

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Waters Kevin</u>			2. Issuer Name and Ticker or Trading Symbol <u>PROCEPT BioRobotics Corp [ PRCT ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ X Officer (give title below) _____ Other (specify below) <u>EVP, CFO</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/06/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O PROCEPT BIOROBOTICS CORPORATION 150 BAYTECH DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	SAN JOSE CA 95134		Rule 10b5-1(c) Transaction Indication <input checked="" 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.					
(City)	(State)	(Zip)						

**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	12/06/2023		M <sup>(1)</sup>		4,360	A	\$4.52	37,883	D	
Common Stock	12/07/2023		M <sup>(1)</sup>		3,837	A	\$4.52	41,720	D	
Common Stock	12/08/2023		M <sup>(1)</sup>		6,888	A	\$4.52	48,608	D	
Common Stock	12/06/2023		S <sup>(1)</sup>		4,360	D	\$40.0214 <sup>(2)</sup>	44,248	D	
Common Stock	12/07/2023		S <sup>(1)</sup>		3,837	D	\$40	40,411	D	
Common Stock	12/08/2023		S <sup>(1)</sup>		6,888	D	\$40.0174 <sup>(3)</sup>	33,523	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
Stock Option (Right to Buy)	\$4.52	12/06/2023		M <sup>(1)</sup>			4,360	(4)	10/22/2028	Common Stock	4,360	\$0	203,357	D	
Stock Option (Right to Buy)	\$4.52	12/07/2023		M <sup>(1)</sup>			3,837	(4)	10/22/2028	Common Stock	3,837	\$0	199,520	D	
Stock Option (Right to Buy)	\$4.52	12/08/2023		M <sup>(1)</sup>			6,888	(4)	10/22/2028	Common Stock	6,888	\$0	192,632	D	

**Explanation of Responses:**

- All transactions reported here were effected pursuant to a Rule 10b5-1 Plan adopted by the reporting person on 3/9/2023.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.0000 to \$40.1500, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.0000 to \$40.0350, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
- The Stock Option was granted on October 23, 2018 and vested over a four year period.

**Remarks:**

/s/ Jonathan Stone, Attorney-in-Fact for Kevin Waters 12/08/2023

\*\* 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.

