

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>EW Healthcare Partners, L.P.</u> (Last) (First) (Middle) 21 WATERWAY AVENUE, SUITE 150 (Street) THE WOODLANDS TX 77380 (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) <input checked="" type="checkbox"/> Other (specify below) See footnotes 3, 5, 7 and 8
	3. Date of Earliest Transaction (Month/Day/Year) 03/26/2026	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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			

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				
Junior Convertible Preferred Stock	\$0	03/26/2026		S		1,500,000		(2)	(2)	Common Stock	90,913	(1)	0	I	See footnotes ⁽³⁾⁽⁸⁾
Senior Convertible Preferred Stock	\$0	03/26/2026		S		1,575,810		(4)	(4)	Common Stock	382,022	(1)	0	I	See footnotes ⁽⁵⁾⁽⁸⁾
Secured Subordinated Convertible Notes	(6)	03/26/2026		S		\$2,694,091.31		(6)	(6)	Common Stock	195,777	(1)	\$0	I	See footnotes ⁽⁷⁾⁽⁸⁾

1. Name and Address of Reporting Person*
EW Healthcare Partners, L.P.
 (Last) (First) (Middle)
 21 WATERWAY AVENUE, SUITE 150
 (Street)
 THE WOODLANDS TX 77380
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
EW Healthcare Partners-A, L.P.
 (Last) (First) (Middle)
 21 WATERWAY AVENUE, SUITE 150
 (Street)
 THE WOODLANDS TX 77380
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Essex Woodlands Fund IX-GP, L.P.
 (Last) (First) (Middle)

21 WATERWAY AVENUE, SUITE 150

(Street)

THE WOODLANDS TX 77380

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Essex Woodlands IX, LLC

(Last) (First) (Middle)

21 WATERWAY AVENUE, SUITE 150

(Street)

THE WOODLANDS TX 77380

(City) (State) (Zip)

Explanation of Responses:

1. Pursuant to a Securities Purchase Agreement (the "SPA"), dated March 26, 2026, by and among EW Healthcare Partners, L.P. ("EWHP"), EW Healthcare Partners-A, L.P. ("EWHP-A" and, together with EWHP, the "EWHP Funds"), Madryn Health Partners, LP, Madryn Health Partners (Cayman Master), LP (together, "Madryn"), and the other parties thereto, the EWHP Funds sold to Madryn the securities reported herein, for an aggregate sale price of \$2,600,000.
2. The shares of Junior Convertible Preferred Stock are convertible into shares of Common Stock at a ratio of 0.0606 shares of Common Stock for each share of Junior Convertible Preferred Stock at the option of the holder at any time or by the Issuer under certain conditions.
3. The share total shown above is the aggregate amount of shares of Junior Convertible Preferred Stock sold by EWHP and EWHP-A pursuant to the SPA. EWHP sold 1,441,983 shares of the amount shown above and EWHP-A sold 58,017 shares of the amount shown above.
4. The shares of Senior Convertible Preferred Stock are convertible into shares of Common Stock at a ratio of 0.2424 shares of Common Stock for each share of Senior Convertible Preferred Stock at the option of the holder at any time or by the Issuer under certain conditions.
5. The share total shown above is the aggregate amount of shares of Senior Convertible Preferred Stock sold by EWHP and EWHP-A pursuant to the SPA. EWHP sold 1,514,864 shares of the amount shown above and EWHP-A sold 60,946 shares of the amount shown above.
6. The secured subordinated convertible notes in the aggregate principal (including payment-in-kind interest) plus accrued and unpaid interest (calculated through March 25, 2026) amount of \$2,694,091.31 (the "Notes") are convertible at any time into an aggregate 195,777 shares of Common Stock at a conversion rate of 72.6691 shares of Common Stock for each \$1,000.00 principal amount of Notes.
7. The amount shown above is the aggregate principal and interest amount of Notes sold by EWHP and EWHP-A pursuant to the SPA. EWHP sold \$2,589,895.67 of the principal and interest amount shown above and EWHP-A sold \$104,195.64 of the principal and interest amount shown above.
8. Essex Woodlands Fund IX-GP, L.P. (the "EW Fund IX GP"), is the general partner of the EWHP Funds. Essex Woodlands IX, LLC (the "General Partner") is the general partner of EW Fund IX GP. The General Partner holds sole voting and dispositive power over the securities held by each of the EW Funds. The managers of the General Partner are Martin P. Sutter, R. Scott Barry, Ronald Eastman, Petri Vainio and Steve Wiggins (collectively, the "Managers") and may exercise voting and investment control over the securities only by majority action of the Managers. Each individual Manager, EW Fund IX GP and the General Partner disclaims ownership over the securities except to the extent of his or its respective pecuniary interest therein.

EW Healthcare Partners, L.P.; By
Essex Woodlands Fund IX-GP,
L.P., its General Partner; By
Essex Woodlands IX, LLC, its
General Partner; By Scott Barry, 03/27/2026
Manager; By Gregory L. Hill,
Attorney-in-Fact, /s/ Gregory L.
Hill

EW Healthcare Partners-A, L.P.;
By Essex Woodlands Fund IX-
GP, L.P., its General Partner; By
Essex Woodlands IX, LLC, its 03/27/2026
General Partner; By Scott Barry,
Manager; By Gregory L. Hill,
Attorney-in-Fact, /s/ Gregory L.
Hill

Essex Woodlands Fund IX-GP,
L.P.; By Essex Woodlands IX,
LLC, its General Partner; By 03/27/2026
Scott Barry, Manager; By
Gregory L. Hill, Attorney-in-
Fact, /s/ Gregory L. Hill

Essex Woodlands IX, LLC; By
Scott Barry, Manager; By 03/27/2026
Gregory L. Hill, Attorney-in-
Fact, /s/ Gregory L. Hill

** 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.