

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q/A

Amendment No. 1

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2024

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 001-40797

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 No.)

150 Baytech Drive
(Address of Principal Executive Offices)

San Jose CA

95134
(Zip Code)

(650) 232-7200

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.00001 par value per share	PRCT	Nasdaq Global Market

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The registrant had outstanding 51,424,151 shares of common stock as of April 29, 2024.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A (this “Amendment”) amends the Quarterly Report on Form 10-Q for PROCEPT BioRobotics Corporation (“Company”) for the period ended March 31, 2024 filed with the Securities and Exchange Commission on May 2, 2024 (the “Original Filing”). This Amendment is being filed to revise Part II “Item 5. Other Information” by adding two Rule 10b5-1 trading arrangements, one entered into by our Chief Commercial Officer adopted on March 9, 2024 and one adopted by our Chief Legal Officer on March 13, 2024, during the quarter ended March 31, 2024, which were inadvertently omitted from the disclosure included in the Original Filing.

In addition, as required by Rule 12b-15 of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), new certifications by the Company’s principal executive officer and principal financial officer are filed herewith as exhibits to this Amendment, under Item 6 hereof, pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act. Because no financial statements have been included in this Amendment and this Amendment does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4 and 5 of the certifications have been omitted. The Company is also not including new certifications under Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350) (Section 906 of the Sarbanes-Oxley Act of 2002), as no financial statements are being filed with this Amendment.

Other than as expressly set forth herein, this Amendment does not, and does not purport to, amend, update or restate the information in Original Filing or reflect any events that have occurred after the Original Filing was made. Information not affected by this Amendment remains unchanged and reflects the disclosures made at the time as of which the Original Filing was made. No changes have been made to the financial statements of the Company as contained in the Original Filing. Accordingly, this Amendment should be read together with the Original Filing and the Company’s other filings with the SEC.

PART II

OTHER INFORMATION

Item 5. Other Information

During the quarter ended May 31, 2024, none of the director or officer of the Company informed us of the adoption or termination of a “Rule 10b5-1 trading arrangement” or a “non-Rule 10b5-1 trading arrangement” (as each term is defined in Item 408 of Regulation S-K), except as follows:

On February 29, 2024, Frederic Moll, M.D., the Chair of the Company’s Board of Directors, terminated a pre-arranged written stock sale plan in accordance with Rule 10b5-1 (the “Moll 10b5-1 Plan”) under the Exchange Act, for the sale of shares of the Company’s common stock. The Moll 10b5-1 Plan was terminated during an open trading window in accordance with the Company’s policies regarding transactions in the Company’s securities and is intended to satisfy the affirmative defense of Rule 10b5-1(c) under the Exchange Act. The Moll 10b5-1 Plan provided for the potential sale of up to 237,000 shares of the Company’s common stock, so long as the market price of the Company’s common stock was higher than certain minimum threshold prices specified in the Moll 10b5-1 Plan. The Moll 10b5-1 Plan was to expire on December 31, 2024, or on such earlier date on which all of the trades thereunder had been executed.

On March 9, 2024, Sham Shibliq, the Company’s Chief Commercial Officer, adopted a pre-arranged written stock sale plan in accordance with Rule 10b5-1 (the “Shibliq Rule 10b5-1 Plan”) under the Exchange Act, for the sale of shares of the Company’s common stock. The Shibliq Rule 10b5-1 Plan was entered into during an open trading window in accordance with the Company’s policies regarding transactions in the Company’s securities and is intended to satisfy the affirmative defense of Rule 10b5-1(c) under the Exchange Act. The Shibliq Rule 10b5-1 Plan provides for the potential sale of up to 26,046 shares of the Company’s common stock, including upon the exercise of vested stock options for shares of the Company’s common stock, so long as the market price of the

Company's common stock is higher than certain minimum threshold prices specified in the Shibliq Rule 10b5-1 Plan, between June 9, 2024 and December 31, 2024.

On March 13, 2024, Alaleh Nouri, the Company's Chief Legal Officer, adopted a pre-arranged written stock sale plan in accordance with Rule 10b5-1 (the "Nouri Rule 10b5-1 Plan") under the Exchange Act, for the sale of shares of the Company's common stock. The Nouri Rule 10b5-1 Plan was entered into during an open trading window in accordance with the Company's policies regarding transactions in the Company's securities and is intended to satisfy the affirmative defense of Rule 10b5-1(c) under the Exchange Act. The Nouri Rule 10b5-1 Plan provides for the potential sale of up to 10,000 shares of the Company's common stock, so long as the market price of the Company's common stock is higher than certain minimum threshold prices specified in the Nouri Rule 10b5-1 Plan, between June 17, 2024 and June 17, 2025.

Item 6. Exhibits

The following exhibits are filed with this Quarterly Report on Form 10-Q/A.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
31.1	<u>Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2	<u>Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
101	iXBRL (Inline Extensible Business Reporting Language) for the information under Part II, “Item 5, Other Information” of this Amendment No. 1 on Form 10-Q/A.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: June 27, 2024

PROCEPT BIROBOTICS CORPORATION
(Registrant)

/s/ Reza Zadno

Reza Zadno, Ph.D.
President and Chief Executive Officer
(principal executive officer)

/s/ Kevin Waters

Kevin Waters
EVP, Chief Financial Officer
(principal financial and accounting officer)

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Reza Zadno, Ph.D., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q/A of PROCEPT BioRobotics Corporation; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: June 27, 2024

By:

/s/ Reza Zadno
Reza Zadno, Ph.D.
Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Kevin Waters, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q/A of PROCEPT BioRobotics Corporation; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: June 27, 2024

By: _____ /s/ Kevin Waters
Kevin Waters

**Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)**