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

FORM 10-K
(Amendment No. 2)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM TO

Commission File Number 001-38238

Restoration Robotics, Inc.

(Exact name of Registrant as specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

06-1681204
(I.R.S. Employer
Identification No.)

128 Baytech Drive
San Jose, CA 95134
(408) 883-6888

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, \$0.0001 par value per share	The Nasdaq Global Market

Securities Registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES NO

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. YES NO

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files). YES NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES NO

As of June 29, 2018, (the last business day of the registrant's most recently completed second quarter), the aggregate market value of Registrant's common stock, par value \$0.0001, held by non-affiliates of the Registrant was \$66,841,767 based upon the closing price of \$3.47 per share as reported for such date by the Nasdaq Global Market. Shares of the Registrant's common stock held by executive officers and directors of the Registrant and by each person who owned 10% or more of the outstanding common stock have been excluded because such persons may be deemed to be affiliates of the registrant. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The number of shares of Registrant's Common Stock outstanding as of July 8, 2019 was 40,857,012.

DOCUMENTS TO BE INCORPORATED BY REFERENCE

None.

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PART IV

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EXPLANATORY NOTE

Restoration Robotics, Inc. (the “Company,” “we,” or “our”) filed its Annual Report on Form 10-K for the fiscal year ended December 31, 2018 (the “Original Form 10-K”) with the Securities and Exchange Commission (the “SEC”) on March 20, 2019. The Company filed the Amendment No. 1 to the Original Form 10-K solely for the purpose of providing the Part III information. The Company is now filing this Amendment No. 2 to the Original Form 10-K (the “Form 10-K/A”) solely for the purpose of correcting, in Part IV of the Original Form 10-K, a reference to the audit report date included in Exhibit 23.1.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), this Form 10-K/A also contains new certifications pursuant to Sections 302 of the Sarbanes Oxley Act of 2002. Accordingly, Item 15 of Part IV has also been amended to include the currently dated certifications as exhibits. Because the Form 10-K/A includes no financial statements, the Company is not including certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

No attempt has been made in this Form 10-K/A to modify or update the other disclosures presented in the Original Form 10-K, including, without limitation, the consolidated financial statements. This Form 10-K/A does not reflect events occurring after the filing of the Original Form 10-K or modify or update the disclosures in the Original Form 10-K, except as set forth in this Form 10-K/A, and should be read in conjunction with the Original Form 10-K and the Company’s other filings with the SEC.

PART IV**Item 15. Exhibits, Consolidated Financial Statement Schedules.**

(a) The following documents are filed as part of this report:

1. Consolidated Financial Statements

Reference is made to the financial statements included in Item 8 of Part II of the Original Form 10-K.

2. Consolidated Financial Statement Schedules

No consolidated financial statement schedules are provided because the information called for is not required or is shown either in the consolidated financial statements or notes thereto in the Original Form 10-K.

3. Exhibits

See the Exhibit Index immediately preceding the signature page of this Form 10-K/A.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Form</u>	<u>Date</u>	<u>Number</u>	<u>Filed Herewith</u>
3.1	Amended and Restated Certificate of Incorporation of Restoration Robotics, Inc.	8-K	10-17-17	3.1	
3.4	Amended and Restated Bylaws of Restoration Robotics, Inc.	8-K	10-17-17	3.2	
4.1	Reference is made to Exhibits 3.1 through 3.2 .				
4.2	Form of Common Stock Certificate.	S-1/A	9-18-17	4.2	
4.3	Amended and Restated Investors' Rights Agreement, dated February 7, 2013, by and among the Company and the investors listed therein, as amended.	S-1	9-1-17	10.10	
4.4	Form of Warrant to Purchase Stock dated August 27, 2014, issued to National Securities Corporation.	S-1	9-1-17	10.11	
4.5	Secured Promissory Note, dated May 19, 2015, by and between Oxford Finance LLC and the Company to purchase 276,224 shares of Series C Preferred Stock.	S-1	9-1-17	10.14	
4.6	Secured Promissory Note, dated May 19, 2015, by and between Oxford Finance LLC and the Company to purchase 220,979 shares of Series C Preferred Stock.	S-1	9-1-17	10.15	
4.7	Secured Promissory Note, dated May 19, 2015, by and between Oxford Finance LLC and the Company to purchase 220,979 shares of Series C Preferred Stock.	S-1	9-1-17	10.16	
4.8	Secured Promissory Note, dated May 19, 2015, by and between Oxford Finance LLC and the Company to purchase 220,979 shares of Series C Preferred Stock.	S-1	9-1-17	10.17	
4.9	Secured Promissory Note, dated May 19, 2015, by and between Oxford Finance LLC and the Company to purchase 165,734 shares of Series C Preferred Stock.	S-1	9-1-17	10.18	
4.10	Form of New Common Stock Warrant issued to the Solar Lenders, dated November 2, 2018.	10-K	3-20-19	4.10	

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4.11	<u>Note Purchase Agreement, dated February 28, 2019, by and between the Company and the Note Investors named therein</u>	10-K	3-20-19	4.11
4.12	<u>Convertible Promissory Note, dated February 28, 2019, by and between the Company and Frederic Moll</u>	10-K	3-20-19	4.12
4.13	<u>Convertible Promissory Note, dated February 28, 2019, by and between the Company and Interwest Partners IX, LP</u>	10-K	3-20-19	4.13
10.1	<u>Manufacturing Agreement for Systems, dated March 1, 2016, by and between Evolve Manufacturing Technologies Inc. and the Company.</u>	S-1	9-1-17	10.1
10.2	<u>Manufacturing Agreement for Consumables, dated April 1, 2016, by and between Evolve Manufacturing Technologies Inc. and the Company.</u>	S-1	9-1-17	10.2
10.3	<u>Component Pricing Agreement, dated August 1, 2016, by and between Evolve Manufacturing Technologies Inc. and the Company.</u>	S-1	9-1-17	10.3
10.4	<u>First Amendment to Component Pricing Agreement, dated August 30, 2017, by and between Evolve Manufacturing Technologies Inc. and the Company.</u>	S-1	9-1-17	10.4
10.5	<u>Lease Agreement, dated April 16, 2012, by and between Legacy Partners I San Jose, LLC and the Company.</u>	S-1	9-1-17	10.5
10.6	<u>First Amendment to Lease Agreement, dated April 27, 2016, by and between G&I VIII Baytech LP and the Company and Tenant Estoppel Certificate, dated March 30, 2017, acknowledging Bridge III CA Alviso Tech Park, LLC as successor-in-interest to Landlord thereto.</u>	S-1	9-1-17	10.6
10.7†	<u>License Agreement, dated July 25, 2006 by and between the Company, James A. Harris, M.D. and HSC Development LLC.</u>	S-1/A	9-22-17	10.7
10.8†	<u>First Amendment to License Agreement, dated January 5, 2009, by and between the Company, James A. Harris, M.D. and HSC Development LLC.</u>	S-1/A	9-22-17	10.8
10.9†	<u>Second Amendment to License Agreement, dated February 23, 2015, by and between the Company, James A. Harris, M.D. and HSC Development LLC.</u>	S-1/A	9-22-17	10.9
10.10#	<u>2005 Stock Plan.</u>	S-8	10-17-17	99.1
10.11#	<u>Form of Notice of Stock Option Grant and Stock Option Agreement under 2005 Stock Plan.</u>	S-1	9-1-17	10.20
10.12#	<u>Form of Notice of Stock Option Grant and Stock Option Agreement to International Optionees under 2005 Stock Plan.</u>	S-1	9-1-17	10.21
10.13#	<u>2015 Equity Incentive Plan.</u>	S-8	10-17-17	99.4
10.14#	<u>Form of Stock Option Grant Notice and Stock Option Agreement under 2015 Equity Incentive Plan.</u>	S-1	9-1-17	10.23
10.15#	<u>Form of Stock Purchase Right Grant Notice and Restricted Stock Purchase Agreement under 2015 Equity Incentive Plan.</u>	S-1	9-1-17	10.24
10.16#	<u>2017 Incentive Award Plan.</u>	S-8	10-17-17	99.7
10.17#	<u>Form of Stock Option Grant Notice and Stock Option Agreement under the 2017 Incentive Award Plan.</u>	S-1/A	9-18-17	10.26

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10.18#	<u>Form of Restricted Stock Award Grant Notice and Restricted Stock Award Agreement under the 2017 Incentive Award Plan.</u>	S-1/A	9-18-17	10.27	
10.19#	<u>Form of Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Award Agreement under the 2017 Incentive Award Plan.</u>	S-1/A	9-18-17	10.28	
10.20#	<u>2017 Employee Stock Purchase Plan.</u>	S-8	10-17-17	99.11	
10.21#	<u>Employment Agreement, dated September 21, 2016, by and between Ryan Rhodes and the Company.</u>	S-1	9-1-17	10.30	
10.22#	<u>Employment Letter Agreement, dated November 29, 2011, by and between Charlotte Holland and the Company.</u>	S-1	9-1-17	10.31	
10.23#	<u>Employment Letter Agreement, dated September 4, 2008, by and between Gabriele Zingaretti and the Company.</u>	S-1	9-1-17	10.32	
10.24#	<u>Transition and Separation Agreement, dated April 1, 2016, by and between James W. McCollum and the Company.</u>	S-1	9-1-17	10.33	
10.25#	<u>Separation Letter Agreement, dated August, 3, 2016, by and between Lisa Edone and the Company.</u>	S-1	9-1-17	10.34	
10.26#	<u>Employment Letter, dated December 1, 2017, by and between Mark Hair and the Company.</u>	8-K	12-11-17	10.1	
10.27#	<u>Non-Employee Director Compensation Program.</u>	S-1/A	9-18-17	10.35	
10.28#	<u>Form of Indemnification Agreement for directors and officers.</u>	S-1/A	9-18-17	10.36	
10.29†	<u>Loan and Security Agreement, dated May 10, 2018, by and between the Company and Solar Capital Ltd.</u>	8-K	5-10-18	10.1	
10.30†	<u>First Amendment to the Loan and Security Agreement, dated June 29, 2018, by and between the Company and Solar Capital Ltd.</u>	10-K	3-20-19	10.30	
10.31†	<u>Second Amendment to the Loan and Security Agreement, dated November 2, 2018, by and between the Company and Solar Capital Ltd.</u>	10-K	3-20-19	10.31	
10.32†	<u>Third Amendment to the Loan and Security Agreement, dated February 13, 2019, by and between the Company and Solar Capital Ltd.</u>	10-K	3-20-19	10.32	
21.1	<u>List of Subsidiaries.</u>	10-K	3-20-19	21.1	
23.1	<u>Consent of Grant Thornton LLP, independent registered public accounting firm.</u>				X
24.1	<u>Power of Attorney. Reference is made to the signature page of the Original Form 10-K.</u>				
31.1	<u>Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>	10-K	3-20-19	31.1	
31.2	<u>Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>	10-K	3-20-19	31.2	

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31.3	<u>Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>	10-K/A	4-29-19	31.3
31.4	<u>Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>	10-K/A	4-29-19	31.4
31.5	<u>Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>			X
31.6	<u>Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>			X
32.1*	<u>Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>	10-K	3-20-19	32.1
32.2*	<u>Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>	10-K	3-20-19	32.2
101.INS	XBRL Instance Document	10-K	3-20-19	101.INS
101.SCH	XBRL Taxonomy Extension Schema Document	10-K	3-20-19	101.SCH
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	10-K	3-20-19	101.CAL
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	10-K	3-20-19	101.DEF
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	10-K	3-20-19	101.LAB
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	10-K	3-20-19	101.PRE

Indicates management contract or compensatory plan.

† Portions of this exhibit (indicated by asterisks) are omitted pursuant to a request for confidential treatment that has been filed separately with the Securities and Exchange Commission.

* The certifications attached as Exhibit 32.1 and Exhibit 32.2 that accompany this Amendment No. 2 to the Annual Report on Form 10-K are not deemed filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of Restoration Robotics, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Amendment No. 2 to the Annual Report on Form 10-K, irrespective of any general incorporation language contained in such filing.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated March 20, 2019, with respect to the consolidated financial statements included in the Annual Report of Restoration Robotics, Inc. on Form 10-K for the year ended December 31, 2018. We consent to the incorporation by reference of said report in the Registration Statements of Restoration Robotics, Inc. on Form S-8 (File No. 333-223448 and File No. 333-220993) and Form S-3 (File No. 333-228562).

/s/ Grant Thornton LLP

Denver, Colorado
March 20, 2019

**CERTIFICATION OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Ryan Rhodes, President and Chief Executive Officer of Restoration Robotics, Inc., certify that:

1. I have reviewed this Amendment No. 2 to the Annual Report on Form 10-K/A of Restoration Robotics, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: July 9, 2019

By: /s/ Ryan Rhodes

Ryan Rhodes
President and Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION OF THE CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Mark Hair, Chief Financial Officer of Restoration Robotics, Inc., certify that:

1. I have reviewed this Amendment No. 2 to the Annual Report on Form 10-K/A of Restoration Robotics, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: July 9, 2019

By: /s/ Mark Hair

Mark Hair
Chief Financial Officer
(Principal Financial Officer)