

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>HealthQuest Partners II, L.P.</u> _____ (Last) (First) (Middle) <u>C/O HEALTHQUEST</u> <u>1301 SHOREWAY RD. SUITE 350</u> _____ (Street) <u>BELMONT CA 94002</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/18/2020</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
Series A Preferred Stock	(1)	03/18/2020		P		120,000		(2)	(2)	Common Stock	1,200,000	\$25 ⁽³⁾	120,000	D ⁽⁴⁾	
Warrant (right to buy)	\$3.5	03/18/2020		P		900,000		(5)	(5)	Common Stock	900,000	(3)	900,000	D ⁽⁴⁾	

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1. Name and Address of Reporting Person* <u>HealthQuest Venture Management II, L.L.C.</u> _____ (Last) (First) (Middle) <u>C/O HEALTHQUEST</u> <u>1301 SHOREWAY RD. SUITE 350</u> _____ (Street) <u>BELMONT CA 94002</u> _____ (City) (State) (Zip)

Explanation of Responses:

- Each share of Series A Preferred Stock converts into ten shares of Common Stock for no additional consideration.
- The Series A Preferred Stock was convertible into common stock at any time, upon approval of the stockholders, and has no expiration date.
- These securities were purchased from the Issuer at a purchase price of \$2.50 per unit (consisting of one-tenth of one share of Series A Preferred Stock and 0.75 of a Warrant, with each whole Warrant exercisable for one share of Common Stock, at an exercise price of \$3.50 per share).
- The shares are directly held by HealthQuest Partners II, L.P. ("HealthQuest"), HealthQuest Venture Management II, L.L.C. ("HQVM II"), the general partner of HealthQuest, and Garheng Kong, the managing member of HQVM II, may be deemed to have sole voting and dispositive power with respect to the shares held of record by HealthQuest. Mr. Kong and HQVM II disclaim beneficial ownership over all shares owned by HealthQuest except to the extent of any pecuniary interest therein.
- The Warrants have a five-year term and are exercisable beginning 181 days after their issue date.

/s/ Garheng Kong as Managing Member of HealthQuest Venture Management II, L.L.C., general

partner of HealthQuest Partners
II, L.P

/s/ Garheng Kong as Managing
Member of HealthQuest Venture 03/20/2020
Management II, L.L.C.

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.