

**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): June 4, 2024

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)

150 Baytech Drive
San Jose, California 95134
(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))
- 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

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 5.07 Submission of Matters to a Vote of Security Holders.

The annual meeting of stockholders (the “Annual Meeting”) of PROCEPT BioRobotics Corporation (the “Company”) was held on June 4, 2024.

All of the nominees for director listed in Proposal 1 in the Company’s Definitive Proxy Statement on Schedule 14A, as filed with the Securities and Exchange Commission on April 22, 2024 (the “Proxy Statement”), were elected to serve on the Company’s board of directors until the Company’s 2027 annual meeting of stockholders, or until his or her successor is duly elected or appointed, by the following vote:

Name of Nominee	Votes For	Votes Withheld	Broker Non-Votes
Amy Dodrill	31,432,304	7,396,713	4,261,507
Taylor Harris	31,484,184	7,344,833	4,261,507
Reza Zadno, Ph.D.	33,361,586	5,467,431	4,261,507

Proposal 2 in the Proxy Statement, a proposal to ratify the selection of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2024, was approved by the following vote:

Votes For	Votes Withheld	Abstentions
43,015,906	6,635	67,983

Proposal 3 in the Proxy Statement, a proposal to approve, on a non-binding advisory basis, the compensation of the Company’s named executive officers, was approved by the following vote:

Votes For	Votes Withheld	Abstentions	Broker Non-Votes
37,459,317	1,254,400	115,480	4,261,507

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 BIROBOTICS CORPORATION

Date: June 4, 2024

By: /s/ Alaleh Nouri

Alaleh Nouri

EVP, Chief Legal Officer and Secretary