

CUTERA INC
Form 4
February 23, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
NOHRA GUY P

(Last) (First) (Middle)

ONE EMBARCADERO CENTER,

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CUTERA INC [CUTR]

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/22/2005	(1)	J(2)		987,524 (3)	D	\$ 0 (2) 0	I	See footnotes (4) (5)
Common Stock	02/22/2005	(1)	J(6)		12,476 (7)	D	\$ 0 (6) 0	I	See footnotes (4) (5)
Common Stock	02/22/2005	(1)	J(4)		1,737 (4)	A	\$ 0 (4) 1,737	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOHRA GUY P ONE EMBARCADERO CENTER SAN FRANCISCO, CA 94111	X			
ALTA CALIFORNIA PARTNERS II LP ONE EMBARCADERO CENTER SAN FRANCISCO, CA 94111				No longer 10% Owner
ALTA EMBARCADERO PARTNERS II LLC ONE EMBARCADERO CENTER SAN FRANCISCO, CA 94111				No longer 10% Owner
GRUENER GARRETT ONE EMBARCADERO CENTER SAN FRANCISCO, CA 94111				No longer 10% Owner
JANNEY DANIEL ONE EMBARCADERO CENTER SUITE 4050 SAN FRANCISCO, CA 94111				No longer 10% Owner
ALTA CALIFORNIA MANAGEMENT PARTNERS II LLC ONE EMBARCADERO CENTER SAN FRANCISCO, CA 94111				No longer a Director
MARDUEL ALIX ONE EMBARCADERO CENTER SUITE 4050				No longer 10% Owner

SAN FRANCISCO, CA 94111

ALTA PARTNERS
 ONE EMBARCADERO CENTER
 SUITE 4050
 SAN FRANCISCO, CA 94111

No longer 10% owner

DELEAGE JEAN
 ONE EMBARCADERO CENTER
 SAN FRANCISCO, CA 94111

No longer 10% Owner

Signatures

Guy Nohra 02/23/2005

__Signature of Reporting Person Date

Guy Nohra, Member 02/23/2005

__Signature of Reporting Person Date

Guy Nohra, Member 02/23/2005

__Signature of Reporting Person Date

Garrett Gruener 02/23/2005

__Signature of Reporting Person Date

Daniel Janney 02/23/2005

__Signature of Reporting Person Date

Guy Nohra, Member 02/23/2005

__Signature of Reporting Person Date

Alix Marduel 02/23/2005

__Signature of Reporting Person Date

Guy Nohra, Vice President 02/23/2005

__Signature of Reporting Person Date

Jean Deleage 02/23/2005

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) n/a

(2) Alta California Partners II, L.P. distributed 987,524 shares of Cutera, Inc. Common Stock to its Partners based on their respective capital interests in the Fund in accordance with the Partnership Agreement without the receipt of additional consideration from such Partners.

(3) On 2/22/05, Alta California Partners II, L.P. distributed its 987,524 shares to its general & limited partners.

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. ("ACPII")) & a member of Alta Embarcadero Partners II, LLC ("AEPII"). As a member of ACPII & AEPII, he may be deemed to share voting & investment powers over the shares held by such funds. He disclaims beneficial ownership of all such shares held by the foregoing funds, except to the extent of his proportionate pecuniary interest therein. As a result of the 2/22/05 stock distributions, Mr. Nohra received 1,737 shares of Common Stock in accordance with his capital interests in the Funds without additional consideration being paid to the Funds.

Alta Partners ("AP") provides investment advisory services to several venture capital funds including Alta California Partners II, L.P. ("ACPII") & Alta Embarcadero Partners II, LLC ("AEPII"). The general partner of ACPII and members of AEPII exercise sole voting & investment powers in respect to the shares owned by such funds. The principals of AP are Jean Deleage, Garrett Gruener, Guy Nohra, Daniel Janney and Alix Marduel (collectively known as the "principals"). Certain principals of AP are members of Alta California Management Partners II, LLC (which is the general partner of ACPII) & members of AEPII. As members of such entities, they may be deemed to share voting & investment powers over the shares held by such funds. The principals of AP disclaim beneficial ownership of all such shares held by the foregoing funds, except to their proportionate pecuniary interests therein.

(6) Alta Embarcadero Partners II, LLC distributed 12,476 shares of Cutera, Inc. Common Stock to its Members based on their respective capital interests in the Fund in accordance with the LLC Agreement without receipt of additional consideration from such Members.

(7) On 2/22/05, Alta Embarcadero Partners II, LLC distributed its 12,476 shares to its members.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.