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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **October 4, 2019**

RESTORATION ROBOTICS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38238
(Commission
File Number)

06-1681204
(IRS Employer
Identification Number)

128 Baytech Drive
San Jose, California
(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: **(408) 883-6888**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	HAIR	The Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

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.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On October 4, 2019, Restoration Robotics, Inc., a Delaware corporation (“Restoration Robotics” and the “Company”), held its annual meeting of stockholders (the “Annual Meeting”) to consider certain proposals related to the Agreement and Plan of Merger and Reorganization (the “Merger Agreement”), dated March 15, 2019, as amended on August 14, 2019, by and between the Company, Radiant Merger Sub Ltd., a direct, wholly-owned subsidiary of Restoration Robotics incorporated under the laws of Israel (“Merger Sub”), and Venus Concept Ltd., a company organized under the laws of Israel (“Venus Concept”). Upon the terms and subject to the conditions set forth in the Merger Agreement, Merger Sub will merge with and into Venus Concept, with Venus Concept surviving as a wholly-owned subsidiary of Restoration Robotics (the “Merger”).

As of September 6, 2019, the record date for the Annual Meeting, there were 40,857,012 shares of common stock of Restoration Robotics outstanding, each of which was entitled to one vote for each proposal at the Annual Meeting. At the Annual Meeting, a total of 34,622,671 shares of common stock, representing approximately 84.74% of the shares entitled to vote, were present in person or represented by proxy, constituting a quorum to conduct business.

At the Annual Meeting, Company stockholders considered nine proposals, each of which is described in more detail in a definitive proxy statement filed by the Company with the Securities and Exchange Commission on September 10, 2019 (the “Notice”). The final results regarding each proposal are set forth below.

Proposal No. 1:

The Company’s stockholders approved the issuance of shares of common stock of the Company to shareholders of Venus Concept, pursuant to the terms of the Merger Agreement.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
22,630,652	108,946	58,435	11,824,638

Proposal No. 2:

The Company’s stockholders approved (i) the issuance of shares of common stock of Restoration Robotics upon the conversion of the \$29.05 million aggregate principal amount of convertible notes issued by Venus Concept in June and August 2019, referred to in the Notice as the Venus Concept note conversion, and (ii) the issuance of shares of common stock of Restoration Robotics upon the conversion of the \$7.0 million aggregate principal amount of convertible notes issued by Restoration Robotics in February and August 2019, referred to in the Notice as the Restoration Robotics note conversion.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
22,662,742	76,360	58,931	11,824,638

Proposal No. 3:

The Company’s stockholders approved the potential issuance of shares of Restoration Robotics common stock, or securities convertible into Restoration Robotics common stock, in one or more non-public capital-raising transactions, or offerings, referred to as the new equity financing, subject to the following limitations:

- the aggregate number of shares issued in the offerings will not exceed 150.0 million shares of Restoration Robotics common stock (including pursuant to any convertible debt or equity securities, options, warrants, or other rights for or convertible into Restoration Robotics common stock), subject to adjustment for any stock split, recapitalization or reverse stock split effected prior to the offerings;
- the total aggregate consideration will not exceed \$60.0 million;
- the maximum discount at which securities will be offered will be equivalent to a discount of 50% below the market price of Restoration Robotics common stock at the time Restoration Robotics or Venus Concept enters into agreements relating to the offerings in recognition of the limited public float of Restoration Robotics common stock and historical volatility making the pricing discount of

Restoration Robotics common stock that may be required by investors at any particular time difficult to predict at this time;

- such offerings will occur, if at all, on or before December 31, 2019; and
- such other terms as the Restoration Robotics Board shall deem to be in the best interests of Restoration Robotics and its stockholders, not inconsistent with the foregoing.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
22,479,467	180,541	138,025	11,824,638

Proposal No. 4:

The Company's stockholders approved the amendment and restatement of the Restoration Robotics 2017 Equity Incentive Plan, or the 2017 Plan, to increase the total number of shares of Restoration Robotics common stock currently available for issuance under the 2017 Plan by 6,750,000 shares, prior to giving effect to the reverse split to be effected in connection with the merger, and certain other amendments to the 2017 Plan.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
21,491,713	1,123,036	183,284	11,824,638

Proposal No. 5:

The Company's stockholders approved an amendment to the amended and restated certificate of incorporation of Restoration Robotics changing the Restoration Robotics corporate name to "Venus Concept Inc."

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
34,215,009	257,209	150,453	34,662,671

Proposal No. 6:

The Company's stockholders approved an amendment to the amended and restated certificate of incorporation of Restoration Robotics to effect a reverse stock split of Restoration Robotics' issued and outstanding common stock within a range, as determined by the Restoration Robotics board of directors, of every 10 to 15 shares (or any number in between) of outstanding Restoration Robotics common stock being combined and reclassified into one share of Restoration Robotics common stock.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
22,564,476	78,342	155,215	11,824,638

Proposal No. 7:

The Company's stockholders voted for the following Class II Directors (provided, however, that if the Merger is completed, the board of directors will be reconstituted as provided in the Merger Agreement):

<u>Director</u>	<u>Votes For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Frederic Moll, M.D.	21,901,123	896,910	11,824,638
Craig Taylor	22,356,956	441,077	11,824,638

Proposal No. 8:

The Company's stockholders ratified the selection of Grant Thornton LLP, as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019 (provided, however, that it is likely that the

combined company may decide to engage a new independent registered public accounting firm immediately or shortly after the merger is completed).

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
34,338,339	142,363	141,969	—

Proposal No. 9:

The Company's stockholders voted for an adjournment of the Restoration Robotics annual meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of Proposal Nos. 1, 2, 3, 4 and 6 (collectively the "Merger Proposals").

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
33,040,506	1,434,137	148,028	—

Item 8.01. Other Events.

Press Release

On October 7, 2019, the Company issued a press release announcing stockholder approval of the Merger Proposals, which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibit is filed herewith.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated October 7, 2019

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RESTORATION ROBOTICS, INC.

Date: October 7, 2019

By: /s/ Ryan Rhodes
Ryan Rhodes
President, Chief Executive Officer



Restoration Robotics® Stockholders Approve Merger Agreement with Venus Concept Ltd. and Related Proposals

Restoration Robotics Reports Voting Results from 2019 Annual Meeting of Stockholders

SAN JOSE, CA, October 7, 2019 (GLOBE NEWSWIRE) – Restoration Robotics, Inc. (NASDAQ: HAIR) (“Restoration Robotics”), a global leader in robotic hair restoration, today announced the voting results for the nine proposals considered and voted upon by its stockholders at its Annual Meeting on October 4, 2019. The Company reported that the various proposals giving effect to the Agreement and Plan of Merger and Reorganization (the “Merger Agreement”) entered into between Restoration Robotics, Venus Concept Ltd., and Radiant Merger Sub Ltd., dated as of March 15, 2019, as amended on August 14, 2019, were approved by approximately 85% of the outstanding shares of Restoration Robotics. All proposals were approved by the stockholders. A Form 8-K disclosing the full voting results will be filed with the Securities and Exchange Commission on October 7, 2019.

The closing of the merger is anticipated to take place prior to the end of October 2019. For further information on the merger, please visit <https://ir.restorationrobotics.com/>, where an investor FAQ will be posted under Shareholder Resources.

About Restoration Robotics

Restoration Robotics, Inc., is a medical device company developing and commercializing the ARTAS® and ARTAS iX™ Robotic Hair Restoration System. The ARTAS Systems are the first and only physician-assisted robotic systems to dissect and assist in the harvesting of follicular units directly from the scalp, create recipient implant sites using proprietary algorithms and, in the case of the ARTAS iX System, robotically implant the hair follicles into the designated sites. Restoration Robotics has unique expertise in machine vision, image guidance, visual servoing and robotics, as well as developing intuitive interfaces to manage these technologies.

Non-solicitation

This document will not constitute an offer to sell or the solicitation of an offer to buy any securities, nor will there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

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Cautionary Statement Regarding Forward-Looking Statements

This communication contains “forward-looking” statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These statements, as they relate to Restoration Robotics or Venus Concept, the management of either such company or the proposed transactions involving Restoration Robotics and Venus Concept, including the proposed merger, the expected revenue, operating results and other financial information, involve risks and uncertainties that may cause results to differ materially from those set forth in the statements. These statements are based on current plans, estimates and projections, and therefore, you are cautioned not to place undue reliance on them. No forward-looking statement can be guaranteed, and actual results may differ materially from those projected. Restoration Robotics and Venus Concept undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise, except to the extent required by law. Forward-looking statements are not historical facts, but rather are based on current expectations, estimates, assumptions and projections about the business and future financial results of the medical device industry, and other legal, regulatory and economic developments. We use words such as “anticipates,” “believes,” “plans,” “expects,” “projects,” “future,” “intends,” “may,” “will,” “should,” “could,” “estimates,” “predicts,” “potential,” “continue,” “guidance,” and similar expressions which are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Actual results could differ materially from the results contemplated by these forward-looking statements. Material factors that could cause actual results to differ materially from current expectations include, without limitation, the following: the progress of Restoration Robotics’ commercialization, marketing and manufacturing capabilities; the number of ARTAS Systems and ARTAS® iX Systems that are sold; the timing or likelihood of regulatory filings and approvals for ARTAS for use in transplanting of hair in certain international markets; the timing and whether the proposed merger is able to be consummated; and the expected revenue for the combined company. Additionally, forward-looking statements related to Venus Concept’s future expectations are subject to numerous risks and uncertainties, including risks that planned development milestones and timelines will not be met. Additional risks relating to the transactions and Venus Concept’s business and operations are set forth in the Registration Statement on Form S-4 and the prospectus and proxy statement contained therein that Restoration Robotics filed with the SEC, but which remains subject to update and comments from the SEC. Neither Restoration Robotics nor Venus Concept gives any assurance that either Restoration Robotics or Venus Concept will achieve its expectations.

The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties that affect the businesses of Restoration Robotics described in the “Risk Factors” section of its Annual Report on Form 10-K for the year ended 2018 filed on March 20, 2019 and as amended on April 29, 2019, the Restoration Robotics’ Quarterly Report on Form 10-Q for the quarter ended March 31, 2019 and the Risk Factors contained in the Registration Statement on Form S-4 and the prospectus and definitive proxy statement contained therein for the proposed merger between Restoration Robotics and Venus

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Concept, as well as any reports that Restoration Robotics may file with the SEC in the future. All forward-looking statements included in this document are based upon information available to Restoration Robotics and Venus Concept as of the date hereof, and neither Restoration Robotics nor Venus Concept assumes any obligation to update or revise such forward-looking statements to reflect events or circumstances that subsequently occur or of which Restoration Robotics or Venus Concept hereafter becomes aware.

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