

OMB APPROVAL	
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Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>HealthQuest Partners II, L.P.</u> <hr/> (Last) (First) (Middle) C/O HEALTHQUEST 1301 SHOREWAY RD. SUITE 350 <hr/> (Street) BELMONT CA 94002 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Venus Concept Inc. [ VERO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/15/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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	12/15/2021		P		1,600,000	A	\$1.25	6,795,621	D <sup>(1)</sup>	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
HealthQuest Partners II, L.P.  


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 (Last) (First) (Middle)  
 C/O HEALTHQUEST  
 1301 SHOREWAY RD. SUITE 350  


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 (Street)  
 BELMONT CA 94002  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
HealthQuest Venture Management II, L.L.C.  


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 (Last) (First) (Middle)  
 C/O HEALTHQUEST  
 1301 SHOREWAY RD. SUITE 350  


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 (Street)  
 BELMONT CA 94002  


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 (City) (State) (Zip)

Explanation of Responses:

1. The shares are directly held by HealthQuest Partners II, L.P. ("HealthQuest"), HealthQuest Venture Management II, L.L.C. ("HQVM II"), the general partner of HealthQuest, and Garheng Kong, the managing member of HQVM II, may be deemed to have sole voting and dispositive power with respect to the shares held of record by HealthQuest. Mr. Kong and HQVM II disclaim beneficial ownership over all shares owned by HealthQuest except to the extent of any pecuniary interest therein.

/s/ Garheng Kong as  
Managing Member of  
HealthQuest Venture  
Management II, L.L.C.,

12/17/2021

[general partner of HealthQuest  
Partners II, L.P](#)

[/s/ Garheng Kong as  
Managing Member of  
HealthQuest Venture  
Management II, L.L.C.](#)

[12/17/2021](#)

\*\* Signature of Reporting Person      Date

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

\* 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).

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**