

CUTERA INC  
Form SC 13D/A  
March 22, 2017

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A  
(Amendment No. 1)\*

Under the Securities Exchange Act of 1934

**Cutera, Inc.**  
(Name of Issuer)

Common Stock, par value \$0.001  
(Title of Class of Securities)

232109108  
(CUSIP Number)

Mark Shamia

Voce Capital Management LLC

600 Montgomery Street, Suite 210

San Francisco, California 94111

(415) 489-2600

with a copy to:

Marc Weingarten, Esq.

Aneliya Crawford, Esq.

Schulte Roth & Zabel LLP

919 Third Avenue

New York, New York 10022

(212) 756-2000

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and  
Communications)

March 13, 2017  
(Date of Event Which Requires Filing of This  
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. [ ]

(Page 1 of 7 Pages)

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\* 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 disclosures provided in a prior cover page.

The information required on 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).

As discussed further in Item 5 below, based on information regarding the number of outstanding shares of Common Stock (defined below) of the Issuer (defined below) as of February 28, 2017 that is disclosed in the Issuer’s Annual Report, filed on Form 10-K with the Securities and Exchange Commission on March 15, 2017, the Reporting Persons have ceased to be the beneficial owner of more than five percent of the Issuer’s securities. In addition, on March 13, 2017, the Reporting Persons (defined below) sold certain shares of Common Stock, as more fully disclosed in Item 5(c).

	NAME OF REPORTING PERSON
<b>1</b>	VOCE CAPITAL MANAGEMENT LLC
	CHECK THE APPROPRIATE <input checked="" type="checkbox"/> X
<b>2</b>	BOX IF A MEMBER OF (b) "
	A GROUP
<b>3</b>	SEC USE ONLY
<b>4</b>	SOURCE OF FUNDS
	OO
	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
<b>5</b>	CITIZENSHIP OR PLACE OF ORGANIZATION
	California, United States
	SOLE VOTING POWER
<b>7</b>	
	0 SHARED VOTING POWER
<b>8</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	477,031 shares of Common Stock
<b>9</b>	SOLE DISPOSITIVE POWER
	0

SHARED  
DISPOSITIVE  
POWER

10

477,031 shares  
of Common  
Stock

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11

477,031 shares of  
Common Stock

CHECK IF THE  
AGGREGATE  
AMOUNT IN

12

ROW (11) ..

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS

13

REPRESENTED BY  
AMOUNT IN ROW (11)

3.4%  
TYPE OF REPORTING  
PERSON

14

OO

**1** NAME OF REPORTING PERSON

VOCE CAPITAL LLC

**2** CHECK THE APPROPRIATE  x

BOX IF A

MEMBER OF (b) "

**3** A GROUP

SEC USE ONLY

**4** SOURCE OF FUNDS

OO

CHECK BOX

IF

DISCLOSURE

OF LEGAL

**5** PROCEEDING

IS

REQUIRED

PURSUANT

TO ITEMS

2(d) or 2(e)

CITIZENSHIP OR

PLACE OF

**6** ORGANIZATION

Delaware, United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

SOLE VOTING POWER

**7**

POWER

EACH

0

REPORTING

SHARED

PERSON WITH:

VOTING

POWER

**8**

477,031 shares

of Common

Stock

SOLE

DISPOSITIVE

**9**

POWER

0

**10**

SHARED  
DISPOSITIVE  
POWER

477,031 shares  
of Common  
Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

477,031 shares of  
Common Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..

**13** EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

**14** 3.4%  
TYPE OF REPORTING  
PERSON

OO

**1** NAME OF REPORTING PERSON

J. DANIEL PLANTS

**2** CHECK THE APPROPRIATE  x BOX IF A MEMBER OF (b) "

**3** A GROUP SEC USE ONLY

**4** SOURCE OF FUNDS

OO CHECK BOX IF

**5** DISCLOSURE OF LEGAL PROCEEDING IS

REQUIRED PURSUANT TO ITEMS

2(d) or 2(e) CITIZENSHIP OR PLACE OF

**6** ORGANIZATION

United States

**7** SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: **8** 5,550 shares of Common Stock SHARED VOTING POWER

**9** 477,031 shares of Common Stock SOLE DISPOSITIVE POWER



5,550 shares of  
Common Stock  
SHARED  
DISPOSITIVE  
POWER

**10**

477,031 shares  
of Common  
Stock

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

**11**

482,581 shares of  
Common Stock  
CHECK IF THE  
AGGREGATE  
AMOUNT IN

**12**

ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

**13**

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

**14**

3.5%  
TYPE OF REPORTING  
PERSON

IN

This Amendment No. 1 ("Amendment No. 1") amends and supplements the statement on the Schedule 13D filed with the SEC on December 14, 2015 (the "Original Schedule 13D," together with this Amendment No.1, the "Schedule 13D") with respect to the common stock, par value \$0.001 (the "Common Stock"), of Cutera, Inc., a Delaware corporation (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 1 have the meanings set forth in the Original Schedule 13D. This Amendment No. 1 amends Items 3 and 5 as set forth below.

### **Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

The shares of Common Stock beneficially owned by Voce Capital Management were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases. The aggregate purchase price of the shares of Common Stock beneficially owned by Voce Capital Management is approximately \$5,022,270, excluding brokerage commissions.

### **Item 5. INTEREST IN SECURITIES OF THE ISSUER**

Paragraphs (a) and (c) of Item 5 of the Schedule 13D are hereby amended and restated in their entirety, and Item 5(e) is hereby added, as follows:

(a) The aggregate percentage of shares of Common Stock reported owned by each person named herein is based upon 13,866,428 shares of Common Stock outstanding as of February 28, 2017, as reported in the Issuer's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 15, 2017 (the "10-K").

As of the close of business on March 22, 2017, Voce Capital Management beneficially owned 477,031 shares of Common Stock, constituting approximately 3.4% of the shares of Common Stock outstanding. Voce Capital, as the sole managing member of Voce Capital Management, may be deemed to beneficially own the 477,031 shares of Common Stock beneficially owned by Voce Capital Management, constituting approximately 3.4% of the Shares outstanding. Mr. Plants, as the sole managing member of Voce Capital, may be deemed to beneficially own the 482,581 shares of Common Stock Shares beneficially owned by Voce Capital Management, constituting approximately 3.5% of the Common Stock outstanding. As of the close of business on March 22, 2017, the Reporting Persons collectively beneficially owned an aggregate of

482,581 shares of Common Stock, constituting approximately 3.5% of the Common Stock outstanding.

This includes 5,550 shares of Common Stock held directly by Mr. Plants.

Each Reporting Person disclaims beneficial ownership with respect to any shares of the shares of Common Stock other than the shares owned directly and of record by such Reporting Person.

(c) The following Reporting Person engaged in the following open market transactions with respect to the Issuer's Common Stock during the last 60 days:

**VOCE CAPITAL MANAGEMENT**

Transaction Date	Number of Shares	Price per Share	Type of Transaction
03/13/2017	250,000	\$20.25	Sale

(e) As a result of an increase in the outstanding shares of Common Stock as disclosed in the 10-K as well as the disposition of Common Stock disclosed in Item 5(c) above, the Reporting Persons ceased to be beneficial owners of more than 5% of the outstanding shares of Common Stock as of March 13, 2017.

**SIGNATURES**

After reasonable inquiry and to the best of his, her or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: March 22, 2017

**VOCE CAPITAL MANAGEMENT LLC**

By: Voce Capital LLC, its Managing Member

By: /s/ J. Daniel Plants

Name: J. Daniel Plants

Title: Managing Member

**VOCE CAPITAL LLC**

By: /s/ J. Daniel Plants

Name: J. Daniel Plants

Title: Managing Member

/s/ J. Daniel Plants

J. Daniel Plants