

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>Zadno Reza</u> <hr/> (Last) (First) (Middle) <u>C/O PROCEPT BIROBOTICS CORPORATION</u> <u>150 BAYTECH DRIVE</u> <hr/> (Street) <u>SAN JOSE CA 95134</u> <hr/> (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: right;"><b>President, CEO</b></p>		
3. Date of Earliest Transaction (Month/Day/Year) <u>03/06/2024</u>			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					
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/06/2024		A		54,933 <sup>(1)</sup>	A	\$0	255,889	D	
Common Stock	03/06/2024		S <sup>(2)</sup>		9,179	D	\$46.67 <sup>(3)</sup>	246,710	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						Title
Stock Option (Right to Buy)	\$47.17	03/06/2024		A		47,849		(4)	03/05/2034	Common Stock	47,849	\$0	47,849	D	

**Explanation of Responses:**

- These securities are restricted stock units (RSUs). Each RSU represents a contingent right to receive one share of Common Stock. 1/4th of the RSUs shall vest on the anniversary of the vesting commencement date of March 5, 2024, and annually over a three year period thereafter, subject to continued employment or service by the Reporting Person to the Issuer through the applicable vesting date.
- These shares were sold by the reporting person to cover tax withholding obligations in connection with the vesting of the Restricted Stock Units granted on February 16, 2023.
- The price reported in Column 4 is a weighted average price.
- 1/48th of the shares subject to the Stock Option shall vest monthly from the vesting commencement date of March 5, 2024 over a four year period, subject continued employment or service by the Reporting Person to the Issuer through the applicable vesting date.

**Remarks:**

/s/ Jonathan Stone, Attorney-in-Fact for Reza Zadno, Ph.D. 03/07/2024

\*\* 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.

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.