

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

OMB APPROVAL	
OMB Number:	3235-0104
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1. Name and Address of Reporting Person* <u>Waters Kevin</u>			2. Date of Event Requiring Statement (Month/Day/Year) <u>09/14/2021</u>		3. Issuer Name and Ticker or Trading Symbol <u>PROCEPT BioRobotics Corp [ PRCT ]</u>		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Senior VP, CFO</u>			5. If Amendment, Date of Original Filed (Month/Day/Year)	
<u>C/O PROCEPT BIROBOTICS CORPORATION</u> <u>900 ISLAND DRIVE</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	
(Street) <u>REDWOOD CITY CA</u> <u>94065</u>							
(City) (State) (Zip)							

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>52,631</u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Stock Option (Right to Buy)</u>	<u>(1)</u>	<u>10/23/2028</u>	<u>Common Stock</u> <u>207,717</u>	<u>4.5125</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(2)</u>	<u>08/10/2028</u>	<u>Common Stock</u> <u>70,219</u>	<u>5.1775</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(3)</u>	<u>12/12/2029</u>	<u>Common Stock</u> <u>70,990</u>	<u>4.56</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(4)</u>	<u>06/22/2031</u>	<u>Common Stock</u> <u>86,315</u>	<u>7.2675</u>	<u>D</u>	

**Explanation of Responses:**

- The Stock option was granted on October 23, 2018 and vests 25% on the first anniversary of the vesting commencement date of October 8, 2018, and the remainder vest on the monthly anniversary over a four year period thereafter, subject continued employment or service to the Issuer through the applicable vesting date.
- The Stock option was granted on August 10, 2020 and vests 12.5% on the sixth month anniversary of August 1, 2020 and the remainder vests monthly over a four year period thereafter, subject continued employment or service to the Issuer through the applicable vesting date.
- The Stock option was granted on December 12, 2019 and vests on each monthly anniversary of the grant date over a four year period, subject continued employment or service to the Issuer through the applicable vesting date.
- The Stock option was granted on June 22, 2021 and vests 25% on the on the 6 month anniversary of the grant date and the remaining shares vest on each monthly anniversary over a four year period thereafter, subject continued employment or service to the Issuer through the applicable vesting date.

**Remarks:**

Exhibit List: Exhibit 24 - Power of Attorney

/s/ Alaleh Nouri, Attorney-in-Fact for Kevin Waters 09/14/2021

\*\* 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 5 (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.

POWER OF ATTORNEY

With respect to holdings of and transactions in securities issued by Procept Biorobotics Corporation (the "Company"), the undersigned hereby:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the United States Securities and Exchange Commission
2. execute for and on behalf of the undersigned, Forms 3, 4, and 5 in accordance with Section 16 of the Securities Exchange Act of 1934, as
3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assured. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 7th day of June, 2021.

By: /s/ Kevin Waters

Name: Kevin Waters

Schedule A

Individuals Appointed as Attorney-in-Fact with Full Power of Substitution and Resubstitution

1. Alaleh Nouri
2. Jonathan Stone