

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>VIKING GLOBAL INVESTORS LP</u> <hr/> (Last) (First) (Middle) <u>55 RAILROAD AVENUE</u> <hr/> (Street) <u>GREENWICH CT 06830</u> <hr/> (City) (State) (Zip)	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>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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)
Common Stock	308,142	I	See Explanation of Responses ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾

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	Title	Amount or Number of Shares			
Series E Preferred Stock	(5)	(5)	Common Stock	3,407,028	(5)	I	See Explanation Responses ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
Series F Preferred Stock	(6)	(6)	Common Stock	678,985	(6)	I	See Explanation Responses ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
Series G Preferred Stock	(7)	(7)	Common Stock	113,737	(7)	I	See Explanation Responses ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾

1. Name and Address of Reporting Person*
VIKING GLOBAL INVESTORS LP

 (Last) (First) (Middle)
55 RAILROAD AVENUE

 (Street)
GREENWICH CT 06830

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Viking Global Opportunities Illiquid Investments Sub-Master LP

 (Last) (First) (Middle)
55 RAILROAD AVENUE

 (City) (State) (Zip)

(Street)
GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Viking Global Opportunities Portfolio GP LLC](#)

(Last) (First) (Middle)
55 RAILROAD AVENUE

(Street)
GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Viking Global Opportunities GP LLC](#)

(Last) (First) (Middle)
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1. Name and Address of Reporting Person*
[HALVORSEN OLE ANDREAS](#)

(Last) (First) (Middle)
55 RAILROAD AVENUE

(Street)
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(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Ott David C.](#)

(Last) (First) (Middle)
55 RAILROAD AVENUE

(Street)
GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Shabet Rose Sharon](#)

(Last) (First) (Middle)
55 RAILROAD AVENUE

(Street)
GREENWICH CT 06830

(City) (State) (Zip)

Explanation of Responses:

1. Andreas Halvorsen, David C. Ott and Rose S. Shabet are Executive Committee members of certain management entities, including Viking Global Partners LLC, the general

partner of Viking Global Investors LP ("VGI") and Viking Global Opportunities GP LLC ("Opportunities GP"), the sole owner of Viking Global Opportunities Portfolio GP LLC ("Opportunities Portfolio GP"). VGI provides managerial services to various investment funds and vehicles, including Viking Global Opportunities Illiquid Investments Sub-Master LP ("Opportunities Fund"). Each of VGI, Mr. Halvorsen, Mr. Ott and Ms. Shabet (collectively the "Reporting Persons") may be deemed to beneficially own all of the securities reported on this form.

2. VGI provides managerial services to Opportunities Fund, which directly holds the shares reported herein. Because of the relationship between VGI and Opportunities Fund, VGI may be deemed to beneficially own the shares held directly by Opportunities Fund.

3. Opportunities Portfolio GP is the general partner of Opportunities Fund. Because of the relationship between Opportunities Portfolio GP and Opportunities Fund, Opportunities Portfolio GP may be deemed to beneficially own the shares held directly by Opportunities Fund. Opportunities GP is the sole owner of Opportunities Portfolio GP. Because of the relationship between Opportunities GP and Opportunities Portfolio GP, Opportunities GP may be deemed to beneficially own the shares held directly by Opportunities Fund.

4. The Reporting Persons disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose.

5. The Series E Preferred Units are convertible into shares of Common Stock on a 1:1 basis, at the Reporting Person's election, without payment of further consideration, and will automatically convert immediately prior to the closing of the initial public offering (the "Closing") of PROCEPT BioRobotics Corp (the "Issuer"). The shares have no expiration date.

6. The Series F Preferred Units are convertible into shares of Common Stock on a 1:1 basis, at the Reporting Person's election, without payment of further consideration, and will automatically convert immediately prior to the Closing. The shares have no expiration date.

7. The Series G Preferred Units are convertible into shares of Common Stock on a 1:1 basis, at the Reporting Person's election, without payment of further consideration, and will automatically convert immediately prior to the Closing. The shares have no expiration date.

Remarks:

(8) The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act. (9) Scott M. Hendler is signing on behalf of Mr. Halvorsen, Mr. Ott and Ms. Shabet, each individually and as an Executive Committee Member of VIKING GLOBAL PARTNERS LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING GLOBAL OPPORTUNITIES GP LLC, on behalf of itself and VIKING GLOBAL OPPORTUNITIES PORTFOLIO GP LLC, and VIKING GLOBAL OPPORTUNITIES ILLIQUID INVESTMENTS SUB-MASTER LP, pursuant to authorization and designation letters dated February 9, 2021, which were filed with the Securities and Exchange Commission on June 7, 2021.

/s/ Scott M. Hendler
signing on behalf of O. Andreas Halvorsen (8)(9). 09/14/2021

/s/ Scott M. Hendler
signing on behalf of David C. Ott (8)(9) 09/14/2021

/s/ Scott M. Hendler
signing on behalf of Rose S. Shabet (8)(9) 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.