

| 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 *<br><b>BARRY RICHARD SCOTT</b><br><br>(Last) (First) (Middle)<br>C/O VENUS CONCEPT INC.<br>235 YORKLAND BLVD., SUITE 900<br><br>(Street)<br>TORONTO A6 M2J 4Y8<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>Venus Concept Inc. [ VERO ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>11/07/2019                    |  |
| 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                              |   | 3,202,053   | A          | (1)                   | 3,202,053   | I  | By Partnership <sup>(2)</sup>                         |
| Common Stock                    | 11/07/2019                           |  | A                              |   | 128,827   | A          | (3)                   | 3,330,880   | I  | By Partnership <sup>(4)</sup>                         |
| Common Stock                    | 11/07/2019                           |  | A                              |   | 2,104,941   | A          | (5)                   | 5,435,821   | I  | By Partnership <sup>(2)</sup>                         |
| Common Stock                    | 11/07/2019                           |  | A                              |   | 84,687  | A          | (6)                   | 5,520,508   | I  | By Partnership <sup>(4)</sup>                         |
| Common Stock                    | 11/07/2019                           |  | A                              |   | 1,439,437   | A          | \$3.75 <sup>(7)</sup> | 6,959,945   | I  | By Partnership <sup>(2)</sup>                         |
| Common Stock                    | 11/07/2019                           |  | A                              |   | 57,911  | A          | \$3.75 <sup>(7)</sup> | 7,017,856   | I  | By Partnership <sup>(4)</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                         | Amount or Number of Shares    |
| Employee Stock Options (right to buy)      | \$7.05   | 11/07/2019                           |  | A                              |   | 17,301   |     | (8)  | 11/08/2027      | Common Stock  | 17,301                                     | (9)  | 17,301  | I  | By Partnership <sup>(2)</sup> |                               |
| Warrants (right to buy)                    | \$6  | 11/07/2019                           |  | A                              |   | 1,439,437 <sup>(7)</sup>   |     |  | 05/07/2020      | 11/07/2024  | Common Stock                               | 719,718.5 <sup>(7)</sup>   | (7)   | 1,439,437 <sup>(7)</sup>                               | I                             | By Partnership <sup>(2)</sup> |
| Warrants (right to buy)                    | \$6  | 11/07/2019                           |  | A                              |   | 57,911 <sup>(7)</sup>  |     |  | 05/07/2020      | 11/07/2024  | Common Stock                               | 28,955.5 <sup>(7)</sup>  | (7)   | 57,911 <sup>(7)</sup>                                  | I                             | By Partnership <sup>(4)</sup> |

**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 4,844,231 shares and 708,078 shares of Series C Preferred Stock and Series D Preferred Stock of Venus Concept Ltd., respectively.
- Held by EW Healthcare Partners L.P. ("EWHP"). Essex Woodlands Fund IX-GP, L.P. ("EW Fund IX GP") is the general partner of EWHP and EWHP-A (as defined below). Essex Woodlands IX, LLC ("Essex IX General Partner") is the general partner of Essex IX Fund GP. Martin P. Sutter, R. Scott Barry, Ronald W. Eastman, Petri Vainio and Steve Wiggins are each a Manager of Essex IX General Partner (the "Managers"). Each of the Managers may be deemed to exercise shared voting and investment power with respect to such shares. Each of EW Fund IX GP, Essex IX General Partner and the Managers, including Mr. Barry who is a member of the Issuer's board of directors, disclaims beneficial ownership of the shares held by EWHP and EWHP-A, except to the extent of any pecuniary interests therein.
- Received, in connection with the Merger, in exchange for 194,896 shares and 28,488 shares of Series C Preferred Stock and Series D Preferred Stock of Venus Concept Ltd., respectively.
- Held by EW Healthcare Partners-A L.P. ("EWHP-A").
- Received, in connection with the Merger, upon the conversion of the outstanding principal and any accrued and unpaid interest of three 8% Convertible Promissory Notes issued by Venus Concept Ltd., dated as of June 25, 2019, August 14, 2019 and August 21, 2019, in the original principal amounts of \$4,806,617.66, \$1,895,180.45 and \$7,718,054.15, respectively.

6. Received, in connection with the Merger, upon the conversion of the outstanding principal and any accrued and unpaid interest of three 8% Convertible Promissory Notes issued by Venus Concept Ltd., dated as of June 25, 2019, August 14, 2019 and August 21, 2019, in the original principal amounts of \$193,382.50, \$76,248.03 and \$310,517.37, respectively.

7. 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.

8. As of the Transaction Date, 8,285 of these options to acquire Common Stock of the Issuer are fully vested and exercisable. Of the remaining balance, 361 options vest and become exercisable monthly from November 8, 2019 through November 8, 2021.

9. 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 \$4.00 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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