

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

| | | | | |
|-------------------------------------------------------------------|-------------------------|-----|-----------------------------------------------------|-----------|
| 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*

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

(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

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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)

(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 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

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 ("ACMPII")
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 | | | | |

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.