

OMB APPROVAL	
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**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).

<b>1. Name and Address of Reporting Person*</b> <u>Desai Antal Rohit</u>  (Last) (First) (Middle) <u>C/O PROCEPT BIOROBOTICS CORPORATION</u> <u>900 ISLAND DRIVE</u>  (Street) <u>REDWOOD CITY CA 94065</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>PROCEPT BioRobotics Corp [ PRCT ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>09/17/2021</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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			
Common Stock	09/17/2021		C		49,517	A	(1)	49,517	I	By The 2:22 DNA Trust
Common Stock	09/17/2021		C		10,084,910	A	(1)	10,782,662	I	By White Tailed Ptarmigan, LP <sup>(2)</sup>
Common Stock	09/17/2021		P		440,000 <sup>(3)</sup>	A	\$25	11,222,662	I	By White Tailed Ptarmigan, LP <sup>(2)</sup>
Common Stock	09/17/2021		C		52,640	A	(1)	52,640	D	

**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	Amount or Number of Shares				
Series C Convertible Preferred Stock	(1)	09/17/2021		C			35,220	(1)	(1)	Common Stock	35,220	(1)	0	D	
Series E Convertible Preferred Stock	(1)	09/17/2021		C			7,284	(1)	(1)	Common Stock	7,284	(1)	0	D	
Series F Convertible Preferred Stock	(1)	09/17/2021		C			7,468	(1)	(1)	Common Stock	7,468	(1)	0	D	
Series G Convertible Preferred Stock	(1)	09/17/2021		C			2,668	(1)	(1)	Common Stock	2,668	(1)	0	D	
Series D Convertible Preferred Stock	(1)	09/17/2021		C			39,164	(1)	(1)	Common Stock	39,164	(1)	0	I	By The 2:22 DNA Trust
Series E Convertible Preferred Stock	(1)	09/17/2021		C			9,104	(1)	(1)	Common Stock	9,104	(1)	0	I	By The 2:22 DNA Trust
Series G Convertible Preferred Stock	(1)	09/17/2021		C			1,249	(1)	(1)	Common Stock	1,249	(1)	0	I	By The 2:22 DNA Trust
Series D Convertible Preferred Stock	(1)	09/17/2021		C			4,712,969	(1)	(1)	Common Stock	4,712,969	(1)	0	I	By White Tailed Ptarmigan, LP <sup>(2)</sup>

**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	Amount or Number of Shares				
Series E Convertible Preferred Stock	(1)	09/17/2021		C			3,038,934	(1)	(1)	Common Stock	3,038,934	(1)	0	I	By White Tailed Ptarmigan, LP <sup>(2)</sup>
Series F Convertible Preferred Stock	(1)	09/17/2021		C			2,060,802	(1)	(1)	Common Stock	2,060,802	(1)	0	I	By White Tailed Ptarmigan, LP <sup>(2)</sup>
Series G Convertible Preferred Stock	(1)	09/17/2021		C			272,205	(1)	(1)	Common Stock	272,205	(1)	0	I	By White Tailed Ptarmigan, LP <sup>(2)</sup>

**Explanation of Responses:**

1. Each share of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock and Series G Preferred Stock converted automatically into one share of Common Stock upon the closing of the Issuer's initial public offering. These shares had no expiration date.

2. Antal Desai, a member of our board of directors and a Partner of CPMG, Inc., along with Kent McGaughy, Jr., the sole shareholder and managing director of CPMG, Inc., may be deemed to share voting and investment power with respect to the shares beneficially owned by White Tailed Ptarmigan, LP. Mr. Desai disclaims beneficial ownership of the shares beneficially owned by White Tailed Ptarmigan, LP except to the extent of any pecuniary interest therein.

3. Represents a purchase in the Issuer's public offering.

**Remarks:**

/s/ Alaleh Nouri, Attorney-in-Fact for Antal Rohit Desai      09/21/2021

\*\* 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.

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