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): April 28, 2023					
	PROCEPT BIOROBOTICS CORPORATION (Exact name of registrant as specified in its charter)					
	Delaware (State or other jurisdiction of incorporation)	001–40797 (Commission File Number)	26-0199180 (IRS Employer Identification 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 simult	taneously satisfy the filing obligation of the registrant under any of the following prov	isions:			
	Written communications pursuant to Rule 425 under the Securities	Act (17 CFR 230.425)				
	Soliciting material pursuant to Rule 14a-12 under the Exchange Ac	et (17 CFR 240.14a-12)				
	Pre-commencement communications pursuant to Rule 14d-2(b) un	nder the Exchange Act (17 CFR 240.14d-2(b))				
	Pre-commencement communications pursuant to Rule 13e-4(c) und	der the Exchange Act (17 CFR 240.13e-4(c))				
Secur	ities 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			
Indica chapte		ny as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or I	Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this			
Emerg	ging growth company					
	emerging growth company, indicate by check mark if the registrant has change Act. $\hfill\Box$	elected not to use the extended transition period for complying with any new or revis	ed financial accounting standards provided pursuant to Section 13(a) of			

Item 7.01 Regulation FD Disclosure

Beginning on April 28, 2022, representatives of PROCEPT BioRobotics Corporation (the "Company") intend to make presentations at investor conferences and in other forums. These presentations may include the information contained in Exhibit 99.1 furnished 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 furnished as Exhibit 99.1 to this report and 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.

(d) Exhibite

Exhibit No.	Description
99.1	Presentation of PROCEPT BioRobotics Corporation, dated April 28, 2023.
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: April 28, 2023

By: /s/ Alaleh Nouri

Alaleh Nouri

EVP, Chief Legal Officer and Secretary



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Safe Harbor Statement

This presentation and accompanying oral presentation contain "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," "believes," "expects," "intends," "projects," "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 acceptance of the AQUABEAM Robotic System and Aquablation therapy and descriptions of the Company's revenues, gross margin, profitability, operating expenses, or installed base growth, (ii) the establishment and maintenance 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, (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, and (x) the maintenance of intellectual property rights and proprietary technology of third parties.

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 Annual Report on Form 10-K filed with the SEC on February 28, 2023 and any current and periodic reports filed thereafter, available at www.sec.gov.

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

This presentation regarding the Company shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. Sales and offers to sell PROCEPT BioRobotics securities will only be made in accordance with the Securities Act of 1933, as amended, and applicable SEC regulations, including prospectus requirements.



Proven Executive Leadership Team



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

Pathways



Officer Accuray, Conceptus, Laserscope (Greenlight), VISX

KEVIN WATERS

EVP, Chief Financial



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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Agenda

- 1 Introduction 10 min Reza Zadno, CEO
- Financial Review 5 min Kevin Waters, CFO
- 3 Commercial Strategy 10 min Sham Shiblaq, Chief Commercial Officer
- Surgeon Panel with Q&A 60 min
 Dr. Dean Elterman / Dr. Brian Helfand / Dr. Jonathan Pavlinec

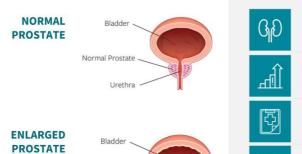


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Benign Prostatic Hyperplasia (BPH) A Significant Men's Health Disease in the U.S.



#1 Reason men visit the urologist

Estimated men ages 51-60 have BPH and prevalence increases over time

99% Men will b... Quality of Life Men with BPH say symptoms impact



~40M

Men in the U.S. that currently have



Men >65 years old in the U.S. expected 2x Men >65 years old in the 5.5. to double in the next 10 years

Enlarged Prostate

Urethra

(BPH)

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Large Market & Significant Unmet Need



WATCHFUL WAITERS 4.3M Choose to do nothing and suffer BPH symptoms PHARMACEUTICALS \$16B 6.7M Suffer dosing adjustments and side effects PHARMACEUTICAL FALLOUT \$3B 1.1M Delay surgery despite medication failure SURGERIES PER YEAR \$1B 400K • Compromise between safety and efficacy outcomes

Actively **TREATED** U.S. BPH Surgical Market Opportunity

All numbers are approximate.

Vuichoud, C, Loughlin, K. Benign prostatic hyperplasia: epidemiology, economics and evaluation. Can J Urol. 2015 Oct;22 Suppl 1:1-6.

Data on File, PROCEPT BioRobotics

Total surgeries based on 2019 market data, representing pre-pandemic surgeries

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Unmet Need in Surgical Intervention

UNMET NEED: SAFETY & EFFICACY IN ALL PROSTATES ALL SIZES, ALL SHAPES



BPH size ranges: AUA Guidelines: Surgical Management of BPH/Lower Urinary Tract Symptoms (2018, amended 2019, 2020) Published 2018, Amended 2019, 2020.
Tanneru et al: An Indirect Comparison of Newer Minimally Invasive Treatments for Benign Prostatic Hyperplasia: A Network Meta-Analysis Model, Journal of Endourology, 2020

PVP = Photovaporization of Prostate MIST: Minimally Invasive Surgical Technology

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Aquablation Therapy with the AquaBeam Robotic System Only Image-Guided, Automated Robotic Therapy for BPH

EFFECTIVE, SAFE
AND DURABLE
OUTCOMES THAT
ARE INDEPENDENT
OF PROSTATE SIZE,
SHAPE, AND
SURGEON
EXPERIENCE





Real-Time Image Guidance

Intraoperative ultrasound imaging combined with cystoscopic visualization provide a multidimensional view of the treatment area



Personalized Treatment Planning

Advanced planning software allows the surgeon to map the treatment contour that precisely targets the resection area



Automated Robotic Execution

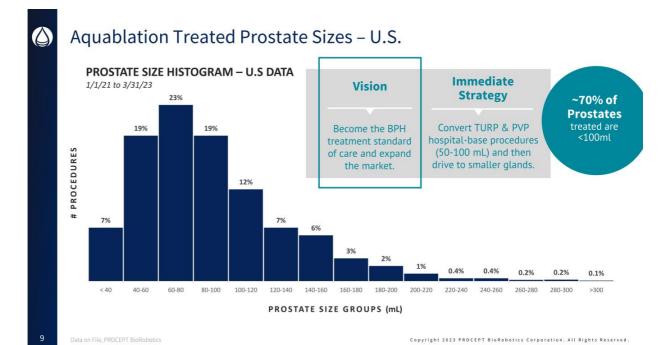
The robot executes the treatment plan and guides the precisely calibrated waterjet with speed and accuracy while surgeon monitors



Heat-Free Waterjet Resection

Utilizing the unique power of a pulsating waterjet near the speed of sound, Aquablation therapy removes prostatic tissue with a heat-free waterjet

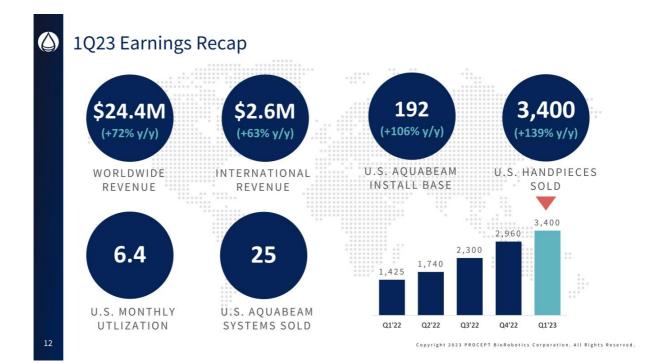
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2023 Financial Guidance



	Actual 2022	Guidance FY23 ¹
Revenue	\$75.0 million	\$128.0 million
Revenue growth (y/y)	118%	~71%
Gross Margin	49%	54%
Operating Expenses	\$117.8 million ²	\$167.0 million ³
Adjusted EBITDA Loss	\$68.0 million ⁴	\$70.5 million ⁴

TOTAL CASH & CASH EQUIVALENTS BALANCE OF \$181M AND DEBT BALANCE OF \$52M AS OF MARCH 31, 2023

(1) 2023 financial guidance updated on April 27, 2023

2022 operating expenses included approximately \$10.4 million in stock-based compensation expense

3) 2023 operating expense guidance includes approximately \$22.1 million in stock-based compensation expense

(4) See appendix for reconciliation of non-GAAP financial measures

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U.S. Commercial Opportunity: Segmentation Target High-Volume Hospitals



~2,700 Total Resective Hospitals

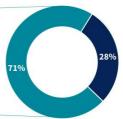
RESECTIVE PROCEDURE SHARE BY HOSPITAL TYPE (2019)

>250,000 Hospital Based Resective Procedures



INITIAL TARGET
860 High Volume
Hospitals
Annual Resective
Volume ≥100

~180K Resective Procedures Avg. Annual Resective Volume = 200 Monthly Avg. = 17.4



- HIGH (≥100 procedures)
- LOW (<100 procedures)

30% OF HOSPITALS GENERATE 70% OF RESECTIVE BPH PROCEDURES

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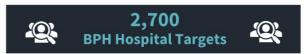
Data on File, PROCEPT BioRobotics Hospitals and Procedures based on 2019 market data, representing pre-pandemic surgeries

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Sales Pipeline Explained





RSR initial relationship development with surgeon

Phase Zero Pipeline

RSR partners with surgeon champion
Assign confidence interval to close

Phase 1+ Pipeline

Agree to contract terms, opportunity exits funnel and system is shipped to customer





Sales Pipeline Process

PHASE 1 PHASE 2 PHASE 3 PHASE 4

Once deal enters funnel, high probability to close in 6 to 9 months

Partner with a Surgeon Champion Present Aquablation
Program to Execs

Funds Approved and Contract Negotiation

Acquisition

Identify surgeon champion with executive access

Leverage peer to peer programs to nurture lead development and gain commitment Illustrate Clinical and Economic value propositions

Quantify Market Development opportunity Leverage regional or national contracts, if applicable Set impending events (e.g. scheduling patients)

Coordinate crossfunctional program launch (capital, utilization, HE&R, Marketing)

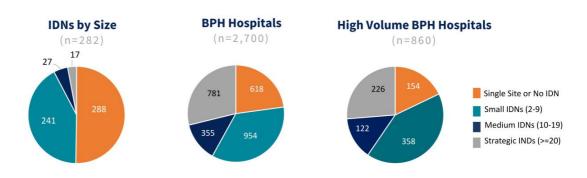
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IDN Market Segmentation

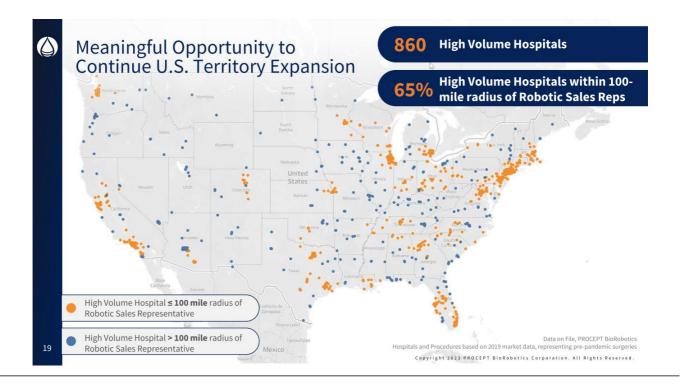


17 Strategic IDNs account for ~29% of BPH hospitals and ~26% of high-volume centers

18

Data on File, PROCEPT BioRobotics Hospitals and Procedures based on 2019 market data, representing pre-pandemic surgeries

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Introductions



Dean Elterman, MDUniversity of Toronto

Toronto, Canada



Brian Helfand, MD, PhD

North Shore University
Health System

Chicago, IL



Jonathan Pavlinec, MD Florida Urology Partners, HCA South Shore Hospital Tampa, FL



Disclosures



Dean Elterman, MDUniversity of Toronto

Toronto, Canada

Grants/Research Support: Boston Scientific

Speakers Bureau/Honoraria: AbbVie Astellas, Boston Scientific, Medtronic, PROCEPT BioRobotics, Prodeon, Zenflow

Consulting: Medtronic, BSCI, Coloplast, Rivermark, PROCEPT BioRobotics

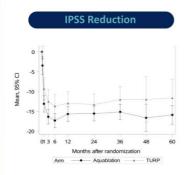
Investigator: BSCI, Olympus, Prodeon, Zenflow, Medtronic, Rivermark, PROCEPT BioRobotics, Proverum

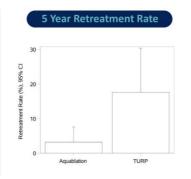
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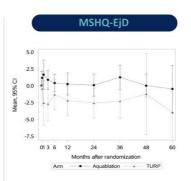
An honorarium is provided by PROCEPT BioRobotics to the speakers for this presentation



Aquablation is Superior to TURP Treating 50-80mL Prostates^{1,2}







Aquablation Therapy yields better long-term efficacy and safety outcomes than TURP for prostate volumes of 50-80mL

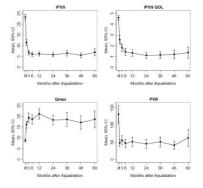
^{(1) 2022} Gilling et al WATER 5yr

⁽²⁾ EAU 2023, Aquablation Therapy vs TRUP: 5-year outcomes of the WATER Randomized Clinical Trial for Prostate Volume 50-80mL



WATER II - Five Year Efficacy Results Aquablation 5 Year Cohort

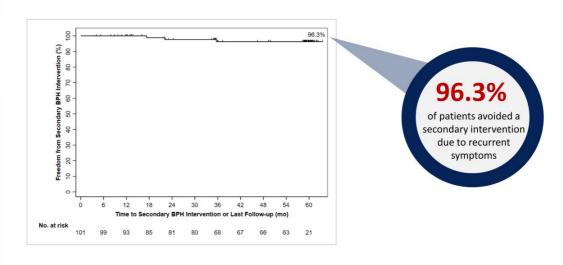
IPSS improvement	15.9, p < 0.0001
IPSS baseline (SD)	22.6 (6.4)
IPSS at 60-months (SD)	6.8 (4.6)
Qmax improvement	9.2, p < 0.0001
Qmax baseline, mL/sec (SD)	8.6 (3.4)
Qmax 60-mo, mL/sec (SD)	17.1 (9.8)



At 5-year prospective follow-up, Aquablation was shown to be safe and effective in men with large prostates (80-150mL) $\,$



WATER II – Freedom from Secondary BPH Intervention at 5yrs¹

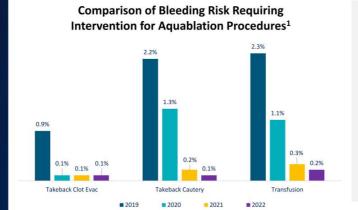


(1) Bhoja

(1) Bhojani et al. EAU 2023 WATER II 5yr data presentation



Aquablation Postoperative Bleeding Risk Reduction



~13,500 Aquablation cases were performed with a mean prostate size of 90mL

Focal bladder neck cautery protocol introduced in January 2020

Significant decline in bleeding risk requiring an intervention

In 2022, risk of transfusion was reduced to 0.2%

Following adoption of the standardized hemostasis technique, bleeding risk has declined 10-fold and allowing some surgeons the option of day-case Aquablation.

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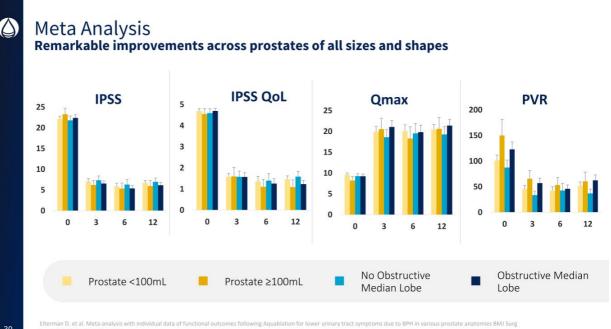
(1) https://www.auaiournals.org/doi/pdf/10.1097/JU.000000000003299.02



Clinically Validated Efficacy, Durability and Safety Independent of Prostate Size and Shape

Meta-Analysis		Average Results Across All Sub-Groups	
Clinical studies	4	IPSS improvement	16 points
atients	425	Urinary peak flow rate	20.5 mL/sec
rostate volume	20 – 150 mL WATER WATER STUDY 1. Above or below 100 mL 2. Absence or presence of obstructive median lobe	Quality of life improvement	3.3 points
1 year follow up		Post void residual improvement	62 mL
nalysis		Ejaculatory dysfunction	10.8%
of sub- groups		Erectile dysfunction	0%
		Incontinence	0.5%

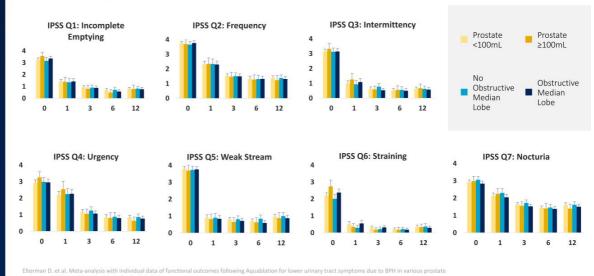
Elterman D. et al. Meta-analysis with individual data of functional outcomes following Aquablation for lower urinary tract symptoms due to BPH in variou prostate anatomies BMJ Surg Interv Health Technologies 2021





Meta Analysis

Remarkable improvements across prostates of all sizes and shapes





Disclosures



Brian Helfand, MD, PhD

North Shore University
Health System

Chicago, IL

Consulting: PROCEPT BioRobotics

Network investigator: NIH LURN lower urinary tract dysfunction

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Simplified Treatment Algorithm Improves Practice Efficiency

THEN...

Patient counseling requires a

Treatment Algorithm

- Size
- ▶ Median Lobe
- ► Anterior Tissue
- Antithrombotics
- ► Catheter Duration
- Antegrade Ejaculation
- Durability
- Catheter Duration

NOW...

Treatment Algorithm not needed

- ▶ Patient counseling simplified
- ▶ Practice consolidation



Surgeons to Limit Pharmaceutical Therapy in Future



MINIMAL IMPACT ON SYMPTOMS & HIGH SIDE EFFECT PROFILE

- Minimal impact on symptom relief (IPSS reduction: ~5 points) and flow improvement (~2.5 mL/s improvement)
- Side effects may include ejaculatory dysfunction, erectile dysfunction, headaches, dizziness, and loss of libido
- Long-term use increases risk of cardiac failure and dementia
- Long-term use increases risk of severe bladder damage
- Up to 30% of patients stop BPH medication within 2 years

Given the growing aging population, surgeons want to offer a "one and done" solution to minimize retreatment rates

IN LUTS SLUDY, NELTH DECEMBER 2005, VOLSHS, NO.25
LUSSy et al. Cardiac Failure Associated with Medical Therapy of Benign Prostatic Hyperplasia: A Population Based Study / Vol. 205, 1430-1437, May 2021
Bortnick et al. Long-term Consequences of Medical Therapy for Benign Prostatic Hyperplasia / Rev Urol. 2019;21(4):154-157.
Failure to continue meds based on Kapian Factors in Predicting Failure With Medical Therapy for BPH, Rev Urol. 2005;7(suppl 7):534-S39.
IPSS = International Prostate Exemptors

PSS = 100 - 100



Aquablation to Expand Resective Surgery Market





Same Day Discharge with Aquablation Therapy

Day Case If the degree of hematuria was not clinically significant (grades I–III) Aquablation after clamping irrigation at ~4 hours postoperatively, patients were discharged home. The catheter must be flowing well without clots.





Aquablation Therapy Resident Training Program



AQUABLATION RESIDENCY PROGRAMS ARE THE NEW STANDARD

- Younger surgeons prefer to train with novel technologies
- Enhancing skills and use of rectal ultrasound equipment
- Increased emphasis on surgical planning and relevant anatomy
- Surgical standardization to improve patient outcomes

AQUABLATION THERAPY CURRENTLY IN 16 RESIDENCY PROGRAMS ACROSS THE UNITED STATES



Disclosures



Jonathan Pavlinec, MDFlorida Urology Partners,
HCA South Shore Hospital

Tampa, FL

Consulting: PROCEPT BioRobotics

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J.



Partnering with Hospital Networks to Launch Aquablation Program







Expand Geographic Reach

Become the premier urology practice in Tampa, FL area. Draw patients from hours away and never refer patients out



Urology Halo Effect

Leverage Prostate Cancer and Kidney Stone practice to offer standardized surgical BPH treatment with Aquablation therapy



Improve Efficiencies

 $Limit\ Da\ Vinci \ use\ to\ radical\ prostate ctomies, while\ standardizing\ BPH\ surgery\ for\ Aquablation\ Therapy$

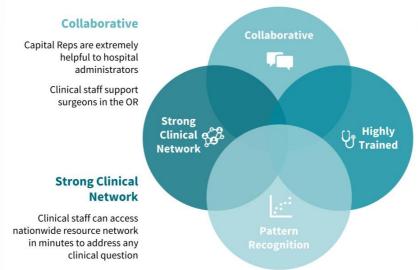


Prioritize Value Based Care

A quablation Therapy's superior durability results in a one-and-done option for patients



Aquablation Clinical Support Staff



Highly Trained

Prior to entering the field, every Aquablation Rep is required to complete a rigorous training program and pass a comprehensive surgical exam

Pattern Recognition

Each prostate and case is different

Clinical staff support surgeons in identifying nuanced anatomical patterns

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1/2



Aquablation Therapy on Path to Become Standard of Care

THEN...

- Exclusively treated large prostates (>120mL) with Da Vinci Robot or outside referrals
- Limited OR time due to backlog of Da Vinci cases for BPH
- Difficult to balance cancer, complex urolithiasis, and severe BPH cases

NOW...

- Incorporated all surgeon partners to handle increased case load with expansion to multiple sites
- Keep all prostate cases and standardize with Aquablation Therapy
- Aquablation Therapy frees up time for Da Vinci cancer procedures and other OR blocks
- Large increase in BPH patient volume via "word-of-mouth"



All surgeons at Florida Urology Partners are strongly encouraged to use Aquablation Therapy to improve practice efficiencies given low learning curve and growing patient supply.



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Non-GAAP Reconciliations

RECONCILIATION OF GAAP NET LOSS TO ADJUSTED EBITDA

(in thousands) (unaudited)

	Three Months Ended March 31,			
		2023		2022
Net loss	\$	(28,484)	\$	(17,185)
Depreciation and amortization expense		793		758
Stock-based compensation expense		3,724		1,552
Interest (income) and interest expense, net		49		1,385
Adjusted EBITDA	\$	(23,918)	\$	(13,490)

RECONCILIATION OF 2023 GAAP NET LOSS TO ADJUSTED EBITDA Guidance

(in thousands) (unaudited)

	2023	
Net loss	\$	(98,325)
Depreciation and amortization expense		5,050
Stock-based compensation expense		22,125
Interest (income) and interest expense, net		650
Adjusted EBITDA	\$	(70,500)