

OMB APPROVAL	
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**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>Desai Antal Rohit</u>  (Last) (First) (Middle) 4215 WEST LOVERS LN., STE 100  (Street) DALLAS TX 75209  (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/20/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication  <input 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.		

**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	05/20/2024		J <sup>(2)</sup>		1,949,104	D	\$0	711,547 <sup>(2)</sup>	I	By White Tailed Ptarmigan, LP <sup>(1)</sup>
Common Stock	05/20/2024		J <sup>(3)</sup>		164,063	D	\$0	180,527 <sup>(3)</sup>	I	By Mallard Fund, L.P. <sup>(1)</sup>
Common Stock								66,260 <sup>(4)</sup>	I	By Kestrel Fund, L.P. <sup>(1)</sup>
Common Stock								367,035 <sup>(4)</sup>	I	By The 2:22 DNA Trust <sup>(6)</sup>
Common Stock								57,807 <sup>(4)(5)</sup>	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:**

- 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 May 20, 2024, White Tailed Ptarmigan, LP distributed shares on a pro rata basis, for no consideration, including 163,030 shares that were distributed in transactions exempt from Section 16 under Rule 16a-13.
- On May 20, 2024, Mallard Fund, L.P. distributed shares on a pro rata basis, for no consideration, including 37 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 May 20, 2024, in a transaction exempt from Section 16 under Rules 16a-9 and 16a-13.
- Includes shares previously held indirectly through Mallard Fund, L.P., which were distributed on a pro rata basis, for no consideration, on May 20, 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.

/s/ Antal Rohit Desai

05/22/2024

\*\* 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.

