

CUTERA INC
Form 8-K
June 20, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8 K

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

June 19, 2013
Date of Report (date of earliest event reported)

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 19, 2013 (the “Annual Meeting”). As of April 22, 2013, the record date of the Annual Meeting, 14,674,829 shares of our common stock were outstanding and entitled to vote at the Annual Meeting. A total of 12,319,715 shares, or 84.0%, 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 nominees for directors were elected based on the following votes:

Nominees	Votes For	Votes		Broker Non-Votes
		Withheld	Non-Votes	
W. Mark Lortz	8,943,000	888,318	2,488,397	
Gregory Barrett	8,954,862	876,456	2,488,397	
Jerry P. Widman	8,945,600	885,718	2,488,397	

W. Mark Lortz, Gregory Barrett and Jerry P. Widman were elected as Class III directors to serve for three-year terms expiring at the 2016 Annual Meeting of Stockholders and until their successors has been duly elected and qualified.

Proposal Two – Ratification of Ernst & Young LLP as our Independent Registered Public Accounting Firm. The proposal was approved and the results of the voting were as follows:

Votes For	Votes		Abstain	Broker Non-Votes
	Against	Abstain		
11,543,765	19,309	756,641	—	

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

Votes For	Votes		Abstain	Broker Non-Votes
	Against	Abstain		
8,487,623	716,378	627,317	2,488,397	

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

Votes For	Votes		Abstain	Broker Non-Votes
	Against	Abstain		
9,162,189	35,541	633,588	2,488,397	

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 20, 2013. By: /s/ Ronald J. Santilli
Ronald J. Santilli
Executive Vice
President, Finance and
Administration and
Chief Financial
Officer
