because forward-looking statements are inherently subject to risks and uncertainties, you should not rely on these forward-looking statements as predictions of future events. All statements other than statements of historical fact are forward-looking statements. Except to the extent required by law, the Company undertakes no obligation to update or review any estimate, projection, or forward-looking statement. Actual results may differ from those set forth in this presentation due to the risks and uncertainties inherent in the Company's business. In light of the foregoing, investors are urged not to rely on any forward-looking statement or third-party data in reaching any conclusion or making any investment decision about any securities of the Company.

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Use of Non-GAAP Financial Information

In addition to financial information presented in accordance with U.S. generally accepted accounting principles ("GAAP"), this presentation and the accompanying oral statements include certain non-GAAP financial measures, which include non-GAAP Adjusted EBITDA. The Company defines Adjusted EBITDA as earnings before interest expense, taxes, depreciation and amortization and stock-based compensation. The Company believes that presenting Adjusted EBITDA provides useful supplemental information to investors about the Company in understanding and evaluating its operating results, enhancing the overall understanding of its past performance and future prospects, and allowing for greater transparency with respect to key financial metrics used by its management in financial and operational decision making. However, there are a number of limitations related to the use of non-GAAP measures and their nearest GAAP equivalents. For example, such measures may exclude significant expenses required by GAAP to be recognized in our financial statements. Other companies may calculate non-GAAP measures differently, or may use other measures to calculate their financial performance, and therefore any non-GAAP measures the Company uses may not be directly comparable to similarly titled measures of other companies. Non-GAAP financial measures are not a substitute for or superior to measures of financial performance prepared in accordance with GAAP and should not be considered as an alternative to any other performance measures derived in accordance with GAAP. Any non-GAAP measure is presented for supplemental information al purposes only and should not be considered as ubstitute for or superior to financial information of these measures to the most directly comparable GAAP measures is included at the end of this presentation.

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Proven Leadership Team



REZA ZADNO, PhD President & CEO Avedro, Visiogen, PercuSurge, Cardiac

Pathways



KEVIN WATERS EVP, Chief Financial Officer Accuray, Conceptus,

Laserscope (Greenlight), VISX



SHAM SHIBLAQ

EVP, Chief Commercial Officer

Intuitive Surgical, Conceptus, Invuity, Analogic

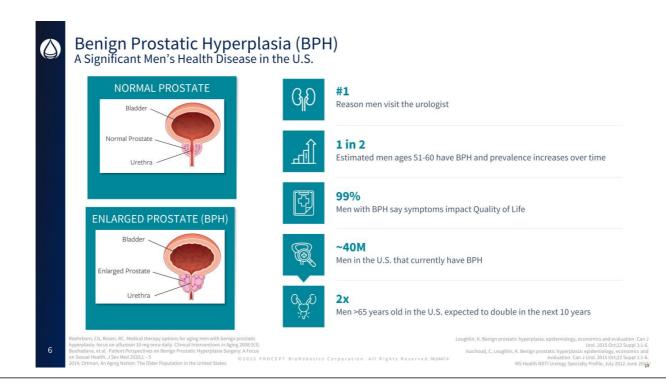


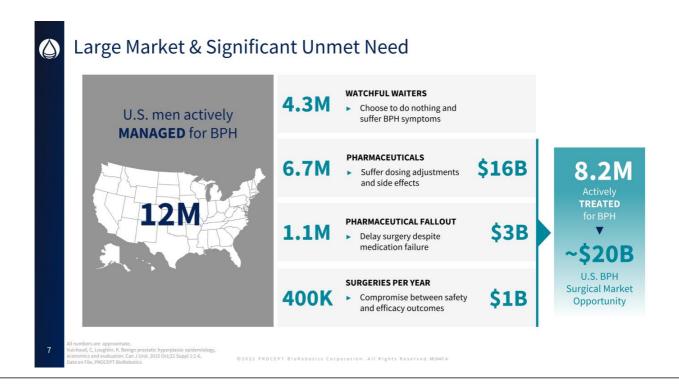
BARRY TEMPLIN

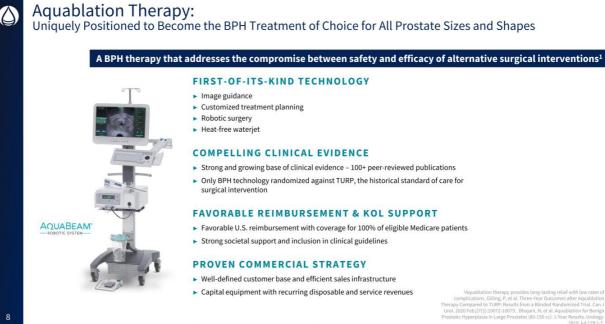
SVP, Clinical & Medical Affairs Abbott Vascular, Guidant, GE Aircraft Engines

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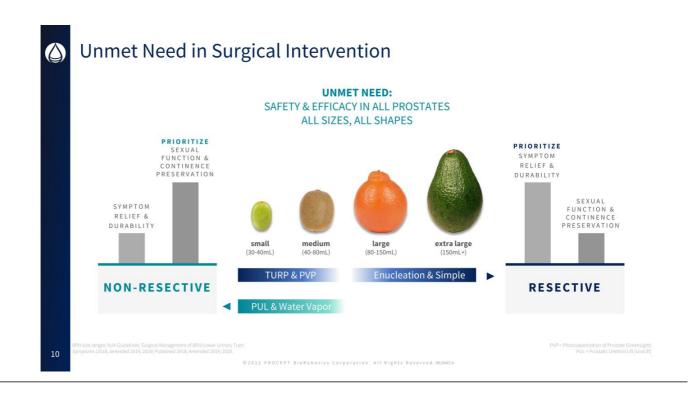


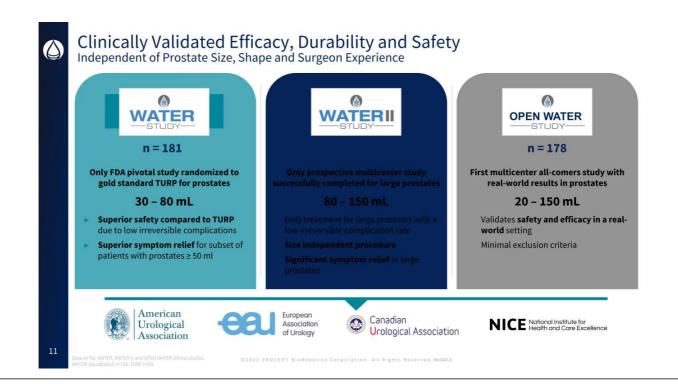












Safety Low Rates of Irreversible Complications in ALL Prostates

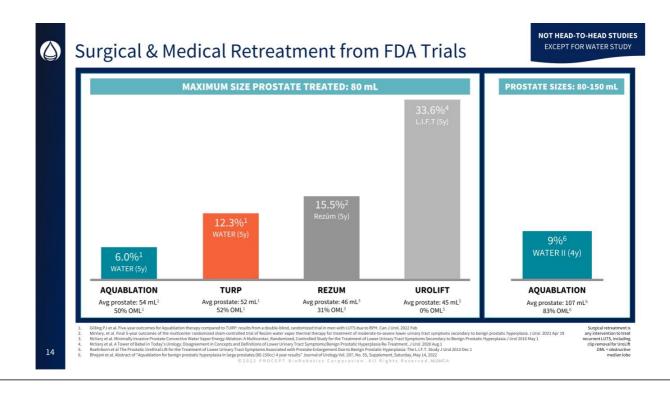
		WATER			
		Aquablation	TURP	WATER II	OPEN WATER
	Mean Prostate Size	54 mL	52 mL	107 mL	59 mL
0	bstructive Median Lobe	50%	52%	83%	59%
ications	Incontinence	0.0%	0.0%	2.0%	0.0%
Irreversible Complications	Erectile dysfunction	0.0%	0.0%	0.0%	0.0%
eversi	Ejaculatory dysfunction	6.9%	24.6%	14.9%	8.4%
Irre		Statistical Significance: p<0.05		17.570	5.470

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B and OPEN WATER clinical childree @ 2022 PROCEPT BIOROBOTICS Corporation. All Rights Reserved. ML0447.4

Efficacy and Durability Similar Outcomes to TURP, *but* Across ALL Prostates in Both Clinical and Commercial Studies





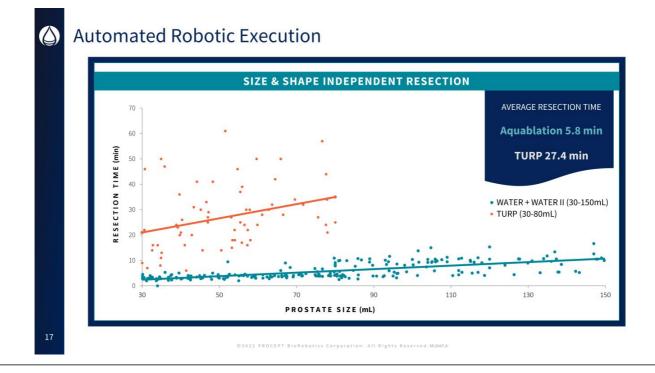
	Safety Real-world Low Rates of Irreversible Complications in ALL Prostates						
			WATER		WATER II	OPEN WATER	
			Aquablation	TURP	WATERII	OPEN WATER	
		Mean Prostate Size	54 mL	52 mL	107 mL	59 mL (20-150 mL)	
	o	bstructive Median Lobe	50%	52%	83%	59%	
	ications	Incontinence	0.0%	0.0%	2.0%	0.0%	
	Irreversible Complications	Erectile dysfunction	0.0%	0.0%	0.0%	0.0%	
	Ejaculatory dysfunctio		6.9%	24.6%	14.00/	0.49/	
		Ejaculatory dysfunction	Statistical Signi	ficance: p<0.05	14.9%	8.4%	
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Data on file. WATER, WATER II, and OPEN WATER clinical studies.

Resective Surgery: Summary of Key Safety Data

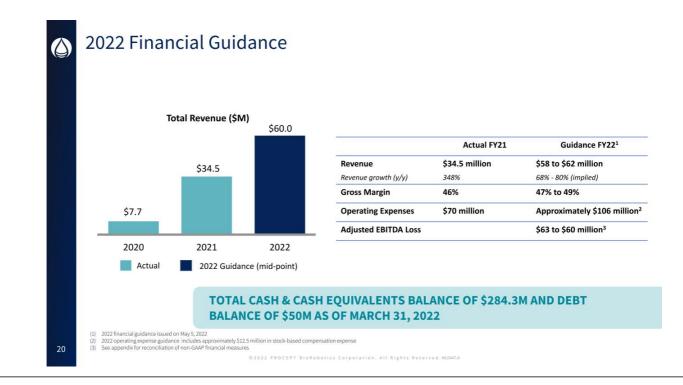
		TURP ^{1,2}	PVP ^{1,2}	Enucleation ^{1,2,3}	Simple Prostatectomy ^{1,2,4}
Gei	neral Prostate Size Treated	< 80mL	< 80mL	> 80mL	>100mL
Complications	Incontinence	As high as 2%	As high as 2%	As high as 33%	As high as 8%
	Erectile dysfunction	As high as 14%	As high as 20%	As high as 8%	As high as 3%
Irreversible	Ejaculatory dysfunction	As high as 89%	As high as 50%	As high as 77%	As high as 90%

"Leong et al. Minimizing Sexual Dysfunction in BPH Surgery. Current Sexual Health Reports (2019) 11:190–200 "Comiter et al. Urinary incontinence after prostate treatment. Up to Date; Last update May 2020. "Spetti, J., et al. Urinary incontinence after HCLPF: Incidence, evolution and predictive factors. Prog Urol. 2019 Feb;29(2):101-107 "Mbrat, M. Simple Prostatectomy. Medicape. 2018. Data reported in each category is not head to head.

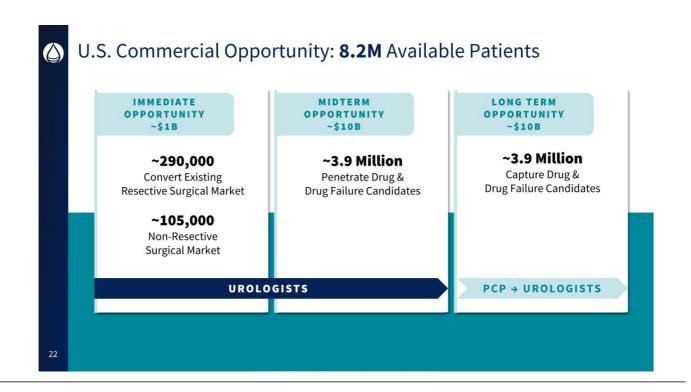


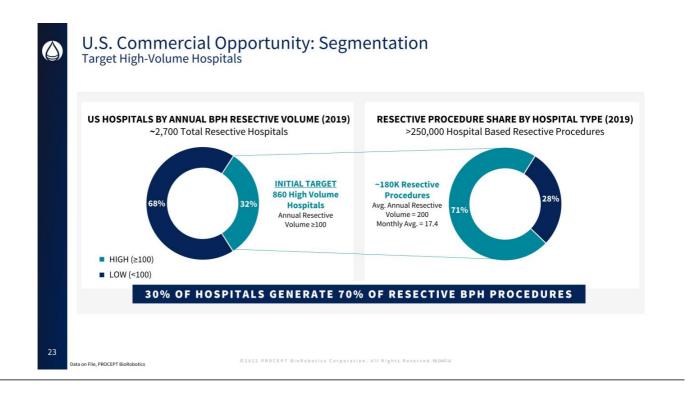


1Q22 Earnings Recap 22 ~\$350K \$14.2M **U.S. HANDPIECES SOLD** ~1,425 (+97% y/y) (+47% y/y) (+17% y/y) ~1,230 WORLDWIDE U.S. AQUABEAM U.S. A AQUABEAM REVENUE SYSTEMS SOLD AVG SELLING PRICE -840 5.6 ~175M 93 ~630 (+81% y/y) (+35% y/y) (~75% Coverage) U.S. MONTHLY U.S. AQUABEAM TOTAL COVERED UTILIZATION **INSTALL BASE** LIVES^{1,2} Q2'21 Q3'21 Q4'21 Q1'22 (1) Includes Medicare, Aetna, Cigna, Anthem, Humana, HCSC, Emblem Health, BCBS Massachusetts, CareFirst, BCBS North Dakota, Independence BCBS, and Medical Mutual of Ohio (2) As of May 13, 2022

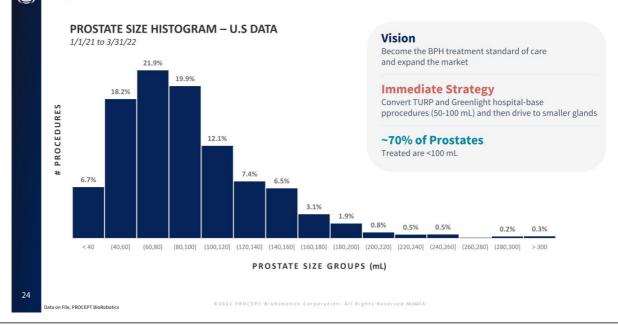








Aquablation Treated Prostate Sizes – U.S.





SURGEON PANEL

2022 American Urology Association Annual Meeting

May 13, 2022



Introductions



Dean Elterman, MD University of Toronto

Toronto, Canada



Brian Helfand, MD, PhD Northshore University Health System ^{Chicago, IL}



Pratik Desai, MD Potomac Urology

Woodbridge, VA

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Disclosures

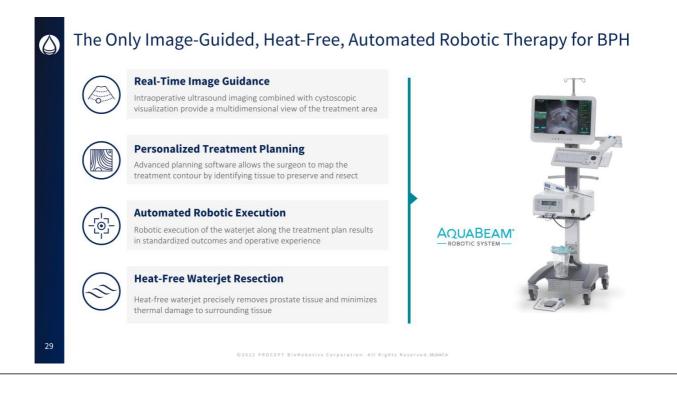
- Boston Grants/Research Support: Boston Scientific, Pfizer, Clarion
- Speakers Bureau/Honoraria: Allergan, Astellas, Coloplast, Boston Scientific, Ferring, Medtronic, Clarion, PROCEPT BioRobotics
- Consulting: Medtronic, BSCI, Coloplast, Axonics, PROCEPT BioRobotics
- Investigator: BSCI, Meditate, Medeon, Zenflow, Medtronic, Axonics, PROCEPT BioRobotics

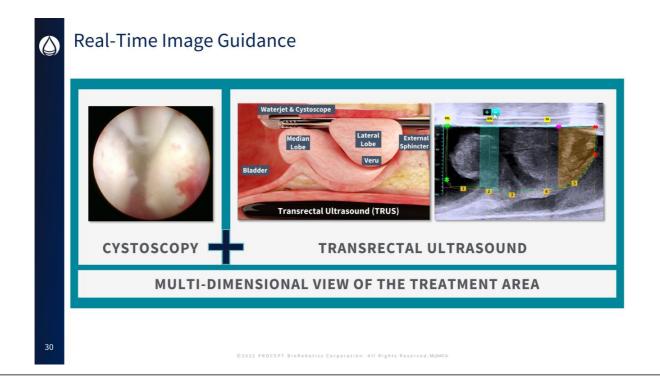
The views expressed in this presentation are those of the presenter and do not necessarily reflect the views or policies of PROCEPT BioRobotics or its subsidiaries. No official endorsement by PROCEPT BioRobotics or any of its subsidiaries of any vendor, products or services contained in this presentation is intended or should be inferred.

An honorarium is provided by PROCEPT BioRobotics to the speakers for this presentation.

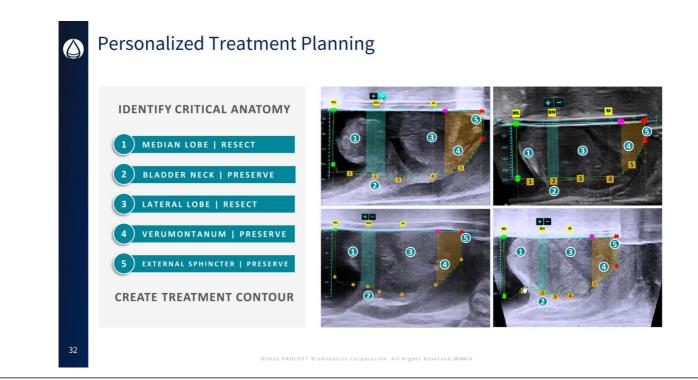
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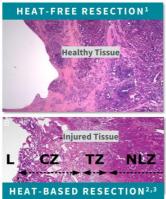






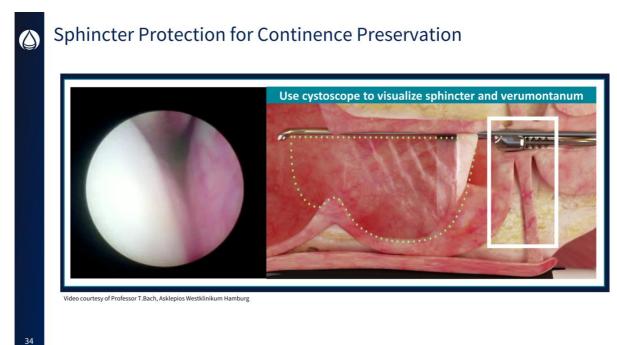


Heat-Free Waterjet Resection

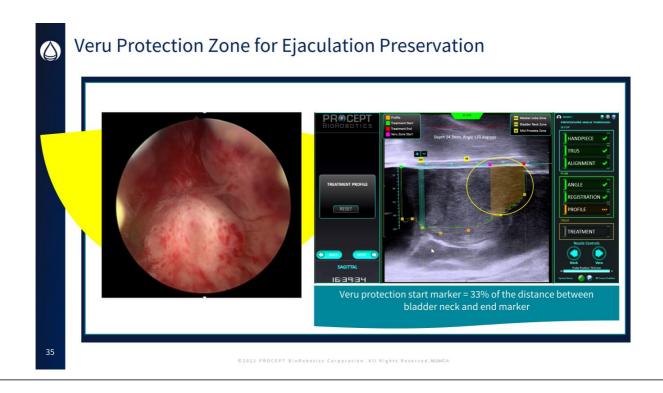


Heat-based options can lead to thermal injury and result in: ▶ Highly variable depth of tissue penetration ▶ Necrosis which may extend deeper than cavity created Potential for unintended prostate capsule perforation Potential damage to nerve bundle responsible for erectile function Delayed healing of prostatic urethra

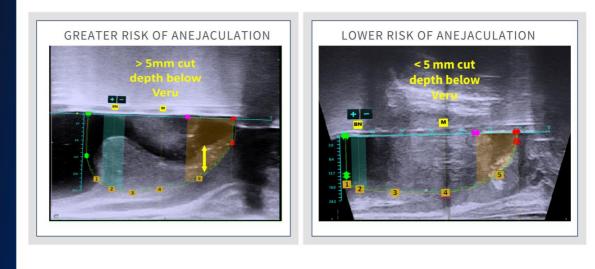
 Loata on file at PROCEPT BioRobotics
Maleket al. Photoselective Vaporization Prostatectomy: Experience With a Novel 180 W 532 nm Lithium Triborate Laser and Fiber Delivery System in Living Dogs, The Journal of Urology, Volume 185, Is Sist N022-5347.
Bnyère F, et al. Penetration depth with the XPS GreenLight laser assessed by contrast enhanced ultrasonography. J Endourol. 2013 Oct;27(10):1282-6. doi: 10.1089/end.2013.0368. Epub 2013 Aug 21. statectomy: Experience With a Novel 180 W 532 nm Lithium Triborate Laser and Fiber Delivery System in Living Dogs, The Journal of Urology, Volume 185, Issue 2, 2011, Pages 712-718,



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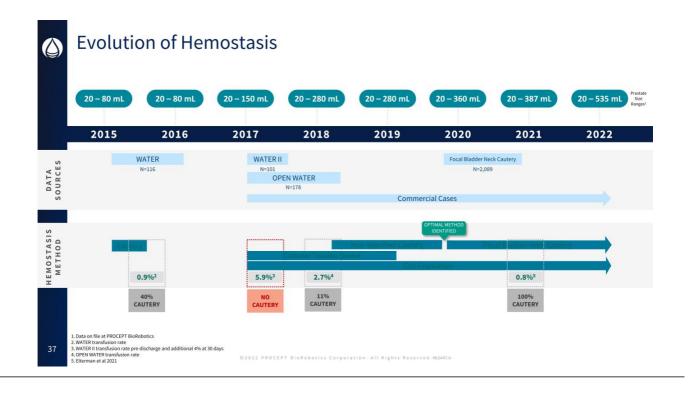
Veru Protection Zone | Depth of Resection

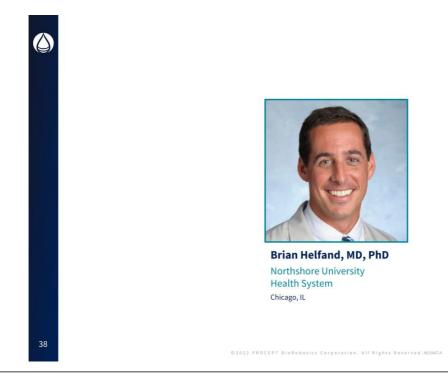


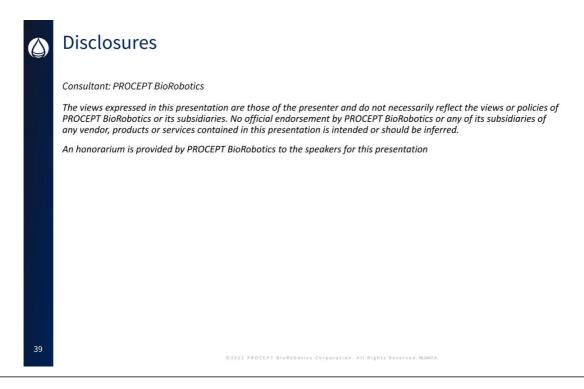
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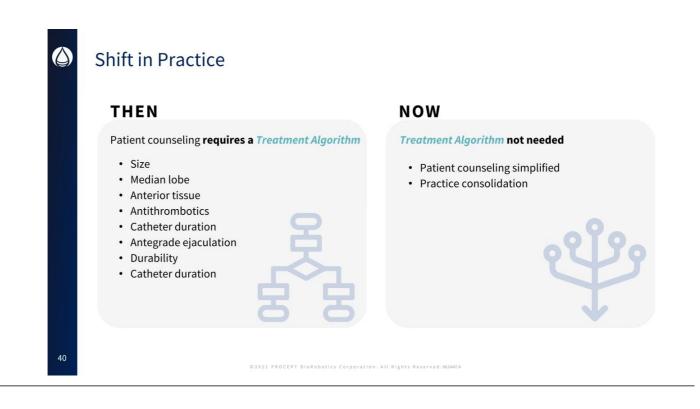
Nguyen D, et al. Predictors of Anejaculation after Aquablation Procedure. Prostatic Disease and Male Voiding Dysfunction. 2021

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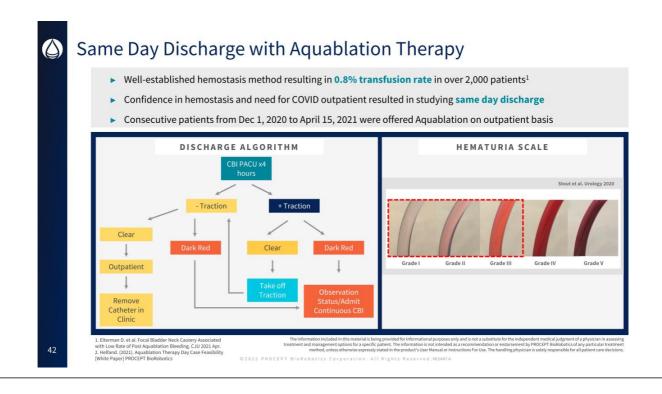








٨	Patient Experience		
	SEXUAL FUNCTION Magnitude of function preserved Longevity of function preservation	MEDICATION USE Ability to get off medication	RECOVERY Speed to discharge Time in OR post operatively Pain and dysuria
	CATHETER TIME Time with catheter po operatively	ost- Magnitude of	symptom reduction ptom reduction
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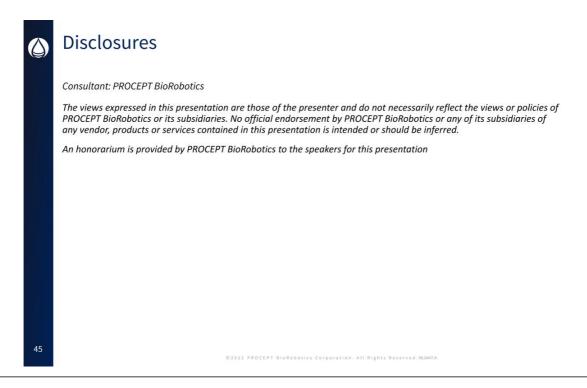
Same Day Discharge with Aquablation Therapy

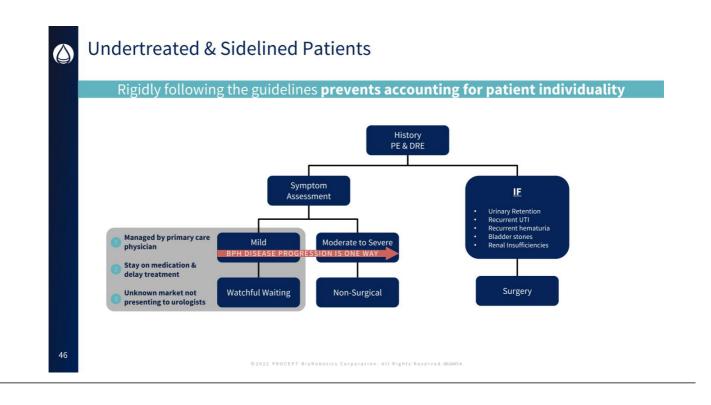
	eadmissions or transfusions of patients required home irrigation	
	Day-Case (n=20)	23-Hour Observation (n=3
Average Age (SD)	64.8 (4.8)	65.3 (6.65)
Average TRUS Volume (SD)	99.87 (50.69)	180.67 (158.35)
Average Intraprostatic Protrusion Le	ngth mm (SD) 5.07 (9.40)	8.41 (11.17)
Average AUA-SI Score (SD)	18.5 (9.2)	17.8 (6.4)
Average QoL Score (SD)	3.7 (0.9)	3.0 (1.7)
Average PSA ng/ml (SD)	5.22 (6.51)	8.85 (3.78)
Average Resection Time (SD)	8.22 (1.33)	14.50 (5.62)
CONCLUSION	While there is a trend for 23-hour ho with very large prostates, Aquablati most men as a day-case procedure hematuria criteria and medication c	on therapy is feasible for when they meet the noted

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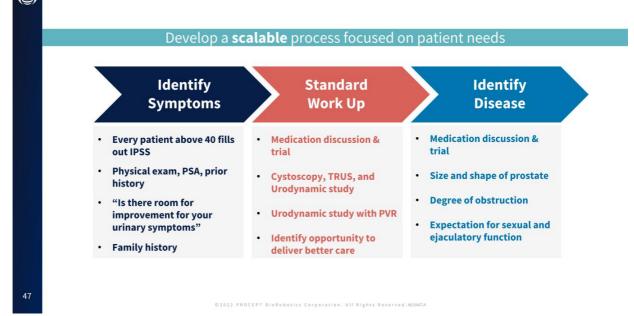
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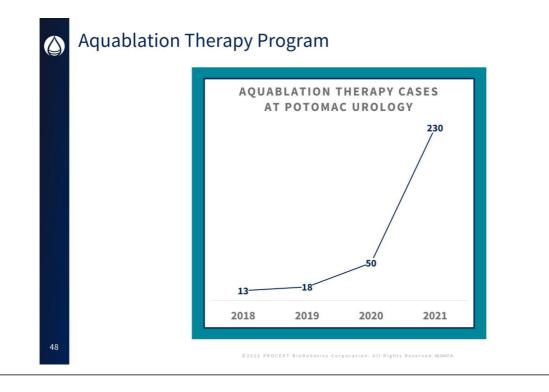


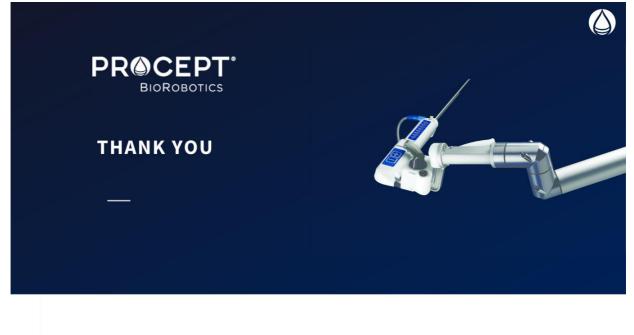




Standardized Process Flow







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	WATER: FDA RANDO (n=18)		WATER II: FDA SINGLE ARM STUD (n=101)
BASELINE CHARACTERISTICS	AQUABLATION (n=116)	TURP (n=65)	AQUABLATION (n=101)
Age, years, mean (SD)	66.0 (7.3)	65.8 (7.2)	67.5 (6.6)
Body mass index, mean (SD)	28.4 (4.1)	28.2 (4.5)	28.4 (4.2)
Prostate size (TRUS), mL; mean (SD)	54.1 (16.2)	51.8 (13.8)	107.4 (22.1)
Obstructive median lobe, %	50%	52%	83.2%
Prostate-specific antigen, g/dL; mean (SD)	3.7 (3.0)	3.3 (2.3)	7.1 (5.9)
BASELINE QUESTIONNAIRES			
IPSS score, mean (SD)	22.9 (6.0)	22.2 (6.1)	23.2 (6.3)
IPSS QoL, mean (SD)	4.8 (1.1)	4.8 (1.0)	4.6 (1.0)
Sexually active, n (%) [MSHQ-EjD]	93 (80.2%)	54 (83.1%)	77 (76%)
MSHQ-EjD, mean (SD)*	8.1 (3.7)	8.8 (3.6)	8.1 (3.9)
IIEF-5, mean (SD)*	17.2 (6.5)	18.2 (7.0)	15.1 (7.4)
ANTITHROMBOTIC USE			
Anticoagulant, n (%)	2 (1.7%)	2 (3.1%)	4 (4.0%)
Antiplatelet / NSAID, n (%)	15 (12.9%)	6 (9.2%)	21 (20.8%)
Aspirin (≤ 100 mg), n (%)	24 (20.7%)	11 (16.9%)	18 (17.8%)
Any of above, n (%)	41 (35.3%	19 (29.2%)	43 (42.6%)
BPH MEDICATION USE			
Alpha blocker, n (%)	48 (41.4%)	23 (35.4%)	41 (40.6%)
5-ARI, n (%)	2 (1.7%)	2 (3.1%)	4 (4.0%)
Alpha blocker / 5-ARI, n (%)	23 (19.8%)	14 (21.5%)	29 (28.7%)
Any of above, n (%)	73 (62.9%)	39 (60.0%)	74 (73.3%)

Non-GAAP Reconciliations

RECONCILIATION OF GAAP NET LOSS TO ADJUSTED EBITDA

(in thousands)

luna	udited)	

	Three Months End	ded March 31,
	2022	2021
Net loss	\$ (17,185)	\$ (12,822)
Depreciation and amortization expense	758	915
Stock-based compensation expense	1,552	650
Interest income and interest expense, net	1,385	1,450
Adjusted EBITDA	\$ (13,490)	\$ (9,807)

RECONCILIATION OF GAAP NET LOSS TO ADJUSTED

2022 EBITDA Guidance

(in thousands) (unaudited)

(undurica)			
	Low	Hi	igh
Net loss	\$ (84,400)	\$	(81,400)
Depreciation and amortization expense	3,900		3,900
Stock-based compensation expense	11,900		11,900
Interest income and interest expense, net	5,600		5,600
Adjusted EBITDA	\$ (63,000)	\$	(60,000)

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