

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Kelley William Bernard</u>  (Last) (First) (Middle) <u>C/O VENUS CONCEPT INC.</u> <u>235 YORKLAND BLVD., SUITE 900</u>  (Street) <u>TORONTO A6 M2J 4Y8</u>  (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>President, Global Sales</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/07/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

**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	11/07/2019		A		13,333	A	\$3.75 <sup>(1)</sup>	13,333	D	

**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				
Employee Stock Options (right to buy)	\$5.25	11/07/2019		A		34,602		(2)	03/06/2027	Common Stock	34,602	(3)	34,602	D	
Employee Stock Options (right to buy)	\$7.05	11/07/2019		A		23,068		(4)	08/09/2027	Common Stock	23,068	(5)	23,068	D	
Warrants (right to buy)	\$6	11/07/2019		A		13,333 <sup>(1)</sup>			05/07/2020 11/07/2024	Common Stock	6,666.5 <sup>(1)</sup>	(1)	13,333 <sup>(1)</sup>	D	

**Explanation of Responses:**

- These securities were purchased from the Issuer at a purchase price of \$3.75 per unit, consisting of one share of Common Stock and a warrant exercisable for 0.5 shares of Common Stock, with two warrants exercisable for one share of Common Stock at an exercise price of \$6.00 per share.
- As of the Transaction Date, 28,834 of these options to acquire Common Stock of the Issuer are fully vested and exercisable. Of the remaining balance, 2,884 options vest and become exercisable on each of December 6, 2019 and March 6, 2020.
- 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 60,000 Venus Concept Ltd. ordinary shares with an original exercise price of \$3.00 per share.
- As of the Transaction Date, 12,487 of these options to acquire Common Stock of the Issuer are fully vested and exercisable. The remaining balance of 10,581 options vest ratably and become exercisable each month from November 9, 2019 to August 9, 2021.
- Received, in connection with the Merger, in exchange for an employee stock option to acquire 40,000 Venus Concept Ltd. ordinary shares with an original exercise price of \$4.00 per share.

**Remarks:**

/s/ Domenic Di Sisto, attorney-in-fact 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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