

Edgar Filing: CUTERA INC - Form SC 13G

CUTERA INC  
Form SC 13G  
February 08, 2005

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

Schedule 13G  
(Amendment No. \_\_)\*

UNDER THE SECURITIES EXCHANGE ACT OF 1934

CUTERA, INC.

-----  
(Name of Issuer)

Common Stock

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

232109108

-----  
(CUSIP Number)

December 31, 2004

-----  
(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).

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

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

(3) SEC Use Only

(4) Citizenship or Place of Organization  
California

	Please see Attachment A		
Number Of Shares	(5)	Sole Voting Power	-0-
Beneficially Owned			
By Each Reporting	(6)	Shared Voting Power	1,000,000
Person With		Please see Attachment A	
	(7)	Sole Dispositive Power	-0-
	(8)	Shared Dispositive Power	1,000,000
		Please see Attachment A	

(9) Aggregate Amount Beneficially Owned By Each Reporting Person  
1,000,000 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)  
9.13% Please see Attachment A

(12) Type Of Reporting Person  
IA

CUSIP No. 232109108

Page 3 of 3

(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)

(3) SEC Use Only

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(4) Citizenship or Place of Organization

Delaware

	Please see Attachment A		
Number Of Shares Beneficially Owned By Each Reporting Person With	(5)	Sole Voting Power	-0-
	(6)	Shared Voting Power Please see Attachment A	1,000,000
	(7)	Sole Dispositive Power	-0-
	(8)	Shared Dispositive Power Please see Attachment A	1,000,000

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

1,000,000 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)

9.13% Please see Attachment A

(12) Type Of Reporting Person

PN

CUSIP No. 232109108

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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)

(3) SEC Use Only

(4) Citizenship or Place of Organization

Delaware

	Please see Attachment A		
Number Of Shares Beneficially Owned By Each Reporting Person With	(5)	Sole Voting Power	-0-
	(6)	Shared Voting Power Please see Attachment A	1,000,000

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(7) Sole Dispositive Power -0-

(8) Shared Dispositive Power 1,000,000  
Please see Attachment A

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

1,000,000 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)

9.13% Please see Attachment A

(12) Type Of Reporting Person

CO

CUSIP No. 232109108

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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)

(3) SEC Use Only

(4) Citizenship or Place of Organization

California

Please see Attachment A

Number Of Shares  
Beneficially Owned  
By Each Reporting  
Person With

(5) Sole Voting Power -0-

(6) Shared Voting Power 1,000,000  
Please see Attachment A

(7) Sole Dispositive Power -0-

(8) Shared Dispositive Power 1,000,000  
Please see Attachment A

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

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1,000,000 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)

9.13% Please see Attachment A

(12) Type Of Reporting Person

CO

CUSIP No. 232109108

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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)

(3) SEC Use Only

(4) Citizenship or Place of Organization

United States

Please see Attachment A

Number Of Shares	(5)	Sole Voting Power	30,000
Beneficially Owned			
By Each Reporting	(6)	Shared Voting Power	1,000,000
Person With		Please see Attachment A & Footnote	

(7) Sole Dispositive Power 30,000

(8) Shared Dispositive Power 1,000,000  
Please see Attachment A & Footnote

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

1,030,000 Please see Attachment A & Footnote 1

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

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

9.40% Please see Attachment A & Footnote 1

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(12) Type Of Reporting Person

IN

CUSIP No. 232109108

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

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

	Please see Attachment A			
Number Of Shares		(5)	Sole Voting Power	-0-
Beneficially Owned				
By Each Reporting				
Person With		(6)	Shared Voting Power	1,000,000
			Please see Attachment A	
		(7)	Sole Dispositive Power	-0-
		(8)	Shared Dispositive Power	1,000,000
			Please see Attachment A	

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

1,000,000 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)

9.13% Please see Attachment A

(12) Type Of Reporting Person

IN

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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)

---

(3) SEC Use Only

---

(4) Citizenship or Place of Organization  
United States

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Number Of Shares Beneficially Owned By Each Reporting Person With	Please see Attachment A	(5)	Sole Voting Power	-0-
		(6)	Shared Voting Power Please see Attachment A	1,000,000
		(7)	Sole Dispositive Power	-0-
		(8)	Shared Dispositive Power Please see Attachment A	1,000,000

---

(9) Aggregate Amount Beneficially Owned By Each Reporting Person  
1,000,000 Please see Attachment A

---

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

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(11) Percent Of Class Represented By Amount In Row (11)  
9.13% Please see Attachment A

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(12) Type Of Reporting Person  
IN

CUSIP No. 232109108

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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)

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(3) SEC Use Only

(4) Citizenship or Place of Organization

United States

	Please see Attachment A			
Number Of Shares Beneficially Owned By Each Reporting Person With		(5)	Sole Voting Power	-0-
		(6)	Shared Voting Power Please see Attachment A	987,524
		(7)	Sole Dispositive Power	-0-
		(8)	Shared Dispositive Power Please see Attachment A	987,524

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

987,524 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)

9.01% Please see Attachment A

(12) Type Of Reporting Person

IN

CUSIP No. 232109108

Page 10

(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)

(3) SEC Use Only

(4) Citizenship or Place of Organization

United States

	Please see Attachment A			
Number Of Shares Beneficially Owned		(5)	Sole Voting Power	-0-



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By Each Reporting  
Person With

(6) Shared Voting Power 987,524  
Please see Attachment A

(7) Sole Dispositive Power -0-

(8) Shared Dispositive Power 987,524  
Please see Attachment A

(9) Aggregate Amount Beneficially Owned By Each Reporting Person  
987,524 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)  
9.01% Please see Attachment A

(12) Type Of Reporting Person

IN

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:

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Entities: AP California  
 ACPHII Delaware  
 ACMPII Delaware  
 AEPII 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.

Item 4 Ownership.

Please see Attachment A

		AP	ACPHII	ACMPHII	AEPII	GN
(a)	Beneficial Ownership	1,000,000	1,000,000	1,000,000	1,000,000	1,030,000
(b)	Percentage of Class	9.13%	9.13%	9.13%	9.13%	9.40%
(c)	Sole Voting Power	-0-	-0-	-0-	-0-	30,000
	Shared Voting Power	1,000,000	1,000,000	1,000,000	1,000,000	1,000,000
	Sole Dispositive Power	-0-	-0-	-0-	-0-	30,000
	Shared Dispositive Power	1,000,000	1,000,000	1,000,000	1,000,000	1,000,000
		JD	GG	DJ	AM	
(a)	Beneficial Ownership	1,000,000	1,000,000	987,524	987,524	
(b)	Percentage of Class	9.13%	9.13%	9.01%	9.01%	
(c)	Sole Voting Power	-0-	-0-	-0-	-0-	
	Shared Voting Power	1,000,000	1,000,000	987,524	987,524	
	Sole Dispositive Power	-0-	-0-	-0-	-0-	

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Shared	1,000,000	1,000,000	987,524	987,524
Dispositive Power				

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

Not Applicable.

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: February 3, 2005

ALTA PARTNERS

ALTA CALIFORNIA PARTNERS II, L.P.

By: Alta California Management Partner  
Its General Partner

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

ALTA CALIFORNIA MANAGEMENT PARTNERS II, LLC

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

ALTA EMBARCADERO PARTNERS II, LLC

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

/s/ Jean Deleage  
-----  
Jean Deleage

/s/ Garrett Gruener  
-----  
Garrett Gruener

/s/ Daniel Janney  
-----  
Daniel Janney

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

/s/ Guy Nohra  
-----  
Guy Nohra

/s/ Alix Marduel  
-----  
Alix Marduel

EXHIBIT A

AGREEMENT OF JOINT FILING

Date: February 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

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

ALTA CALIFORNIA MANAGEMENT PARTNERS II, LLC

ALTA CALIFORNIA PARTNERS II, L.P.

By: Alta California Management Partner  
Its General Partner

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

ALTA EMBARCADERO PARTNERS II, LLC

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

/s/ Jean Deleage  
-----  
Jean Deleage

/s/ Garrett Gruener  
-----  
Garrett Gruener

/s/ Daniel Janney  
-----  
Daniel Janney

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

/s/ Guy Nohra  
-----  
Guy Nohra

/s/ Alix Marduel  
-----  
Alix Marduel

Attachment A

Alta Partners provides investment advisory services to several venture capital funds including Alta California Partners II, L.P. and Alta Embarcadero Partners II, LLC. Alta California Partners II, L.P. beneficially owns 987,524 shares of Common Stock and Alta Embarcadero Partners II, LLC beneficially owns 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. Thus he currently shares voting and dispositive powers over the 987,524 shares of Common Stock beneficially owned by Alta California Partners II, L.P. and the 12,476 shares beneficially owned by 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. He 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. Thus he currently shares voting and dispositive powers over the 987,524 shares of Common Stock beneficially owned by Alta California Partners II, L.P. and the 12,476 shares beneficially owned by 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

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pecuniary interests therein.

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. Thus he currently shares voting and dispositive powers over the 987,524 shares of Common Stock beneficially owned by Alta California Partners II, L.P. and the 12,476 shares beneficially owned by 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.

Daniel Janney is a member of Alta California Management Partners II, LLC (which is the general partner of Alta California Partners II, L.P.). Thus he currently shares voting and dispositive powers over the 987,524 shares of Common Stock beneficially owned by 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.

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.). Thus she currently shares voting and dispositive powers over the 987,524 shares of Common Stock beneficially owned by 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.

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.