

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>WHITE JAMES N</u> (Last) (First) (Middle) <u>755 PAGE MILL ROAD, SUITE A-200</u> (Street) <u>PALO ALTO CA 94304-1005</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Restoration Robotics Inc [HAIR]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>10/16/2017</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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) 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
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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		5,890	A	\$0 ⁽¹⁾	5,890	I	By Irrevocable Trust (WCT) ⁽²⁾
Common Stock	10/16/2017		C		23,009	A	\$0 ⁽¹⁾	23,009	I	By Ltd Partnership (ROSE) ⁽³⁾
Common Stock	10/16/2017		C		22,953	A	\$0 ⁽¹⁾	45,962	I	By Ltd Partnership (ROSE) ⁽³⁾
Common Stock	10/16/2017		C		14,482	A	\$0 ⁽¹⁾	60,444	I	By Ltd Partnership (ROSE) ⁽³⁾
Common Stock	10/16/2017		C		5,774	A	\$7	66,218	I	By Ltd Partnership (ROSE) ⁽³⁾
Common Stock	10/16/2017		C		888,690	A	\$0 ⁽¹⁾	888,690	I	By Ltd Partnership (SHV) ⁽⁴⁾
Common Stock	10/16/2017		C		606,386	A	\$0 ⁽¹⁾	1,495,076	I	By Ltd Partnership (SHV) ⁽⁴⁾
Common Stock	10/16/2017		C		479,145	A	\$0 ⁽¹⁾	1,974,221	I	By Ltd Partnership (SHV) ⁽⁴⁾
Common Stock	10/16/2017		C		105,369	A	\$7	2,079,590	I	By Ltd Partnership (SHV) ⁽⁴⁾
Common Stock	10/16/2017		C		19,589	A	\$0 ⁽¹⁾	19,589	I	By Trust ⁽⁵⁾
Common Stock	10/16/2017		C		12,439	A	\$0 ⁽¹⁾	32,028	I	By Trust ⁽⁵⁾
Common Stock	10/16/2017		C		9,829	A	\$0 ⁽¹⁾	41,857	I	By Trust ⁽⁵⁾

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			5,890	(1)	(1)	Common Stock	5,890	(1)	0.0000	I	By Irrevocable Trust (WCT) ⁽²⁾

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				
Convertible Promissory Note	\$7	10/16/2017		C			5,774 ⁽⁶⁾	(7)	(7)	Common Stock	5,774 ⁽⁶⁾	(1)	0.0000	I	By Ltd Partnership (ROSE) ⁽³⁾
Series A Preferred Stock	(1)	10/16/2017		C			23,009	(1)	(1)	Common Stock	23,009	(1)	0.0000	I	By Ltd Partnership (ROSE) ⁽³⁾
Series B Preferred Stock	(1)	10/16/2017		C			14,482	(1)	(1)	Common Stock	14,482	(1)	0.0000	I	By Ltd Partnership (ROSE) ⁽³⁾
Series C Preferred Stock	(1)	10/16/2017		C			22,953	(1)	(1)	Common Stock	22,953	(1)	0.0000	I	By Ltd Partnership (ROSE) ⁽³⁾
Convertible Promissory Note	\$7	10/16/2017		C			105,369 ⁽⁶⁾	(7)	(7)	Common Stock	105,369 ⁽⁶⁾	(7)	0.0000	I	By Ltd Partnership (SHV) ⁽⁴⁾
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) ⁽⁴⁾
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) ⁽⁴⁾
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) ⁽⁴⁾
Series A Preferred Stock	(1)	10/16/2017		C			9,829	(1)	(1)	Common Stock	9,829	(1)	0.0000	I	By Trust ⁽⁵⁾
Series B Preferred Stock	(1)	10/16/2017		C			12,439	(1)	(1)	Common Stock	12,439	(1)	0.0000	I	By Trust ⁽⁵⁾
Series C Preferred Stock	(1)	10/16/2017		C			19,589	(1)	(1)	Common Stock	19,589	(1)	0.0000	I	By Trust ⁽⁵⁾

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 an irrevocable trust for the benefit of the reporting person's children of which the reporting person is a trustee. The reporting person disclaims any beneficial ownership in these shares.
- Shares held by a limited partnership of which the reporting person is a trustee of a trust which is the general partner. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest therein.
- 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

** Signature of Reporting Person

10/18/2017

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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