SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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 [*] Clarus Lifesciences II, L.P.			2. Date of Event Requiring Statement (Month/Day/Year) 10/11/2017		nt	3. Issuer Name and Ticker or Trading Symbol <u>Restoration Robotics Inc</u> [HAIR]					
(Last) (First) (Middle) 101 MAIN STREET						4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner			5. If Amendment, Date of Original Filed (Month/Day/Year)		
SUITE 1210						Officer (give title below)	Other (spe below)	cify		lividual or Joint/ cable Line)	/Group Filing (Check
(Street) CAMBRIDGE MA 02142									Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person		
(City) (State) (Zip)		Tabla I Ni			ina Canuitina Danafinial	hu Quun ad				
			Table I - No	on-D		tive Securities Beneficial	1				
1. Title of Security (Instr. 4)						2. Amount of Securities Beneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
		(e.				e Securities Beneficially ints, options, convertible		5)			
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable Expiration Date (Month/Day/Year)			3. Title and Amount of Securiti Underlying Derivative Security			ersion ercise	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Date Exercisable	Exp Dat	oiration e	Title	Amount or Number of Shares	Deriva Securi	tive	or Indirect (I) (Instr. 5)	
Series C Preferred St	ock		(1)		(2)	Common Stock	3,389,105	(1	.)	D ⁽³⁾	
101 MAIN STREET SUITE 1210 (Street)	(First)	(Middle		_							
(City)	(State)	(Zip)		-							
1. Name and Address of Reporting Person* Clarus Ventures II GP, L.P.											
(Last) (First) (Mide 101 MAIN STREET SUITE 1210		(Middle	2)								
(Street) CAMBRIDGE	MA	02142	2	_							
(City)	(State)	(Zip)									
1. Name and Address of <u>Clarus Ventures</u>											
(Last) 101 MAIN STREET SUITE 1210	(First)	(Middle	?)								
(Street) CAMBRIDGE	MA	02142		_							

1. Name and Address of F Simon Nicholas (Last)	Reporting Person*						
(Last) (First)						
		(Middle)					
101 MAIN STREET,	SUITE 1210						
(Street) CAMBRIDGE	MA	02142					
(City) (State)	(Zip)					
1. Name and Address of Reporting Person* <u>LIPTAK ROBERT</u>							
(Last) (First)	(Middle)					
101 MAIN STREET,	SUITE 1210						
(Street) CAMBRIDGE	MA	02142					
(City) ((State)	(Zip)					
1. Name and Address of Reporting Person* GALAKATOS NICHOLAS							
(Last) (101 MAIN STREET,	First) SUITE 1210	(Middle)					
(Street) CAMBRIDGE	МА	02142					
(City) (State)	(Zip)					
1. Name and Address of Reporting Person [*] HENNER DENNIS							
(Last) (101 MAIN STREET,	First) SUITE 1210	(Middle)					
(Street) CAMBRIDGE	МА	02142					
(City) (State)	(Zip)					
1. Name and Address of F WHEELER KUR							
(Last) (101 MAIN STREET,	First) SUITE 1210	(Middle)					
(Street) CAMBRIDGE	МА	02142					
(City) (State)	(Zip)					

Explanation of Responses:

1. The shares of the Issuer's Preferred Stock automatically convert into shares of the Issuer's Common Stock, for no additional consideration, on a 1:1 basis immediately prior to the consummation of the Issuer's Initial Public Offering (the "IPO").

2. The expiration date is not relevant to the conversion of these securities.

3. The shares are directly held by Clarus Lifesciences II, L.P. ("Clarus"). Clarus Ventures II GP, L.P. (the "GPLP"), as the sole general partner of Clarus, may be deemed to beneficially own certain of the shares held by Clarus. Clarus Ventures II, LLC (the "GPLLC"), as the sole general partner of the GPLP, may be deemed to beneficially own certain of the shares held by Clarus. Each of he GPLP and the GPLLC disclaim beneficial ownership of all shares held by Clarus in which it does not have an actual pecuniary interest.

/s/ Robert Liptak, Attorney-in-	
Fact for Clarus Lifesciences II,	<u>10/11/2017</u>
<u>L.P.</u>	
/s/ Robert Liptak, Attorney-in-	
Fact Clarus Ventures II GP,	<u>10/11/2017</u>
<u>L.P.</u>	
<u>/s/ Robert Liptak, Attorney-in-</u>	<u>10/11/2017</u>

<u>Fact for Clarus Ventures II,</u> <u>LLC</u>	
<u>/s/ Robert Liptak, Attorney-in-</u> <u>Fact for Nicholas Simon</u>	<u>10/11/2017</u>
<u>/s/ Robert Liptak, Attorney-in-</u> <u>Fact for Nicholas Galakatos</u>	<u>10/11/2017</u>
<u>/s/ Robert Liptak, Attorney-in-</u> <u>Fact for Dennis Henner</u>	<u>10/11/2017</u>
<u>/s/ Robert Liptak, Attorney-in-</u> <u>Fact for Kurt Wheeler</u>	<u>10/11/2017</u>
<u>/s/ Robert Liptak</u> ** Signature of Reporting Person	<u>10/11/2017</u> 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 5 (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.