

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>Di Sisto Domenic</u>  (Last) (First) (Middle) C/O VENUS CONCEPT INC. 235 YORKLAND BLVD., 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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>General Counsel and Corp. Sec.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/07/2019</u>	
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			

**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
Employee Stock Options (right to buy)	\$7.05	11/07/2019		A		57,670		(1)	11/08/2028	Common Stock	57,670	(2)	57,670	D	
Employee Stock Options (right to buy)	\$7.05	11/07/2019		A		5,767		(3)	02/26/2028	Common Stock	5,767	(4)	5,767	D	
Employee Stock Options (right to buy)	\$7.95	11/07/2019		A		4,613		(5)	08/08/2028	Common Stock	4,613	(6)	4,613	D	

**Explanation of Responses:**

- As of the Transaction Date, 30,030 of these options to acquire Common Stock of the Issuer are fully vested and exercisable. The remaining balance of 27,640 options vest ratably and become exercisable each month from November 25, 2019 to September 25, 2021.
- Received, in connection with the merger of a wholly-owned subsidiary of Restoration Robotics, Inc. with and into Venus Concept Ltd. (the "Merger"), in exchange for an employee stock option to acquire 100,000 Venus Concept Ltd. ordinary shares with an original exercise price of \$4.00 per share.
- As of the Transaction Date, 2,400 of these options to acquire Common Stock of the Issuer are fully vested and exercisable. Of the remaining balance, 120 options vest and become exercisable monthly from November 15, 2019 to January 15, 2022, with the final tranche of 127 options vesting on February 15, 2022.
- Received, in connection with the Merger, in exchange for an employee stock option to acquire 10,000 Venus Concept Ltd. ordinary shares with an original exercise price of \$4.00 per share.
- As of the Transaction Date, 1,343 of these options to acquire Common Stock of the Issuer are fully vested and exercisable. The remaining balance of 3,270 options vest ratably and become exercisable each month from November 25, 2019 to August 25, 2022.
- Received, in connection with the Merger, in exchange for an employee stock option to acquire 8,000 Venus Concept Ltd. ordinary shares with an original exercise price of \$4.57 per share.

**Remarks:**

/s/ Domenic Di Sisto 11/07/2019  
 \*\* 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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