

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>Natale Anthony</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	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		129,310	A	(1)	129,310	I	By Partnership ⁽²⁾
Common Stock	11/07/2019		A		12,384	A	(3)	141,694	I	By Partnership ⁽⁴⁾
Common Stock	11/07/2019		A		23,324	A	(5)	165,018	I	By Partnership ⁽⁶⁾
Common Stock	11/07/2019		A		571,214	A	(7)	736,232	I	By Partnership ⁽⁸⁾
Common Stock	11/07/2019		A		51,297	A	(9)	787,529	I	By Partnership ⁽²⁾
Common Stock	11/07/2019		A		4,912	A	(10)	792,441	I	By Partnership ⁽⁴⁾
Common Stock	11/07/2019		A		9,253	A	(11)	801,694	I	By Partnership ⁽⁶⁾
Common Stock	11/07/2019		A		43,627	A	(12)	845,321	I	By Partnership ⁽⁸⁾
Common Stock	11/07/2019		A		20,896 ⁽¹³⁾	A	\$3.75 ⁽¹³⁾	866,217	I	By Partnership ⁽²⁾
Common Stock	11/07/2019		A		2,001 ⁽¹³⁾	A	\$3.75 ⁽¹³⁾	868,218	I	By Partnership ⁽⁴⁾
Common Stock	11/07/2019		A		3,769 ⁽¹³⁾	A	\$3.75 ⁽¹³⁾	871,987	I	By Partnership ⁽⁶⁾
Common Stock	11/07/2019		A		26,666 ⁽¹³⁾	A	\$3.75 ⁽¹³⁾	898,653	I	By Partnership ⁽⁸⁾

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		8,650		(14)	03/06/2027	Common Stock	8,650	\$0 ⁽¹⁵⁾	8,650	D	
Employee Stock Options (right to buy)	\$5.25	11/07/2019		A		17,301		(16)	03/06/2027	Common Stock	17,301	(17)	17,301	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				
Warrants (right to buy)	\$6	11/07/2019		A		20,896 ⁽¹³⁾		05/07/2020	11/07/2024	Common Stock	10,448 ⁽¹³⁾	(13)	20,896 ⁽¹³⁾	I	By Partnership ⁽²⁾
Warrants (right to buy)	\$6	11/07/2019		A		2,001 ⁽¹³⁾		05/07/2020	11/07/2024	Common Stock	1,000.5 ⁽¹³⁾	(13)	2,001 ⁽¹³⁾	I	By Partnership ⁽⁴⁾
Warrants (right to buy)	\$6	11/07/2019		A		3,769 ⁽¹³⁾		05/07/2020	11/07/2024	Common Stock	1,884.5 ⁽¹³⁾	(13)	3,769 ⁽¹³⁾	I	By Partnership ⁽⁶⁾
Warrants (right to buy)	\$6	11/07/2019		A		26,666 ⁽¹³⁾		05/07/2020	11/07/2024	Common Stock	13,333 ⁽¹³⁾	(13)	26,666 ⁽¹³⁾	I	By Partnership ⁽⁸⁾

Explanation of Responses:

- 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 224,221 shares of Series B Preferred Stock of Venus Concept Ltd.
- 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.
- Received, in connection with the Merger, in exchange for 21,473 shares of Series B Preferred Stock of Venus Concept Ltd.
- Held by Aperture Venture Partners II-A, L.P. ("II-A").
- Received, in connection with the Merger, in exchange for 40,444 shares of Series B Preferred Stock of Venus Concept Ltd.
- Held by Aperture Venture Partners II-B, L.P. ("II-B").
- Received, in connection with the Merger, in exchange for 990,476 shares of Series B Preferred Stock of Venus Concept Ltd.
- Held by Aperture Venture Partners III, L.P. ("Aperture III Fund").
- Received, in connection with the Merger, upon the conversion of the outstanding principal and any accrued and unpaid interest of two 8% Convertible Promissory Notes issued by Venus Concept Ltd., dated as of August 14, 2019 and August 21, 2019, in the original principal amounts of \$195,343.84 and \$157,282.58, respectively.
- Received, in connection with the Merger, upon the conversion of the outstanding principal and any accrued and unpaid interest of two 8% Convertible Promissory Notes issued by Venus Concept Ltd., dated as of August 14, 2019 and August 21, 2019, in the original principal amounts of \$18,706.55 and \$15,061.72, respectively.
- Received, in connection with the Merger, upon the conversion of the outstanding principal and any accrued and unpaid interest of two 8% Convertible Promissory Notes issued by Venus Concept Ltd., dated as of August 14, 2019 and August 21, 2019, in the original principal amounts of \$35,235.32 and \$28,369.99, respectively.
- Received, in connection with the Merger, upon the conversion of the outstanding principal and any accrued and unpaid interest of two 8% Convertible Promissory Notes issued by Venus Concept Ltd., dated as of August 14, 2019 and August 21, 2019, in the original principal amounts of \$99,285.71 and \$200,714.29, respectively.
- 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, 7,208 of these options to acquire Common Stock of the Issuer are fully vested and exercisable. Of the remaining balance, 721 options vest and become exercisable on each of December 6, 2019 and March 6, 2020.
- Received, in connection with the Merger in exchange for an employee stock option to acquire 15,000 Venus Concept Ltd. ordinary shares with an original exercise price of \$3.00 per share.
- As of the Transaction Date, these options to acquire Common Stock of the Issuer are fully vested and exercisable.
- Received, in connection with the Merger in exchange for an employee stock option to acquire 30,000 Venus Concept Ltd. ordinary shares with an original exercise price of \$3.00 per share.

Remarks:

/s/ Domenic Di Sisto, attorney- 11/07/2019
in-fact

** 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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