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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Venus Concept Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

06-1681204
(I.R.S. Employer Identification Number)

235 Yorkland Blvd, Suite 900,
Toronto, Ontario
(Address of Principal Executive Offices)

M2J 4Y8
(Zip Code)

Venus Concept Inc. 2019 Incentive Award Plan
(Full Title of the Plan)

Michael Mandarello
General Counsel and Corporate Secretary
Venus Concept Inc.
235 Yorkland Boulevard, Suite 900
Toronto, Ontario M2J 4Y8
(877) 848-8430

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Richard Raymer, Esq.
Dorsey & Whitney LLP
161 Bay Street, Suite 4310
Toronto, ON M5J 2S1
Telephone: (416) 367-7388

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 205,668 shares of Common Stock of Venus Concept Inc. (the “Registrant”) issuable under the Venus Concept Inc. 2019 Incentive Award Plan (the “2019 Plan”), none of which have been issued as of the date of this Registration Statement. These additional shares of Common Stock are securities of the same class as other securities for which the original registration statement on Form S-8 was filed with the Securities and Exchange Commission (the “SEC”) on December 13, 2019 (File No. 333-235480) and remains effective.

These additional shares of Common Stock have become reserved for issuance as a result of the operation of the automatic annual increase provision of the 2019 Plan. The 2019 Plan provides that the total number of shares subject to such plan will be increased annually on the first day of each year, beginning in 2020 and ending in 2029, by an amount equal to the lesser of (A) four percent (4%) of the shares of the Registrant’s Common Stock outstanding on the last day of the immediately preceding fiscal year and (B) such smaller number of Shares as determined by the Board of Directors.

**INCORPORATION BY REFERENCE OF CONTENTS
OF REGISTRATION STATEMENTS ON FORM S-8**

Pursuant to General Instruction E of Form S-8, the contents of the Registration Statements on Form S-8 filed with the SEC on [December 13, 2019](#) (File No. 333-235480), [August 14, 2020](#) (File No. 333-246083), [April 9, 2021](#) (File No. 333-255159) and [April 8, 2022](#) (File No. 333-264203) are incorporated by reference herein.

Item 8. Exhibits.

Reference is made under this Item 8 to the exhibit index included in this Registration Statement.

Exhibit Index

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
4.1	Amended and Restated Certificate of Incorporation.	8-K	10-17-17	3.1	
4.2	Certificate of Amendment of Certificate of Incorporation.	8-K	11-7-19	3.1	
4.3	Certificate of Amendment of Certificate of Incorporation	8-K	05-11-23	3.1	
4.4	Second Amended and Restated Bylaws.	8-K	11-7-19	3.2	
4.5	Description of Securities.	10-K	3-29-21	4.1	
4.6	Form of Common Stock Certificate.	S-1/A	9-18-17	4.2	
4.7	Venus Concept Inc. 2019 Incentive Award Plan. #	8-K	11-7-19	10.21	
4.8	Form of Stock Option Grant Notice and Stock Option Agreement under the 2019 Incentive Award Plan. #	10-K	3-30-20	10.24	
4.9	Form of Restricted Stock Unit Notice and Agreement under the 2019 Incentive Award Plan #	S-8	04-8-22	4.8	
5.1	Opinion of Dorsey & Whitney LLP				X
23.1	Consent of MNP LLP, independent registered public accounting firm.				X
23.2	Consent of Dorsey & Whitney LLP (included in Exhibit 5.1).				X
24.1	Power of Attorney. Reference is made to the signature page to the Registration Statement.				X
107	Filing Fee Table				X
#	Indicates management contract or compensatory plan.				

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Toronto, Province of Ontario, Canada, on this 26th day of May, 2023.

Venus Concept Inc.

By: /s/ Rajiv De Silva
Rajiv De Silva
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Rajiv De Silva and Domenic Della Penna and each of them, with full power of substitution and full power to act without the other, his or her true and lawful attorney-in-fact and agent to act for him or her in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file this registration statement, with all exhibits thereto, and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully, to all intents and purposes, as they or he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Rajiv De Silva</u> Rajiv De Silva	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	May 26, 2023
<u>/s/ Domenic Della Penna</u> Domenic Della Penna	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	May 26, 2023
<u>/s/ Scott Barry</u> Scott Barry	Chairman and Director	May 26, 2023
<u>/s/ Garheng Kong, M.D.</u> Garheng Kong, M.D.	Director	May 26, 2023
<u>/s/ Louise Lacchin</u> Louise Lacchin	Director	May 26, 2023
<u>/s/ Fritz LaPorte</u> Fritz LaPorte	Director	May 26, 2023
<u>/s/ Anthony Natale, M.D.</u> Anthony Natale, M.D.	Director	May 26, 2023
<u>/s/ Keith Sullivan</u> Keith J. Sullivan	Director	May 26, 2023
<u>/s/ S.Tyler Hollmig, M.D.</u> S.Tyler Hollmig, M.D.	Director	May 26, 2023

Venus Concept Inc.
235 Yorkland Blvd., Suite 900
Toronto, ON M2J 4Y8

Ladies and Gentlemen:

We have acted as counsel to Venus Concept Inc., a Delaware corporation (the “Company”), in connection with the filing by the Company on the date hereof of a Registration Statement on Form S-8 (the “Registration Statement”) with the United States Securities and Exchange Commission (the “Commission”) covering the offer and sale of up to 205,668 shares of the Company’s common stock, \$0.0001 par value per share (the “Shares”), issuable pursuant to the Venus Concept Inc. 2019 Incentive Award Plan (the “Plan”).

This opinion is being furnished at the Company’s request in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the “Securities Act”), and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the prospectus forming a part thereof, other than as to the issuance of the Shares.

In rendering the opinion hereinafter expressed, we have made such legal and factual examinations and inquiries, including an examination of originals or copies certified or otherwise identified to our satisfaction as being true reproductions of originals, of all such documents, records, agreements and other instruments, including the Registration Statement, the Plan, the Amended and Restated Certificate of Incorporation of the Company, as amended, the Second Amended and Restated Bylaws of the Company, and corporate minutes of the Company as we have deemed necessary and appropriate for the purpose of this opinion. We have assumed that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of any participants thereunder. We have further assumed the genuineness of all signatures, the authenticity of all documents, certificates and records submitted to us as originals, the conformity to original documents, certificates and records of all documents, certificates and records submitted to us as copies, and the truthfulness of all statements of fact contained therein.

Based upon the foregoing, and having regard to legal considerations and other information that we deem relevant, we are of the opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers, and have been issued by the Company against payment therefor in the circumstances contemplated by the Plan and assuming that the individual issuances, grants or awards under the Plan are duly authorized by all necessary corporate action of the Company and duly issued, granted or awarded and exercised and paid for, for consideration at least equal to the par value thereof, in accordance with the requirements of law and the Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the offer and sale of the Shares shall have been duly authorized and, when and to the extent that the Shares are issued in accordance with the foregoing, such Shares will be legally issued, fully paid and non-assessable.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and the reference to this firm therein. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Dorsey & Whitney LLP

RBR/ARM



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated March 27, 2023 with respect to the consolidated financial statements of Venus Concept Inc. and its subsidiaries (the “Company”) for the years ended December 31, 2022 and 2021 (which expresses an unqualified opinion and includes an explanatory paragraph relating to the conditions and events that raise substantial doubt on the Company’s ability to continue as a going concern) appearing in the Annual Report on Form 10-K dated March 27, 2023, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned report in this Registration Statement.

/s/ MNP LLP

Chartered Professional Accountants
Licensed Public Accountants
May 26, 2023
Toronto, Canada

Calculation of Filing Fee Tables

FORM S-8 (Form Type)

VENUS CONCEPT INC.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

Security Type	Security Class Title ⁽¹⁾	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee	
Newly Registered Securities								
Fees to Be Paid	Equity	Common Stock, \$0.0001 par value per share	Rule 457(h)	205,668 ⁽²⁾	\$2.56 ⁽³⁾	\$526,510.08 ⁽³⁾	\$0.00011020	\$58.02
Fees Previously Paid	-	-	-	-	-	-	-	-
					Total Offering Amounts	\$ 526,510.08		\$58.02
					Total Fees Previously Paid			\$0.00
					Total Fee Offsets⁽⁴⁾			\$0.00
					Net Fee Due			\$58.02

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement shall also cover any additional shares of the Registrant’s common stock that become issuable under the Venus Concept Inc. 2019 Incentive Award Plan (the “2019 Plan”), by reason of any stock dividend, stock split, recapitalization or similar transaction effected without the Registrant’s receipt of consideration which would increase the number of outstanding shares of common stock.

(2) Represents shares of Common Stock available for future issuance under the 2019 Plan.

(3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The offering price per share and the aggregate offering price for shares reserved for future issuance under the 2019 Plan are based on the average of the high and the low price of the Registrant’s common stock as reported on The NASDAQ Capital Market on May 23, 2023.

(4) The Registrant does not have any fee offsets.