

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).

**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

1. Name and Address of Reporting Person * <u>Kliman Gilbert H</u>  (Last) (First) (Middle) <u>2710 SAND HILL ROAD, SUITE 200</u>  (Street) <u>MENLO PARK CA 94025</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 <input checked="" type="checkbox"/> 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)		

**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		C		301,605 <sup>(1)</sup>	A	<sup>(3)</sup>	658,657	I	See footnote <sup>(2)</sup>

**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
Unsecured Subordinated Convertible Promissory Note	<sup>(3)</sup>	11/07/2019		C			\$2,000,000	<sup>(4)</sup>	08/28/2020	Common Stock	301,605	\$0.00	0	I	See footnote <sup>(2)</sup>

**Explanation of Responses:**

- Received in connection with the Agreement and Plan of Merger and Reorganization dated March 15, 2019, among the Issuer (formerly known as Restoration Robotics, Inc.), Radiant Merger Sub Ltd, an entity organized under the laws of Israel and Venus Concept Ltd, an entity organized under the laws of Israel (the "Merger"), upon the conversion of the outstanding principal and any accrued and unpaid interest of an 8% Convertible Promissory Notes issued by Venus Concept Inc., dated as of February 28, 2019 in the original principal amount of \$2,000,000.00 and accrued interest income of \$110,027.40. Share data reported herein reflects the 1-for-15 reverse stock split that occurred after the note conversion on November 7, 2019.
- The securities are directly held by InterWest Partners IX, LP ("IW9"). InterWest Management Partners IX, LLC ("IMP9") as the general partner of IW9, may be deemed to beneficially own the shares held by IW9. The Reporting Person is a Managing Director of IMP9, and as such may be deemed to beneficially own the shares held by IW9. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein. The Reporting Person ceased to be a Director of the Issuer, and IW9 ceased to be a 10% owner of the Issuer, upon closing of the Merger.
- This Unsecured Subordinated Convertible Promissory Note was converted with a conversion price of \$0.4664 prior to the 1-for-15 reverse stock split that occurred on November 7, 2019.
- This Unsecured Subordinated Convertible Promissory Note converted upon the consummation of the Merger, pursuant to its terms.

**Remarks:**

/s/ Karen Wilson, Attorney-in-Fact for Gilbert H. Kliman 11/12/2019

\*\* 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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