

CUTERA INC  
Form 8-K  
June 19, 2015

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**June 17, 2015**

**Date of Report (date of earliest event reported)**

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**Cutera, Inc.**

**(Exact name of Registrant as specified in its charter)**

**Delaware**

**000-50644**

**77-0492262**

**(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer  
Identification No.)**

**3240 Bayshore Blvd.**

**Brisbane, California 94005**

**(Address of principal executive offices)**

**(415) 657-5500**

**(Registrant's telephone number, including area code)**

**N/A**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

Cutera, Inc. (the “Company” or “Cutera”) held its Annual Meeting of Stockholders on June 17, 2015 (the “Annual Meeting”). As of April 20, 2015, the record date of the Annual Meeting, 14,566,851 shares of our common stock were outstanding and entitled to vote at the Annual Meeting. A total of 11,860,353 shares, or approximately 81%, of our common stock, constituting a quorum, were represented in person or by proxy at the Annual Meeting.

Cutera’s stockholders voted on four proposals at the Annual Meeting. The final results of the votes regarding each proposal are set forth below.

**Proposal One – Election of Directors.** The following nominees were elected as Class II directors to serve for three-year terms expiring at the 2018 Annual Meeting of Stockholders based on the following votes:

| Nominees               | Votes For | Votes Withheld | Broker    |
|------------------------|-----------|----------------|-----------|
|                        |           |                | Non-Votes |
| Dr. David B. Apfelberg | 9,886,452 | 277,224        | 1,696,677 |
| Mr. Timothy J. O’Shea  | 9,921,012 | 242,664        | 1,696,677 |

**Proposal Two –Ratification of BDO USA, LLP as our Independent Registered Public Accounting Firm.** The proposal was approved and the results of the voting were as follows:

| Votes For  | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 11,571,266 | 1,000         | 288,087 | —                |

**Proposal Three – Approval of our Amended and Restated 2004 Equity Incentive Plan.** The proposal was approved and the results of the voting were as follows:

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|-----------|---------------|---------|------------------|
| 7,951,183 | 1,920,802     | 291,691 | 1,696,677        |

**Proposal Four – Non-Binding Advisory Vote on the Compensation of our Named Executive Officers.** The proposal was approved and the results of the voting were as follows:

| Votes For | Votes<br>Against | Abstain | Broker<br>Non-Votes |
|-----------|------------------|---------|---------------------|
| 9,654,093 | 218,167          | 291,416 | 1,696,677           |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Cutera, Inc.**

Date: June 19, 2015.    By: */s/ Ronald  
J. Santilli*  
Ronald J.  
Santilli  
Executive Vice  
President and  
Chief Financial  
Officer