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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Desai Antal Rohit</u> (Last) (First) (Middle) <u>C/O PROCEPT BIROBOTICS CORPORATION</u> <u>150 BAYTECH DRIVE</u> (Street) <u>SAN JOSE CA 95134</u> (City) (State) (Zip)	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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/05/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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	11/05/2024		J ⁽¹⁾		660,302	D	\$0	0 ⁽¹⁾	I	By White Tailed Ptarmigan, LP ⁽²⁾
Common Stock	11/05/2024		J ⁽³⁾		172,016	D	\$0	0 ⁽³⁾⁽⁴⁾	I	Mallard Fund, L.P. ⁽²⁾
Common Stock	11/05/2024		J ⁽⁵⁾		62,944	D	\$0	0 ⁽⁴⁾⁽⁵⁾	I	Kestrel Fund, L.P. ⁽²⁾
Common Stock	11/05/2024		S ⁽⁶⁾		7,566	D	\$95.3828 ⁽⁷⁾	256,797 ⁽⁴⁾⁽⁸⁾⁽⁹⁾	I	By The 2:22 DNA Trust ⁽¹⁰⁾
Common Stock	11/05/2024		S ⁽⁶⁾		11,756	D	\$96.4897 ⁽¹¹⁾	245,041	I	By The 2:22 DNA Trust
Common Stock	11/05/2024		S ⁽⁶⁾		11,487	D	\$97.1687 ⁽¹²⁾	233,554	I	By The 2:22 DNA Trust
Common Stock	11/05/2024		S ⁽⁶⁾		2,191	D	\$98.4295 ⁽¹³⁾	231,363	I	By The 2:22 DNA Trust
Common Stock	11/06/2024		S ⁽⁶⁾		9,403	D	\$95.6767 ⁽¹⁴⁾	221,960	I	By The 2:22 DNA Trust
Common Stock	11/06/2024		S ⁽⁶⁾		2,678	D	\$96.5713 ⁽¹⁵⁾	219,282	I	By The 2:22 DNA Trust
Common Stock	11/06/2024		S ⁽⁶⁾		17,150	D	\$97.593 ⁽¹⁶⁾	202,132	I	By The 2:22 DNA Trust
Common Stock	11/06/2024		S ⁽⁶⁾		3,769	D	\$98.2909 ⁽¹⁷⁾	198,363	I	By The 2:22 DNA Trust

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	11/07/2024		s ⁽⁶⁾		6,992	D	\$94.4229 ⁽¹⁸⁾	191,371	I	By The 2:22 DNA Trust
Common Stock	11/07/2024		s ⁽⁶⁾		16,272	D	\$95.3282 ⁽¹⁹⁾	175,099	I	By The 2:22 DNA Trust
Common Stock	11/07/2024		s ⁽⁶⁾		10,236	D	\$96.0339 ⁽²⁰⁾	164,863	I	By The 2:22 DNA Trust
Common Stock	11/07/2024		s ⁽⁶⁾		500	D	\$97.54	164,363	I	By The 2:22 DNA Trust
Common Stock								6,865 ⁽⁸⁾⁽⁹⁾	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					

Explanation of Responses:

- On November 5, 2024, White Tailed Ptarmigan, LP distributed shares on a pro rata basis, for no consideration, including 51,245 shares that were distributed in transactions exempt from Section 16 under Rule 16a-13.
- CPMG, Inc. is the general partner and investment manager of each of White Tailed Ptarmigan, LP, Kestrel Fund, L.P. and Mallard Fund, L.P. (collectively, the "CPMG Funds"). Antal Desai, a member of the Issuer's board of directors and a shareholder and managing partner of CPMG, Inc., may be deemed to share voting and investment power with respect to the shares beneficially owned by the CPMG Funds. Mr. Desai disclaims beneficial ownership of the shares beneficially owned by the CPMG Funds except to the extent of any pecuniary interest therein.
- On November 5, 2024, Mallard Fund, L.P. distributed all of its remaining shares on a pro rata basis, for no consideration, including 8,511 shares that were distributed in transactions exempt from Section 16 under Rule 16a-13.
- Includes shares previously held indirectly through White Tailed Ptarmigan, LP, which were distributed on a pro rata basis, for no consideration, on November 5, 2024, in a transaction exempt from Section 16 under Rules 16a-9 and 16a-13.
- On November 5, 2024, Kestrel Fund, L.P. distributed all of its remaining shares on a pro rata basis, for no consideration, including 3,316 shares that were distributed in transactions exempt from Section 16 under Rule 16a-13.
- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 30, 2024.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$94.64 to \$95.63, 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.
- Includes shares previously held indirectly through Mallard Fund, L.P., which were distributed on a pro rata basis, for no consideration, on November 5, 2024, in a transaction exempt from Section 16 under Rules 16a-9 and 16a-13.
- Includes shares previously held indirectly through Kestrel Fund, L.P., which were distributed on a pro rata basis, for no consideration, on November 5, 2024, in a transaction exempt from Section 16 under Rules 16a-9 and 16a-13.
- Mr. Desai and his spouse serve as co-trustees of The 2:22 DNA Trust. Mr. Desai disclaims beneficial ownership of the shares beneficially owned by The 2:22 DNA Trust except to the extent of any pecuniary interest therein.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$95.91 to \$96.90, 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 \$96.91 to \$97.84, 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 \$97.94 to \$98.82, 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 \$95.07 to \$96.04, 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 \$96.07 to \$97.06, 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 \$97.07 to \$98.06, 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 \$98.09 to \$98.65, 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 \$93.75 to \$94.74, 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 \$94.78 to \$95.77, 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 \$95.78 to \$96.70, 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.

Remarks:

/s/ Jonathan Stone, Attorney-
in Fact for Mr. Antal Rohit 11/07/2024
Desai

** 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.

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.