

Edgar Filing: CUTERA INC - Form SC 13G/A

CUTERA INC  
Form SC 13G/A  
March 03, 2005

United States  
Securities and Exchange Commission  
WASHINGTON, D.C. 20549

Schedule 13G  
(Amendment No. 1)\*

UNDER THE SECURITIES EXCHANGE ACT OF 1934

CUTERA, INC.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

232109108

-----  
(CUSIP Number)

February 22, 2005

-----  
(Date of Event That Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 232109108

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-----  
(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Alta Partners

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(2) Check The Appropriate Box If A Member Of A Group (a)  
(b) X

(3) SEC Use Only

(4) Citizenship or Place of Organization

California

Exit Filing -- Please see Attachment A

Number Of Shares (5) Sole Voting Power -0-  
Beneficially Owned

By Each Reporting (6) Shared Voting Power -0-  
Person With Exit Filing -- Please see Attachment A

(7) Sole Dispositive Power -0-

(8) Shared Dispositive Power -0-  
Exit Filing -- Please see Attachment A

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

-0- Exit Filing -- Please see Attachment A

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares\*

(11) Percent Of Class Represented By Amount In Row (11)

0.00% Exit Filing -- Please see Attachment A

(12) Type Of Reporting Person

IA

\*SEE INSTRUCTION BEFORE FILLING OUT!

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(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above  
Persons

Alta California Partners II, L. P.

(2) Check The Appropriate Box If A Member Of A Group (a)  
(b) X

(3) SEC Use Only

(4) Citizenship or Place of Organization

Delaware

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Exit Filing -- Please see Attachment A

Number Of Shares Beneficially Owned By Each Reporting Person With	(5)	Sole Voting Power	-0-
	(6)	Shared Voting Power	-0-
		Exit Filing -- Please see Attachment A	
	(7)	Sole Dispositive Power	-0-
	(8)	Shared Dispositive Power	-0-
		Exit Filing -- Please see Attachment A	
(9) Aggregate Amount Beneficially Owned By Each Reporting Person			
	-0-	Exit Filing -- Please see Attachment A	
(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares*			
(11) Percent Of Class Represented By Amount In Row (11)			
	0.00%	Exit Filing -- Please see Attachment A	
(12) Type Of Reporting Person			
	PN		

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(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons			
		Alta California Management Partners II, LLC	
(2) Check The Appropriate Box If A Member Of A Group		(a)	
		(b)	X
(3) SEC Use Only			
(4) Citizenship or Place of Organization			
		Delaware	

Exit Filing -- Please see Attachment A

Number Of Shares Beneficially Owned By Each Reporting Person With	(5)	Sole Voting Power	-0-
	(6)	Shared Voting Power	-0-
		Exit Filing -- Please see Attachment A	
	(7)	Sole Dispositive Power	-0-
	(8)	Shared Dispositive Power	-0-
		Exit Filing -- Please see Attachment A	
(9) Aggregate Amount Beneficially Owned By Each Reporting Person			

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-0- Exit Filing -- Please see Attachment A

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares\*

(11) Percent Of Class Represented By Amount In Row (11)

0.00% Exit Filing -- Please see Attachment A

(12) Type Of Reporting Person

CO

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(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Alta Embarcadero Partners II, LLC

(2) Check The Appropriate Box If A Member Of A Group (a)  
(b) X

(3) SEC Use Only

(4) Citizenship or Place of Organization

California

Exit Filing -- Please see Attachment A

Number Of Shares Beneficially Owned By Each Reporting Person With	(5)	Sole Voting Power	-0-
	(6)	Shared Voting Power	-0-
		Exit Filing -- Please see Attachment A	
	(7)	Sole Dispositive Power	-0-
	(8)	Shared Dispositive Power	-0-
		Exit Filing -- Please see Attachment A	

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

-0- Exit Filing -- Please see Attachment A

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares\*

(11) Percent Of Class Represented By Amount In Row (11)

0.00% Exit Filing -- Please see Attachment A

(12) Type Of Reporting Person

CO

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(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Guy Nohra

(2) Check The Appropriate Box If A Member Of A Group (a)  
(b) X

(3) SEC Use Only

(4) Citizenship or Place of Organization

United States

Exit Filing -- Please see Attachment A

Number Of Shares Beneficially Owned By Each Reporting Person With	(5)	Sole Voting Power	31,737
	(6)	Shared Voting Power	-0-
		Exit Filing -- Please see Attachment A	
	(7)	Sole Dispositive Power	31,737
	(8)	Shared Dispositive Power	-0-
		Exit Filing -- Please see Attachment A & Footnote 1	

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

31,737 Exit Filing -- Please see Attachment A

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares\*

(11) Percent Of Class Represented By Amount In Row (11)

0.29 % Exit Filing -- Please see Attachment A

(12) Type Of Reporting Person

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

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(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

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Jean Deleage

(2) Check The Appropriate Box If A Member Of A Group (a)  
(b) X

(3) SEC Use Only

(4) Citizenship or Place of Organization

United States

Exit Filing -- Please see Attachment A

Number Of Shares	(5)	Sole Voting Power	1,913
Beneficially Owned			
By Each Reporting	(6)	Shared Voting Power	-0-
Person With		Exit Filing -- Please see Attachment A	
	(7)	Sole Dispositive Power	1,913
	(8)	Shared Dispositive Power	-0-
		Exit Filing -- Please see Attachment A	

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

1,913 Exit Filing -- Please see Attachment A

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares\*

(11) Percent Of Class Represented By Amount In Row (11)

0.02% Exit Filing -- Please see Attachment A

(12) Type Of Reporting Person

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

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(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Garrett Gruener

(2) Check The Appropriate Box If A Member Of A Group (a)  
(b) X

(3) SEC Use Only

(4) Citizenship or Place of Organization

United States

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Exit Filing -- Please see Attachment A

Number Of Shares Beneficially Owned By Each Reporting Person With	(5)	Sole Voting Power	2,726
	(6)	Shared Voting Power	-0-
		Exit Filing -- Please see Attachment A	
	(7)	Sole Dispositive Power	2,726
	(8)	Shared Dispositive Power	-0-
		Exit Filing -- Please see Attachment A	

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

2,726 Exit Filing -- Please see Attachment A

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares\*

(11) Percent Of Class Represented By Amount In Row (11)

0.03% Exit Filing -- Please see Attachment A

(12) Type Of Reporting Person

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

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(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Daniel Janney

(2) Check The Appropriate Box If A Member Of A Group (a) (b) X

(3) SEC Use Only

(4) Citizenship or Place of Organization

United States

Exit Filing -- Please see Attachment A

Number Of Shares Beneficially Owned By Each Reporting Person With	(5)	Sole Voting Power	1,376
	(6)	Shared Voting Power	-0-
		Exit Filing -- Please see Attachment A	
	(7)	Sole Dispositive Power	1,376
	(8)	Shared Dispositive Power	-0-
		Exit Filing -- Please see Attachment A	

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(9) Aggregate Amount Beneficially Owned By Each Reporting Person

1,376 Exit Filing -- Please see Attachment A

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares\*

(11) Percent Of Class Represented By Amount In Row (11)

0.01 % Exit Filing -- Please see Attachment A

(12) Type Of Reporting Person

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

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(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Alix Marduel

(2) Check The Appropriate Box If A Member Of A Group (a)  
(b) X

(3) SEC Use Only

(4) Citizenship or Place of Organization

United States

Exit Filing -- Please see Attachment A

Number Of Shares Beneficially Owned By Each Reporting Person With	(5)	Sole Voting Power	1,817
	(6)	Shared Voting Power	-0-
		Exit Filing -- Please see Attachment A	
	(7)	Sole Dispositive Power	1,817
	(8)	Shared Dispositive Power	-0-
		Exit Filing -- Please see Attachment A	

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

1,817 Exit Filing -- Please see Attachment A

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares\*

(11) Percent Of Class Represented By Amount In Row (11)

0.02 % Exit Filing -- Please see Attachment A

(12) Type Of Reporting Person



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IN

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Item 1.

- (a) Name of Issuer: Cutera, Inc. ("Issuer")  
(b) Address of Issuer's Principal Executive Offices:

3240 Bayshore Blvd.  
Burlingame, CA 94005

Item 2.

- (a) Name of Person Filing:

Alta Partners ("AP")  
Alta California Partners II, L.P. ("ACPII") Alta California Management  
Partners II, LLC ("ACMPPII") Alta Embarcadero Partners II, LLC ("AEPPII")  
Jean Deleage ("JD") Garrett Gruener ("GG") Daniel Janney ("DJ") Alix  
Marduel ("AM") Guy Nohra ("GN")

- (b) Address of Principal Business Office:

One Embarcadero Center, Suite 4050  
San Francisco, CA 94111

- (c) Citizenship/Place of Organization:

Entities:	AP	California
	ACPII	Delaware
	ACMPPII	Delaware
	AEPPII	California

Individuals:	JD	United States
	GG	United States
	DJ	United States
	AM	United States
	GN	United States

- (d) Title of Class of Securities: Common Stock

- (e) CUSIP Number: 232109108

Item 3. Not applicable.

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Item 4            Ownership.

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Exit Filing -- Please see Attachment A

		AP	ACPII	ACMPII	AEPII	GN
(a)	Beneficial Ownership	-0-	-0-	-0-	-0-	31,737
(b)	Percentage of Class	0.00%	0.00%	0.00%	0.00%	0.29%
(c)	Sole Voting Power	-0-	-0-	-0-	-0-	31,737
	Shared Voting Power	-0-	-0-	-0-	-0-	-0-
	Sole Dispositive Power	-0-	-0-	-0-	-0-	31,737
	Shared Dispositive Power	-0-	-0-	-0-	-0-	-0-
		JD	GG	DJ	AM	
(a)	Beneficial Ownership	1,913	2,726	1,376	1,817	
(b)	Percentage of Class	0.02%	0.03%	0.01%	0.02%	
(c)	Sole Voting Power	1,913	2,726	1,376	1,817	
	Shared Voting Power	-0-	-0-	-0-	-0-	
	Sole Dispositive Power	1,913	2,726	1,376	1,817	
	Shared Dispositive Power	-0-	-0-	-0-	-0-	

Item 5. Ownership of Five Percent or Less of a Class

Exit Filing --- See Attachment A

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group

No reporting person is a member of a group as defined in Section 240.13d-1(b)(1)(ii)(H) of the Act.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

EXHIBITS

A: Joint Filing Statement

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 3, 2005

ALTA PARTNERS

By: /s/ Jean Deleage  
-----  
Jean Deleage, President

ALTA CALIFORNIA PARTNERS II, L.P.

By: Alta California Management Partners II,  
Its General Partner

By: /s/ Guy Nohra  
-----  
Guy Nohra, Member

ALTA CALIFORNIA MANAGEMENT PARTNERS II, LLC

By: /s/ Guy Nohra  
-----  
Guy Nohra, Member  
  
/s/ Jean Deleage  
-----

ALTA EMBARCADERO PARTNERS II, LLC

By: /s/ Guy Nohra  
-----  
Guy Nohra, Member  
  
/s/ Guy Nohra  
-----

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Jean Deleage

Guy Nohra

/s/ Garrett Gruener

/s/ Alix Marduel

-----  
Garrett Gruener

-----  
Alix Marduel

/s/ Daniel Janney

-----  
Daniel Janney

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EXHIBIT A

AGREEMENT OF JOINT FILING

Date: March 3, 2005

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

ALTA PARTNERS

ALTA CALIFORNIA PARTNERS II, L.P.

By: Alta California Management Partners II,  
Its General Partner

By: /s/ Jean Deleage

By: /s/ Guy Nohra

-----  
Jean Deleage, President

-----  
Guy Nohra, Member

ALTA CALIFORNIA MANAGEMENT PARTNERS II, LLC

ALTA EMBARCADERO PARTNERS II, LLC

By: /s/ Guy Nohra

By: /s/ Guy Nohra

-----  
Guy Nohra, Member

-----  
Guy Nohra, Member

/s/ Jean Deleage

/s/ Guy Nohra

-----  
Jean Deleage

-----  
Guy Nohra

/s/ Garrett Gruener

/s/ Alix Marduel

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Garrett Gruener

Alix Marduel

/s/ Daniel Janney

-----  
Daniel Janney

Attachment A

EXIT FILING

Alta Partners provides investment advisory services to several venture capital funds including Alta California Partners II, L.P. and Alta Embarcadero Partners II, LLC. On 2/22/05, Alta California Partners II, L.P. distributed 987,524 shares of Common Stock and Alta Embarcadero Partners II, LLC distributed 12,476 shares of Common Stock. The respective general partners and members of Alta California Partners II, L.P. and Alta Embarcadero Partners II, LLC exercise sole voting and investment power in respect to the shares owned by such funds.

Certain principals of Alta Partners are members of Alta California Management Partners II, LLC (which is a general partner of Alta California Partners II, L.P.) and members of Alta Embarcadero Partners II, LLC. As members of such entities, they may be deemed to share voting and investment powers over the shares held by such funds. The principals of Alta Partners disclaim beneficial ownership of all such shares held by the foregoing funds, except to the extent of their proportionate pecuniary interests therein.

Mr. Guy Nohra, Director, is a member of Alta California Management Partners II, LLC (which is the general partner of Alta California Partners II, L.P.) and a member of Alta Embarcadero Partners II, LLC. He disclaims beneficial ownership of all such shares held by the foregoing funds except to the extent of his proportionate pecuniary interests therein. As a result of the 2/22/05 Stock Distribution, the Guy Paul and Linda Nohra, Nohra Living Trust received 1,737 shares of Common Stock, of which 1,626 shares were received from Alta California Management Partners II, LLC and 111 shares were received from Alta Embarcadero Partners II, LLC. He also holds Stock Options for 30,000 shares of Common Stock granted on 5/10/2004 that will vest one-third annually over a three year period and will expire on 5/10/2014.

Mr. Jean Deleage is a member of Alta California Management Partners II, LLC (which is the general partner of Alta California Partners II, L.P.) and a member of Alta Embarcadero Partners II, LLC. He disclaims beneficial ownership of all such shares held by the foregoing funds except to the extent of his proportionate pecuniary interests therein.

As of February 22, 2005 - Common Stock Ownership: Shares Owned By/Affiliated with Jean Deleage

Beneficial Owner (issued in the name of)	# of Shares	Date Acquired
-----	-----	-----
Jean Deleage 1,913	(2)	2/22/05
Deleage Children's Trust FBO Andre Deleage (1)	203 (3)	2/22/05
Deleage Children's Trust FBO Emmanuel Deleage (1)	203 (3)	2/22/05
Deleage Children's Trust FBO Philippe Deleage (1)	203 (3)	2/22/05
Deleage Children's Trust FBO Michel Deleage (1)	203 (3)	2/22/05

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Mr. Garrett Gruener is a member of Alta California Management Partners II, LLC (which is the general partner of Alta California Partners II, L.P.) and a member of Alta Embarcadero Partners II, LLC. He disclaims beneficial ownership of all such shares held by the foregoing funds except to the extent of his proportionate pecuniary interests therein. As a result of the 2/22/05 Stock Distribution, he received 2,726 shares of Common Stock.; of which 1,626 shares were received from Alta California Management Partners II, LLC and 1,100 shares were received from Alta Embarcadero Partners II, LLC.

Daniel Janney is a member of Alta California Management Partners II, LLC (which is the general partner of Alta California Partners II, L.P.). He disclaims beneficial ownership of all such shares held by the foregoing funds except to the extent of his proportionate pecuniary interests therein. As a result of the 2/22/05 Stock Distribution, the Daniel Janney and Noelle Montgomery Family Trust received 1,376 shares of Common Stock were received from Alta California Management Partners II, LLC.

Dr. Alix Marduel is a member of Alta California Management Partners II, LLC (which is the general partner of Alta California Partners II, L.P.). She disclaims beneficial ownership of all such shares held by the foregoing funds except to the extent of her proportionate pecuniary interests therein. As a result of the 2/22/05 Stock Distribution, the Lockard / Marduel Revocable Trust received 1,817 shares of Common Stock; of which 1,376 shares were received from Alta California Management Partners II, LLC and 441 shares were received from Alta Embarcadero Partners II, LLC.

Alta Partners is a venture capital firm with an office in San Francisco. Alta Partners is California Corporation. Alta California Partners II, L.P. is a Delaware Limited Partnership, and Alta Embarcadero Partners II, LLC is a California Limited Liability Company.