

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>MOLL FREDERIC H</u> (Last) (First) (Middle) <u>C/O VENUS CONCEPT INC.</u> <u>235 YORKLAND BLVD., SUITE 900</u> (Street) <u>TORONTO A6 M2J 4YB</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)	

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		145,394	A	(1)	207,381 ⁽²⁾	D	
Common Stock	11/07/2019		C		452,407 ⁽³⁾	A	(4)	659,788	D	
Common Stock	11/07/2019		C		290,765 ⁽⁵⁾	A	(4)	950,553	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				
Unsecured Subordinated Convertible Promissory Note	(4)	11/07/2019		C			\$3,000,000 ⁽⁶⁾	(7)	08/28/2020	Common Stock	452,407 ⁽³⁾	\$0	0	D	
Unsecured Subordinated Convertible Promissory Note	(4)	11/07/2019		C			\$2,000,000 ⁽⁸⁾	(7)	08/28/2020	Common Stock	290,765 ⁽⁵⁾	\$0	0	D	

Explanation of Responses:

- 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 \$197,142.85 and \$802,857.15, respectively.
- Dr. Moll's previously reported holdings of common stock of the Issuer of 929,809 shares was adjusted to reflect the Issuer's 1-for-15 reverse stock split that occurred on November 7, 2019, which resulted in Dr. Moll's ownership of 867,822 less shares of common stock.
- This Unsecured Subordinated Convertible Promissory Note was previously reported as covering 6,432,246 shares which conversion shares were adjusted to account for interest due thereon and reflect the 1-for-15 reverse stock split that occurred after the conversion on November 7, 2019.
- This Unsecured Subordinated Convertible Promissory Note was converted with a conversion price of \$0.4664, which conversion occurred prior to the 1-for-15 reverse stock split that occurred on November 7, 2019.
- This Unsecured Subordinated Convertible Promissory Note was previously reported as covering 4,288,164 shares which conversion shares were adjusted to account for interest due thereon and reflect the 1-for-15 reverse stock split that occurred after the conversion on November 7, 2019.
- Through the date of conversion, the principal and interest under this Unsecured Subordinated Convertible Promissory Note, totaled \$3,165,041.10 which total was converted into shares of common stock of the Issuer.
- This Unsecured Subordinated Convertible Promissory Note converted upon the consumation of the Merger, pursuant to its terms.
- Through the date of conversion, the principal and interest under this Unsecured Subordinated Convertible Promissory Note, totaled \$2,034,191.85 which total was converted into shares of common stock of the Issuer.

Remarks:

/s/ Frederic H. Moll 11/07/2019
 ** 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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