
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

PROCEPT BioRobotics Corporation
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

26-0199180
(I.R.S. Employer
Identification Number)

900 Island Drive Redwood City, California
(Address of Principal Executive Offices)

94065
(Zip Code)

**2021 Equity Incentive Award Plan
2021 Employee Stock Purchase Plan**
(Full Title of the Plan)

Reza Zadno, Ph.D.
Chief Executive Officer
900 Island Drive

Redwood City, California 94065
(650) 232-7200

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Alaleh Nouri
Chief Legal Officer
Jonathan Stone
Associate General Counsel
900 Island Drive
Redwood City, California 94065
(650) 232-7200

B. Shayne Kennedy
Drew Capurro
Latham & Watkins LLP
650 Town Center Drive, 20th Floor
Costa Mesa, California 92626
(714) 540-1235

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed with the Securities and Exchange Commission for the purpose of registering an additional 2,620,548 shares of common stock, par value \$0.00001 per share, of PROCEPT BioRobotics Corporation (the "Registrant"), issuable under the following employee benefit plans for which registration statement on Form S-8 (File No. 333-259586) is effective: (i) the 2021 Equity Incentive Award Plan which, as a result of an automatic annual increase provision therein, added 2,183,790 shares of common stock, and (ii) the 2021 Employee Stock Purchase Plan which, as a result of the operation of an annual increase provision therein, added 436,758 shares of common stock.

Pursuant to General Instruction E to Form S-8, the contents of the above-referenced prior registration statements are incorporated into this Registration Statement by reference to the extent not modified or superseded hereby or by any subsequently filed document, which is incorporated by reference herein or therein.

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Form	Incorporated by Reference Date	Number	Filed Herewith
4.1	Amended and Restated Certificate of Incorporation, as in effect upon the closing of the initial public offering	S-1/A	09/08/21	3.1	
4.2	Amended and Restated Bylaws, as in effect upon the closing of the initial public offering	S-1/A	09/08/21	3.2	
5.1	Opinion of Latham & Watkins LLP				X
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1)				X
23.2	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm				X
24.1	Power of Attorney (included on signature page)				X
99.1	2021 Equity Incentive Award Plan	S-1/A	09/08/21	10.11	
99.1(a)	Form of Option Agreement under the 2021 Equity Incentive Award Plan	S-1/A	09/08/21	10.11(a)	
99.1(b)	Form of RSU Agreement under the 2021 Equity Incentive Award Plan	S-1/A	09/08/21	10.11(b)	
99.2	2021 Employee Stock Purchase Plan	S-1/A	09/08/21	10.12	
107	Fee Filing Table				X

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Reza Zadno</u> Reza Zadno, Ph.D.	Director and Chief Executive Officer <i>(Principal Executive Officer)</i>	May 6, 2022
<u>/s/ Kevin Waters</u> Kevin Waters	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	May 6, 2022
<u>/s/ Frederic Moll</u> Frederic Moll, M.D.	Director and Chair of the Board	May 6, 2022
<u>/s/ Antal Desai</u> Antal Desai	Director	May 6, 2022
<u>/s/ Amy Dodrill</u> Amy Dodrill	Director	May 6, 2022
<u>/s/ Taylor Harris</u> Taylor Harris	Director	May 6, 2022
<u>/s/ Thomas Krummel</u> Thomas Krummel, M.D.	Director	May 6, 2022
<u>/s/ Colby Wood</u> Colby Wood	Director	May 6, 2022
<u>/s/ Elisabeth Sandoval-Little</u> Elisabeth Sandoval-Little	Director	May 6, 2022
<u>/s/ Mary Garrett</u> Mary Garrett	Director	May 6, 2022

CALCULATION OF FILING FEE TABLE
FORM S-8
(Form Type)

PROCEPT BioRobotics Corporation
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

	Security Type	Security Class Type	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Share (2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Fees to Be Paid	Equity	Common Stock; \$0.00001 par value per share	457(c) and 457(h)	2,620,548 (3)	\$35.42	\$92,819,810.16	\$92.70 per \$1,000,000	\$8,604.40
Fees Previously Paid								
Total Offering Amounts						\$92,819,810.16		\$8,604.40
Total Fees Previously Paid								—
Total Fee Offsets								—
Net Fee Due								\$8,604.40

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement shall also cover any additional shares of the Registrant’s common stock that become issuable under the 2021 Equity Incentive Award Plan (the “2021 Plan”) and the 2021 Employee Stock Purchase Plan (the “ESPP”) by reason of any stock dividend, stock split, recapitalization or similar transaction effected without the Registrant’s receipt of consideration which would increase the number of outstanding shares of common stock.
- (2) Estimated in accordance with Rule 457(c) and 457(h) solely for the purpose of calculating the registration fee. The maximum price per share and the maximum aggregate offering price are based upon the average of the high and low prices of the Registrant’s Common Stock as reported on the Nasdaq Global Market on May 4, 2022, which date is within five business days prior to filing this Registration Statement.
- (3) Represents additional shares of the Registrant’s Common Stock that became available for issuance on January 1, 2022 under the 2021 Plan and ESPP, by operation of automatic annual increase provisions respectively therein.

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LATHAM & WATKINS LLP

May 6, 2022

PROCEPT BioRobotics Corporation
900 Island Drive
Redwood City, CA 94065

FIRM / AFFILIATE OFFICES

Austin	Moscow
Beijing	Munich
Boston	New York
Brussels	Orange County
Century City	Paris
Chicago	Riyadh
Dubai	San Diego
Düsseldorf	San Francisco
Frankfurt	Seoul
Hamburg	Shanghai
Hong Kong	Silicon Valley
Houston	Singapore
London	Tel Aviv
Los Angeles	Tokyo
Madrid	Washington, D.C.
Milan	

Re: Registration Statement on Form S-8 with respect to 2,620,548 shares of Common Stock of PROCEPT BioRobotics Corporation, par value \$0.00001 per share

To the addressee set forth above:

We have acted as special counsel to PROCEPT BioRobotics Corporation, a Delaware corporation (the “*Company*”), in connection with the preparation and filing by the Company with the Securities and Exchange Commission (the “*Commission*”) of a registration statement on Form S-8 (the “*Registration Statement*”) under the Securities Act of 1933, as amended (the “*Act*”), relating to the issuance of up to 2,620,548 shares of the Company’s common stock, par value \$0.00001 per share (the “*Shares*”), which may be issued pursuant to the Company’s 2021 Incentive Award Plan and the 2021 Employee Stock Purchase Plan (together, the “*Plans*”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the prospectuses forming a part thereof, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon the foregoing and upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein only as to the General Corporation Law of the State of Delaware, as amended (the “*DCGL*”), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients thereof, and have been issued by the Company for legal consideration in excess of par value in the circumstances contemplated by the Plans, assuming in each case that the individual issuances, grants or awards under the Plans are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the applicable Plan (and

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the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of PROCEPT BioRobotics Corporation of our report dated March 22, 2022 relating to the financial statements, which appears in PROCEPT BioRobotics Corporation's Annual Report on Form 10-K for the year end December 31, 2021.

/s/ PricewaterhouseCoopers LLP
San Jose, California
May 6, 2022