

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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* <u>Dyckerhoff Stefan A</u>  (Last) (First) (Middle) 755 PAGE MILL ROAD, SUITE A-200  (Street) PALO ALTO CA  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Restoration Robotics Inc [ HAIR ]</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) 10/16/2017	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	10/16/2017		C		888,690	A	\$0 <sup>(1)</sup>	888,690	I	By Ltd Partnership (SHV) <sup>(2)</sup>
Common Stock	10/16/2017		C		606,386	A	\$0 <sup>(1)</sup>	1,495,076	I	By Ltd Partnership (SHV) <sup>(2)</sup>
Common Stock	10/16/2017		C		479,145	A	\$0 <sup>(1)</sup>	1,974,221	I	By Ltd Partnership (SHV) <sup>(2)</sup>
Common Stock	10/16/2017		C		105,369	A	\$7	2,079,590	I	By Ltd Partnership (SHV) <sup>(2)</sup>
Common Stock	10/16/2017		C		8,882	A	\$0 <sup>(1)</sup>	8,882	I	By Trust <sup>(3)</sup>
Common Stock	10/16/2017		C		4,948	A	\$0 <sup>(1)</sup>	13,830	I	By Trust <sup>(3)</sup>
Common Stock	10/16/2017		C		3,910	A	\$0 <sup>(1)</sup>	17,740	I	By Trust <sup>(3)</sup>
Common Stock	10/16/2017		C		946	A	\$7	18,686	I	By Trust <sup>(3)</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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Convertible Promissory Note	\$7	10/16/2017		C		105,369 <sup>(4)</sup>		(5)	(5)	Common Stock	105,369 <sup>(4)</sup>	(5)	0.0000	I	By Ltd Partnership (SHV) <sup>(2)</sup>
Series A Preferred Stock	(1)	10/16/2017		C		479,145		(1)	(1)	Common Stock	479,145	(1)	0.0000	I	By Ltd Partnership (SHV) <sup>(2)</sup>
Series B Preferred Stock	(1)	10/16/2017		C		606,386		(1)	(1)	Common Stock	606,386	(1)	0.0000	I	By Ltd Partnership (SHV) <sup>(2)</sup>
Series C Preferred Stock	(1)	10/16/2017		C		888,690		(1)	(1)	Common Stock	888,690	(1)	0.0000	I	By Ltd Partnership (SHV) <sup>(2)</sup>
Convertible Promissory Note	\$7	10/16/2017		C		946 <sup>(4)</sup>		(5)	(5)	Common Stock	946 <sup>(4)</sup>	(5)	0.0000	I	By Trust <sup>(3)</sup>
Series A Preferred Stock	(1)	10/16/2017		C		3,910		(1)	(1)	Common Stock	3,910	(1)	0.0000	I	By Trust <sup>(3)</sup>
Series B Preferred Stock	(1)	10/16/2017		C		4,948		(1)	(1)	Common Stock	4,948	(1)	0.0000	I	By Trust <sup>(3)</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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series C Preferred Stock	(1)	10/16/2017		C			8,882	(1)	(1)	Common Stock	8,882	(1)	0.0000	I	By Trust <sup>(3)</sup>

**Explanation of Responses:**

- The issuer's preferred stock will automatically convert into issuer's common stock on a one-to-one basis immediately prior to the closing of the issuer's initial public offering and has no expiration date.
- Shares held by Sutter Hill Ventures, a California Limited Partnership. The reporting person is a managing director and member of the management committee of the general partner of Sutter Hill Ventures, a California Limited Partnership. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest therein.
- Shares held by a trust of which the reporting person is a trustee. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest therein.
- This reported amount represents the number of shares issuable upon the conversion of the principal and accrued interest of the convertible promissory note held by the reporting person.
- The outstanding principal and accrued interest of the reporting person's convertible promissory note automatically converted into shares of the issuer's common stock at the price per share available to the public as set forth in the final prospectus related to the initial public offering upon closing of the initial public offering.

/s/ Robert Yin, by power of attorney

10/18/2017

\*\* 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.

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