

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

SCHEDULE 14D-9
(Rule 14d-101)

Solicitation/Recommendation Statement under Section 14(d)(4) of the
Securities Exchange Act of 1934

MIRAMAR LABS, INC.
(Name of Subject Company)

MIRAMAR LABS, INC.
(Name of Person(s) Filing Statement)

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

604656108
(CUSIP Number of Class of Securities)

R. Michael Kleine
Chief Executive Officer
Miramar Labs, Inc.
2790 Walsh Avenue
Santa Clara, California 95051
(408) 579-8700

(Name, address and telephone number of person authorized to receive notices and communications
on behalf
of the person(s) filing statement)

With copies to:

Robert T. Ishii, Esq.
Wilson Sonsini Goodrich & Rosati,
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Suite 3300
San Francisco, California 94105
(415) 947-2000

R. Michael Kleine
Chief Executive Officer
Miramar Labs, Inc.
2790 Walsh Avenue
Santa Clara, California 95051
(408) 579-8700

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

On June 12, 2017, Miramar Labs, Inc., a Delaware corporation (“Miramar Labs”), issued a press release announcing the execution of an Agreement and Plan of Merger (the “Merger Agreement”) with Sientra, Inc., a Delaware corporation (“Sientra”), and Desert Acquisition Corporation, a Delaware corporation and wholly owned subsidiary of Sientra (“Purchaser”), pursuant to which Purchaser will commence a cash tender offer to acquire all of the outstanding shares of Miramar Labs’ common stock (the “Offer”) for a purchase price of (i) \$0.3149 per share, in cash, without interest (the “Cash Portion”) and (ii) the contractual right (a “CVR”), pursuant to the Contingent Value Rights Agreement in the form attached as Annex II to the Merger Agreement (as it may be amended from time to time, the “CVR Agreement”), to receive one or more contingent payments upon the achievement of certain milestones as set forth in the CVR Agreement, without interest (the “CVR Portion”, and together with the Cash Portion, the “Offer Price”), subject to any applicable withholding and upon the terms and subject to the conditions of the Merger Agreement. If successful, the Offer will be followed by a merger of Purchaser with and into the Company (the “Merger”).

This Schedule 14D-9 filing consists of the following documents related to the proposed Offer and Merger:

- (i) Form of Email to Key Physician Advisors, first used on June 12, 2017 (Exhibit 99.1);
- (ii) Form of Email to Customers, first used on June 12, 2017 (Exhibit 99.2);
- (iii) Form of Email to Distributors, first used on June 12, 2017 (Exhibit 99.3);
- (iv) Customer FAQ, first used on June 12, 2017 (Exhibit 99.4);
- (v) Employee FAQ, first used on June 12, 2017 (Exhibit 99.5);
- (vi) Customer Service Talking Points, first used on June 12, 2017 (Exhibit 99.6);
- (vii) Sales Force FAQ, first used on June 12, 2017 (Exhibit 99.7);
- (viii) Sales Force Talking Points, first used on June 12, 2017 (Exhibit 99.8);
- (ix) Presentation re: the Offer and the Merger, first used on June 12, 2017 (Exhibit 99.9); and
- (x) Email from Miramar Labs CEO to Employees, first used on June 12, 2017 (Exhibit 99.10).

The information set forth under Items 1.01, 5.03, 8.01 and 9.01 of the Current Report on Form 8-K filed by Miramar Labs on June 12, 2017 (including all exhibits attached thereto) is incorporated herein by reference.

Additional Information and Where to Find It

In connection with the proposed acquisition, Sientra will commence a tender offer for all of the outstanding shares of Miramar Labs. The tender offer has not yet commenced. This communication is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares of Miramar Labs, nor is it a substitute for the tender offer materials that Sientra and its acquisition subsidiary will file with the SEC upon commencement of the tender offer. At the time that the tender offer is commenced, Sientra and its acquisition subsidiary will file tender offer materials on Schedule TO with the SEC, and Miramar Labs will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC with respect to the offer. THE TENDER OFFER MATERIALS (INCLUDING AN OFFER TO PURCHASE AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/ RECOMMENDATION STATEMENT WILL CONTAIN IMPORTANT INFORMATION THAT SHOULD BE READ CAREFULLY AND CONSIDERED BY MIRAMAR LABS’ STOCKHOLDERS BEFORE ANY DECISION IS MADE WITH RESPECT TO THE TENDER OFFER. Both the tender offer statement and the solicitation/recommendation statement will be made available to Miramar Labs’ stockholders free of

charge. A free copy of the tender offer statement and the solicitation/recommendation statement will also be made available to all stockholders of Miramar Labs by phone at (408) 940-8700, or by visiting Miramar Labs' website (www.miramarlabs.com). In addition, the tender offer statement and the solicitation/recommendation statement (and all other documents filed with the SEC) will be available at no charge on the SEC's website (www.sec.gov) upon filing with the SEC. MIRAMAR LABS' STOCKHOLDERS ARE ADVISED TO READ THE TENDER OFFER STATEMENT AND THE SOLICITATION/RECOMMENDATION STATEMENT, AS EACH MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BEFORE THEY MAKE ANY DECISION WITH RESPECT TO THE TENDER OFFER BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND THE PARTIES TO THE TRANSACTION.

Cautionary Statement Regarding Forward-Looking Statements

Any statements made in this communication that are not statements of historical fact, including statements about the expected timetable for completing the transaction and the potential effects of the acquisition on both Sientra and Miramar Labs, are forward-looking statements that are based on management's beliefs, certain assumptions and current expectations and should be evaluated as such. These statements may be identified by their use of forward-looking terminology such as the words "expects," "projects," "anticipates," "intends" and other similar words. Forward-looking statements include statements that may relate to Sientra's or Miramar Labs' plans, objectives, strategies, goals, future events, future revenues or performance, and other information that is not historical information. Such forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those projected. These risks and uncertainties include, but are not limited to, general economic, business and market conditions and the satisfaction of the conditions to closing of the proposed transaction. For a more complete discussion of certain of the risks and uncertainties that could cause actual results to differ from those contained in the forward-looking statements with respect to Miramar Labs, see the discussion of risks and uncertainties in Miramar Labs' annual report on Form 10-K for the fiscal year ended December 31, 2016 filed with the U.S. Securities and Exchange Commission (the "SEC") on March 17, 2017 and other reports Miramar Labs files with the SEC, as well as the tender offer documents to be filed with the SEC by Sientra and its acquisition subsidiary and by Miramar Labs. The forward-looking statements contained in this document are made as of the date that the document is issued, and Miramar Labs undertakes no obligation to update any forward-looking statements, whether as a result of future events, new information or otherwise, except as required by law. All forward-looking statements in this communication are qualified in their entirety by this cautionary statement.

Exhibit Index

Exhibit Number	Description
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99.7	Sales Force FAQ, first used on June 12, 2017
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99.9	Presentation re: the Offer and the Merger, first used on June 12, 2017
99.10	Email from Miramar Labs CEO to Employees, first used on June 12, 2017

Key Physician Advisors Email

Dear Miramar Key Physician Advisors:

As a key advisor to Miramar Labs[®], I want to keep you abreast of recent developments at the company. I am excited to announce this morning it was made public that Sientra, Inc. of Santa Barbara, California will acquire Miramar Labs. Sientra intends to retain Miramar Labs as a wholly-owned subsidiary and will maintain headquarters in Santa Clara, CA.

With this acquisition, I believe we now have the resources and backing to not only continue the high level of support and commitment to bringing miraDry[®] patients into your practice, but to increase those activities. This transaction will also help accelerate our R&D programs to bring new applications and further increase the value of your investment in your miraDry system.

We expect the transaction to close within the next two months subject to completion of the tender offer. Until further notice, you should expect each company will continue business operations as before, with all points of contact remaining the same. We will continue to provide you updates on developments as they may affect you.

I would like to personally thank you for your guidance and advice in making miraDry a growing procedure and in shaping our future. We expect to maintain this relationship and will continue to lean on you for advice, support and guidance as we work with Sientra to make the miraDry business even stronger.

If you have any questions or need any additional information, please feel free to contact me or Rob Ellis.

Sincerely,

Mike Kleine
CEO, Miramar Labs

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Customer Email

Dear miraDry[®] Partner:

I am excited to announce this morning it was made public that Sientra, Inc. of Santa Barbara, California will acquire Miramar Labs[®]. Sientra intends to retain Miramar Labs as a wholly-owned subsidiary and will maintain headquarters in Santa Clara, California.

With this acquisition, I believe, we now have the resources and backing to not only continue the high level of support and commitment to bringing miraDry patients into your practice, but to increase those activities. This transaction will also help accelerate our R&D programs to bring new applications and further increase the value of your investment in your miraDry system.

We expect the transaction to close within the next two months subject to completion of the tender offer. Until further notice, you should expect each company will continue business operations as before, with all points of contact remaining the same. We will continue to provide you with updates on developments as they may affect you.

I would like to personally thank you for your dedication to miraDry and confirm our on-going commitment to rewarding that support by bringing more miraDry patients to your practice. That remains our number one goal as an organization.

If you have any questions or need any additional information, please feel free to contact your Practice Development Manager or our customer service team at 1-855-miraDry (1-855-647-2379) or email us atcustomerservice@miramarlabs.com.

Sincerely,

Mike Kleine
CEO, Miramar Labs[®]

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for the fiscal year ended December 31, 2016 filed with the U.S. Securities and Exchange Commission (the "SEC") on March 17, 2017 and other reports Miramar Labs files with the SEC, as well as the tender offer documents to be filed with the SEC by Sientra and its acquisition subsidiary and by Miramar Labs. The forward-looking statements contained in this document are made as of the date that the document is issued, and Miramar Labs undertakes no obligation to update any forward-looking statements, whether as a result of future events, new information or otherwise, except as required by law. All forward-looking statements in this communication are qualified in their entirety by this cautionary statement.

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Distributor Email

Dear miraDry[®] Distribution Partner:

I am excited to announce this morning it was made public that Sientra, Inc. of Santa Barbara will acquire Miramar Labs. Sientra intends to retain Miramar Labs as a wholly-owned subsidiary and will maintain headquarters in Santa Clara, California.

With this acquisition, I believe we now have the resources and backing to not only continue the high level of support and commitment to driving miraDry awareness and value, but to increase those activities. This transaction will also help accelerate our R&D programs to bring new applications and further increase the value of your physician's investment in the miraDry system.

We expect the transaction to close within the next two months subject to completion of the tender offer. Until the deal closes, we remain solidly focused on driving a strong finish to Q2 and will work with you to ensure that happens. Please contact us directly if there is anything we can do to finish out strongly. In the meantime, we will continue to provide you updates on developments as they may affect you.

I would like to personally thank you for your continued support and belief in miraDry and further affirm our commitment to rewarding that support with continued growth and targeted focus on creating strong miraDry consumer demand. That remains our number one goal as an organization.

If you have any questions or need any additional information, please feel free to contact me or your Miramar representative.

Sincerely,

Mike Kleine
CEO, Miramar Labs

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2790 Walsh Ave P 408 579 8700
Santa Clara, CA 95051 F 408 579 8795

Miramar Labs® Acquisition by Sientra® FAQ's

Who is Sientra?

Sientra is a medical aesthetics company based in Santa Barbara, CA founded to provide greater choice to board-certified plastic surgeons and patients in need of medical aesthetics products. The Company sells breast implants and breast tissue expanders exclusively to board-certified and board-admissible plastic surgeons. Sientra also offers a range of other aesthetic and specialty products including BIOCORNEUM®, for scar management.

What impact will Miramar's sale to Sientra have on Miramar's future plans?

Since 2012 when Miramar first launched the miraDry system, the company was committed to developing the best treatment option for patients for significant reduction in sweat and odor in the axilla. With the acquisition by Sientra, we are even more committed to that goal and are pleased to have the commercial support that Sientra brings to further accelerate the commercial appeal of miraDry to consumers as well as accelerate our R&D efforts to bring our customers new applications and treatments using the miraDry microwave platform.

When is the transaction expected to close?

The deal is expected to close within the next 40-60 days.

Will miraDry be based out of Sientra's headquarters in Santa Barbara?

While Miramar will, following the closing, be a wholly owned subsidiary of Sientra, we will remain a stand-alone business unit. We will continue to maintain, grow and manage our commercial efforts from Miramar Labs offices in Santa Clara, CA.

How will this transition affect Miramar customers?

With the pending acquisition, all Miramar customers should expect the same high level of support and commitment from our Practice Development Managers and Customer Service teams. There are no pending changes to our support or ongoing programs supporting miraDry in your practice. Business will continue as usual from our headquarters in Santa Clara and we

are excitedly looking forward to bringing our customers increased commitment to making miraDry a success in your practice and bringing more miraDry patients into your practice.

Who do I contact to purchase miraDry bioTips or if I have service questions?

Customers should continue to contact their Miramar Practice Development Manager, or Customer Service with any questions or orders for bioTips, warranties or service issues.

Will this acquisition affect my warranty or service agreement?

All customers with a miraDry system, will continue to receive the high level of service they have received from Miramar. All warranties and service agreements remain in full affect and will not be affected by the acquisition.

Will this acquisition affect the supply of miraDry bioTips or service?

Miramar Labs continues to manufacture bioTips and will continue to do so in the foreseeable future. Miramar Labs will continue to operate out of the Santa Clara facility and there is no reason to expect any disruption in the supply of bioTips or ability to provide service and/or support for your miraDry system.

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Miramar Employee FAQ's

Who is Sientra®?

Sientra is a medical aesthetics company based in Santa Barbara, CA founded to provide greater choice to board-certified plastic surgeons and patients in need of medical aesthetics products. The Company sells breast implants and breast tissue expanders exclusively to board-certified and board-admissible plastic surgeons. Sientra also offers a range of other aesthetic and specialty products including BIOCORNEUM®, for scar management.

How much is Sientra paying?

- *The deal specifics will be in the public press release and finalized upon the deal closing*

What are Sientra's plans for Miramar??

- *Sientra's intent is to build a broad, global aesthetics platform, leveraging from its legacy and strengths in breast aesthetics*
- *Miramar furthers Sientra's objective to diversify its business and revenue streams, building from last year's purchases of BIOCORNEUM and the SSP tissue expander portfolio.*
- *In terms of growth and opportunity, the aesthetics market at the practice level continues to value and accept novel, minimally invasive, lifestyle-based, efficacious treatments for unmet/ill met conditions*
- *Analogies: consider Zeltiq for body contouring, Viveve for vaginal rejuvenation, and a number of the laser companies for skin tightening, contouring and rejuvenation in addition to steady growth in neurotoxins and dermal fillers*

About Sientra

- *Sells Breast Implants, Tissue Expanders and BIOCORNEUM for scar tissue.*
- *HSC Gel implant known as the "Gummy-Bear" implants.*
- *2016 Revenues of \$20.7M. Q1-17 Revenues of \$7.5M. Compares to \$1.5 for Q1-16.*
- *Voluntary recall in Q4-15 and now returned to controlled re-launch.*
- *Sales Breakdown: 78% Breast Implants / 19% BIOCORNEUM*
- *Total Breast Market opportunity = \$635M (implant + expander)*
- *1 of only 3 companies with US FDA-approval of breast implants*
- *Cash on hand at end of Q1-17: \$58.8M*
- *Approximately 90 employees*

What impact with Miramar's sale to Sientra have on Miramar's future plans?

Since 2012 when Miramar first launched the miraDry system, the company was committed to developing the best treatment option for patients for significant reduction in sweat and odor in the axilla, or armpit. With the acquisition by Sientra, we are even more committed to that goal and are pleased to have the commercial support that Sientra brings to further accelerate the commercial appeal of miraDry to consumers as well as accelerate our R&D efforts to bring our customers new applications and treatments using the miraDry microwave platform.

When is the transaction expected to close?

- *The deal is expected to close within the next 45-60 days.*

Will miraDry be based out of Sientra's headquarters in Santa Barbara?

- *While Miramar will, following the closing, be a wholly owned subsidiary of Sientra, Miramar will remain a stand-alone business unit. We will continue to maintain, grow and manage our commercial efforts from Miramar Labs offices in Santa Clara, CA.*

Is everyone at Miramar being retained including International?

- *Difficult to answer at this time since the acquisition is not officially closed until mid-July. Post deal close Sientra will work with Miramar Management to assess all areas of business. Sientra is committed to making the necessary investments to grow the Miramar business. Sientra sees jobs being created as we invest in all parts of the business with a heavier emphasis on sales & marketing, but also recognize there are more functional areas that may need additional staffing due to the lack of cash over the last several months.*

Who is the GM at Miramar?

- *Phase 1 integration plans are being developed, including the post-closing management organization for Miramar. Miramar's existing senior team will continue to be in place and running the business at least until close.*
- *Additional plans will be finalized during the deal close window*

Will we be changing our business model?

- *Sientra will be focused on implementing proven capital + disposable marketing models to further accelerate the installed base and increasing awareness (combination of co-op marketing at local practice level and utilization of social media) to drive utilization and practice economics.*
- *Bottom line: The focus is on the disposable/procedure NOT the capital equipment*

What will happen to my stock options, and will we get options in the new company

- *Unfortunately, all employees stock options are out of the money even if the company earns the maximum earn out of \$1.0207 per share.*

Who is my counterpart at Sientra?

- *We are actively putting together the plan to optimize the commercial synergies between the two organizations.*
- *In the next few weeks, we will provide details for both commercial organizations geographically and assist in creating meet-and-greet conversations*

What if the media reaches out to me or investors, what can I say?

- *All requests for more information should be forwarded to Mike or Brigid until further notice. Under no circumstances should you be speaking with the media or investors regarding the acquisition.*

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Miramar Customer Service Talking Points

Who is Sientra?

- *Sientra is a medical aesthetics company based in Santa Barbara, CA*
- *The Company sells breast implants and breast tissue expanders exclusively to board-certified and board-admissible plastic surgeons.*
- *Sientra also offers a range of other aesthetic and specialty products including BIOCORNEUM[®], for scar management.*

What impact will Miramar's sale to Sientra have on Miramar's future plans?

- *Since 2012 when Miramar first launched the miraDry system, the company was committed to developing the best treatment option for patients for significant reduction in sweat and odor in the axilla, or armpit.*
- *We are even more committed to that goal and with the commercial support that Sientra brings*

When is the transaction expected to close?

- *The deal is expected to close within the next 40-60 days.*

Will miraDry be based out of Sientra's headquarters in Santa Barbara?

- *While Miramar will, following the closing, be a wholly owned subsidiary of Sientra, Miramar will remain a stand-alone business unit.*
- *We will continue to maintain, grow and manage our commercial efforts from Miramar Labs offices in Santa Clara, CA.*

Miramar Customer asking about deal or technology details:

- *"We are excited about joining forces with Sientra and we are currently working towards closing the acquisition which is not yet final. Once done, details of the closing will be made public and we will be in touch with more details."*

Miramar Customers asking about ordering consumables or service

- *Its business as usual*
- *All ordering will remain the same.*
 - a. *Miramar orders through Miramar with Miramar payment terms*
 - b. *Sientra orders through Sientra with Sientra payment terms*
- *As of this time, there are no bundling options of orders.*
- *All miraDry service issues will be handled through Miramar as usual*

Distributor Questions

- *All Miramar distributor contracts remain intact along with the terms of the agreement*
- *Until further notice, there is no bundling of orders should a Miramar distributor also represent Sientra*

Existing customers looking to buy/order Sientra products:

- *For now, refer them to the Sientra Customer Service team at 1-855-miraDry (1-855-647-2379).*

Media requests:

- *All requests for more information should be forwarded to Mike or Brigid until further notice. Under no circumstances should you be speaking with the media or investors regarding the acquisition.*

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Miramar Sales Force FAQ's

Who is Sientra?

Sientra is a medical aesthetics company based in Santa Barbara, CA founded to provide greater choice to board-certified plastic surgeons and patients in need of medical aesthetics products. The Company sells breast implants and breast tissue expanders exclusively to board-certified and board-admissible plastic surgeons. Sientra also offers a range of other aesthetic and specialty products including BIOCORNEUM[®], for scar management.

About Sientra

- *Sells Breast Implants, Tissue Expanders and BIOCORNEUM for scar tissue.*
- *HSC Gel implant known as the "Gummy-Bear" implants.*
- *2016 Revenues of \$20.7M.*
 - *Q1-17 Revenues of \$7.5M. Compares to \$1.5 for Q1-16.*
 - *Voluntary recall of implants in Q4-15 and now returned to controlled re-launch.*
- *Sales Breakdown: 78% Breast Implants / 19% BIOCORNEUM*
- *Total Breast Market opportunity = \$635M (implant + expander)*
- *1 of only 3 companies with US FDA-approval of breast implants*
- *Cash on hand at end of Q1-17: \$58.8M*
- *Approximately 90 employees*

What impact will Miramar's sale to Sientra have on Miramar's future plans?

Since 2012 when Miramar first launched the miraDry system, the company was committed to developing the best treatment option for patients for significant reduction in sweat and odor in the axilla, or armpit. With the acquisition by Sientra, we are even more committed to that goal and are pleased to have the commercial support that Sientra brings to further accelerate the commercial appeal of miraDry to consumers as well as accelerate our R&D efforts to bring our customers new applications and treatments using the miraDry microwave platform.

When is the transaction expected to close?

- *The deal is expected to close within the next 40-60 days.*

Will miraDry be based out of Sientra's headquarters in Santa Barbara?

- *While Miramar will, following the closing, be a wholly owned subsidiary of Sientra, Miramar will remain a stand-alone business unit. We will continue to maintain, grow and manage our commercial efforts from Miramar Labs offices in Santa Clara, CA.*

Is everyone at Miramar being retained including International?

- *Difficult to answer at this time since the acquisition is not officially closed until mid-July. Post deal close we will work with Miramar Management to assess all areas of business. Sientra is committed to making the necessary investments to grow the Miramar business. We see jobs being created as we invest in all parts of the business with a heavier emphasis on sales & marketing, but also recognize there are more functional areas that may need additional staffing due to the lack of cash over the last several months.*

Who is the GM at Miramar?

- *Phase 1 integration plans are being developed, including the post-closing management organization for Miramar. Miramar's existing senior team will continue to be in place and running the business at least until close.*
- *Additional plans will be finalized during the deal close window*

Will we be changing our business model?

- *Sientra will be focused on implementing proven capital + disposable marketing models to further accelerate the installed base and increasing awareness (combination of co-op marketing at local practice level and utilization of social media) to drive utilization and practice economics.*
- *Bottom line: The focus is on the disposable/procedure NOT the capital equipment*

Who is my counterpart at Sientra?

- *We are actively putting together the plan to optimize the commercial synergies between what will remain our 2 separate sales forces: Breast Aesthetics and Miramar.*
- *In the next few weeks, we will provide details for both commercial organizations geographically and assist in creating meet-and-greet conversations*

When can we start working with the Sientra reps?

- *Their will likely be a period of 45-60 days between our announcement today and the actual closing of the transaction.*
- *During that time we will begin to formalize the "Phase 1" integration plan which will include the communication process between the organizations. Until we formalize the plan it will be important that you **NOT** start working directly with the corresponding Sientra rep in your territory until the deal is final and closed.*

Existing Miramar Customer asking about deal or technology details:

- *“We are excited about joining forces with Sientra and we are currently working towards closing the acquisition which is not yet final. Once done, details of the closing will be made public and we will be in touch with more details.”*

Existing customers looking to buy/order Sientra products:

- *“We are excited about joining forces with Sientra and we are currently working towards closing the acquisition which is not yet final. For now, I can refer you to the Sientra Customer Service team at 888.708.0808.*

What if the media reaches out to me or investors, what can I say?

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CEO Email to Miramar Employees

I am writing today to share a significant and exciting announcement about the future of our company. Today, we announced that Miramar Labs entered into a merger agreement with Sientra, Inc. of Santa Barbara, California, pursuant to which Miramar will become a wholly owned subsidiary of Sientra. This merger will start an exciting next chapter for all Miramar employees, including our vendor and customer partners. With this merger we now have the opportunity with Sientra to accelerate execution of our long-term strategy to advance our vision of making miraDry[®] an innovative technology in the practices of aesthetic physicians across the globe. Attached is the press release from today's announcement along with FAQs to provide you with additional information.

The decision to enter into an agreement with Sientra was made over a thoughtful time period, and both companies see significant opportunity to service both plastic surgeon and dermatology physicians in a differentiated and beneficial way. On a personal level, the decision to go forward with an agreement was predicated on giving our talented and committed team the best opportunity to build and expand the miraWave[™] technology platform in the global aesthetic market.

There are two important questions you might have at this point:

1. What does this mean for the company?
2. What does this mean for me (meaning you)?

Even though Miramar will be a wholly owned subsidiary of Sientra, it is expected to remain a stand-alone business unit. We will continue to maintain, grow and manage our commercial efforts from Miramar Labs' offices in Santa Clara, CA. Sientra is committed to making investments to grow the Miramar business especially in sales & marketing, but also recognizing there are other functional areas that may need additional investment due to the inadequate capital funding that the company had over the last several months.

For you this means greater stability and growth; your job and what you do on a daily basis should be enhanced by the market opportunity this deal is targeted to capture. The simple answer to the question of "what does this mean for me?" should be, "we now have more resources, more support and more growth opportunity."

We expect the transaction to close within the next two months subject to the satisfaction of the conditions in the merger agreement. Until that time, it will be business as usual. I know I can count on you to focus on our objectives and continue serving our customers with the same passion, quality and commitment that we've come to expect from you and your fellow Miramar employees.

Copies of the press release and Q&A we released today are attached, which we hope will answer some of the questions you may have. We will be having an employee meeting to provide a bit more information on the transaction and to be available for questions. We will make every effort to keep you up to date on developments and progress throughout this process. Over the coming weeks, you may be contacted by members of the media, investors or the general public regarding this transaction. Because it is important we speak with one voice, please forward any customer or vendor inquiries to your function head, and any investor or the media inquiries to Minaxi Patel at 408.579.8727 or by email at mpatel@miramarlabs.com

This is an important next chapter for Miramar and there is much more we can accomplish together to position Miramar for long-term success. Thank you for your dedication and support. I am incredibly proud of the company that we have built and am excited about our future with Sientra.

Sincerely,

Mike Kleine
President and Chief Executive Officer

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Labs' plans, objectives, strategies, goals, future events, future revenues or performance, and other information that is not historical information. Such forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those projected. These risks and uncertainties include, but are not limited to, general economic, business and market conditions and the satisfaction of the conditions to closing of the proposed transaction. For a more complete discussion of certain of the risks and uncertainties that could cause actual results to differ from those contained in the forward-looking statements with respect to Miramar Labs, see the discussion of risks and uncertainties in Miramar Labs' annual report on Form 10-K for the fiscal year ended December 31, 2016 filed with the U.S. Securities and Exchange Commission (the "SEC") on March 17, 2017 and other reports Miramar Labs files with the SEC, as well as the tender offer documents to be filed with the SEC by Sientra and its acquisition subsidiary and by Miramar Labs. The forward-looking statements contained in this document are made as of the date that the document is issued, and Miramar Labs undertakes no obligation to update any forward-looking statements, whether as a result of future events, new information or otherwise, except as required by law. All forward-looking statements in this communication are qualified in their entirety by this cautionary statement.

Additional Information and Where to Find It

In connection with the proposed acquisition, Sientra will commence a tender offer for all of the outstanding shares of Miramar Labs. The tender offer has not yet commenced. This communication is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares of Miramar Labs, nor is it a substitute for the tender offer materials that Sientra and its acquisition subsidiary will file with the SEC upon commencement of the tender offer. At the time that the tender offer is commenced, Sientra and its acquisition subsidiary will file tender offer materials on Schedule TO with the SEC, and Miramar Labs will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC with respect to the offer. THE TENDER OFFER MATERIALS (INCLUDING AN OFFER TO PURCHASE AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT WILL CONTAIN IMPORTANT INFORMATION THAT SHOULD BE READ CAREFULLY AND CONSIDERED BY MIRAMAR LABS' STOCKHOLDERS BEFORE ANY DECISION IS MADE WITH RESPECT TO THE TENDER OFFER. Both the tender offer statement and the solicitation/recommendation statement will be made available to Miramar Labs' stockholders free of charge. A free copy of the tender offer statement and the solicitation/recommendation statement will also be made available to all stockholders of Miramar Labs by phone at (408) 940-8700, or by visiting Miramar Labs' website (www.miramarlabs.com). In addition, the tender offer statement and the solicitation/recommendation statement (and all other documents filed with the SEC) will be available at no charge on the SEC's website (www.sec.gov) upon filing with the SEC. MIRAMAR LABS' STOCKHOLDERS ARE ADVISED TO READ THE TENDER OFFER STATEMENT AND THE SOLICITATION/RECOMMENDATION STATEMENT, AS EACH MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BEFORE THEY MAKE ANY DECISION WITH RESPECT TO THE TENDER OFFER BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND THE PARTIES TO THE TRANSACTION.