

OMB APPROVAL	
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**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>Natale Anthony</u>  (Last) (First) (Middle) C/O VENUS CONCEPT INC. 235 YORK BOULEVARD, SUITE 900  (Street) TORONTO A6 M2J 4Y8  (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) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/22/2022	
	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 Shares	11/22/2022		S		51,428	D	\$0.1965 <sup>(1)</sup>	847,222	I	By Partnership <sup>(2)</sup>
Common Shares	11/23/2022		S		51,428	D	\$0.33 <sup>(3)</sup>	795,794	I	By Partnership <sup>(2)</sup>
Common Shares	11/25/2022		S		51,428	D	\$0.3063 <sup>(4)</sup>	744,366	I	By Partnership <sup>(2)</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					

**Explanation of Responses:**

- The sale price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$0.1850 to \$0.2184, inclusive. The reporting person undertakes to provide to Venus Concept Inc., any security holder of Venus Concept Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth above.
- Held by Aperture Venture Partners II, L.P. ("II"). The shares held directly by II, II-A, II-B and Aperture III Fund (each as defined below) are indirectly held by their general partners, Aperture Ventures II Management, LLC ("Aperture Management I") and Aperture Ventures III Management, LLC ("Aperture Management III") and, collectively with Aperture Management II, "Aperture Management") and each individual managing directors of Aperture Management (the "Managers"). The Managers of Aperture Management are Anthony Natale, Eric H. Sillman, Paul E. Tierney, Jr. and Thomas P. Cooper. Mr. Natale is a member of the Issuer's board of directors and a Manager of Aperture Management. Aperture Management and each of the Managers share voting and dispositive power over the ordinary shares directly held by II, II-A, II-B and Aperture III Fund. The Managers disclaim beneficial ownership of shares held by II, II-A, II-B and Aperture III Fund, except to extent of any pecuniary interest therein.
- The sale price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$0.2443 to \$0.3891, inclusive. The reporting person undertakes to provide to Venus Concept Inc., any security holder of Venus Concept Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth above.
- The sale price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$0.2906 to \$0.3553, inclusive. The reporting person undertakes to provide to Venus Concept Inc., any security holder of Venus Concept Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth above.

/s/ Michael Mandarello as attorney-in-fact for Anthony Natale 11/25/2022

\*\* 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.