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The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

[0001409269](#)

Name of Issuer

[Venus Concept Inc.](#)

Jurisdiction of Incorporation/Organization

[DELAWARE](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

Previous Names None

[Restoration Robotics, Inc.](#)

[Restoration Robotics Inc](#)

[Restoration Robotics Inc.](#)

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

[Venus Concept Inc.](#)

Street Address 1

[235 YORKLAND BLVD.](#)

Street Address 2

[SUITE 900](#)

City

[TORONTO](#)

State/Province/Country

[ONTARIO, CANADA](#)

ZIP/PostalCode

[M2J 4Y8](#)

Phone Number of Issuer

[877-848-8430](#)

3. Related Persons

Last Name

[De Silva](#)

First Name

[Rajiv](#)

Middle Name

Street Address 1

[235 Yorkland Blvd., Suite 900](#)

Street Address 2

State/Province/Country

[ONTARIO, CANADA](#)

ZIP/PostalCode

[M2J 4Y8](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name

[Barry](#)

First Name

[Richard](#)

Middle Name

[Scott](#)

Street Address 1

[235 Yorkland Blvd., Suite 900](#)

Street Address 2

State/Province/Country

[ONTARIO, CANADA](#)

ZIP/PostalCode

[M2J 4Y8](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name

[Hollmig](#)

First Name

[Stanley](#)

Middle Name

[Tyler](#)

Street Address 1

[235 Yorkland Blvd., Suite 900](#)

Street Address 2

State/Province/Country

[ONTARIO, CANADA](#)

ZIP/PostalCode

[M2J 4Y8](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Kong	Garheng	
Street Address 1	Street Address 2	
235 Yorkland Blvd., Suite 900		
City	State/Province/Country	ZIP/PostalCode
Toronto	ONTARIO, CANADA	M2J 4Y8
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Lacchin	Louise	
Street Address 1	Street Address 2	
235 Yorkland Blvd., Suite 900		
City	State/Province/Country	ZIP/PostalCode
Toronto	ONTARIO, CANADA	M2J 4Y8
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
LaPorte	Fritz	
Street Address 1	Street Address 2	
235 Yorkland Blvd., Suite 900		
City	State/Province/Country	ZIP/PostalCode
Toronto	ONTARIO, CANADA	M2J 4Y8
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Natale	Anthony	
Street Address 1	Street Address 2	
235 Yorkland Blvd., Suite 900		
City	State/Province/Country	ZIP/PostalCode
Toronto	ONTARIO, CANADA	M2J 4Y8
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Sullivan	Keith	
Street Address 1	Street Address 2	
235 Yorkland Blvd., Suite 900		
City	State/Province/Country	ZIP/PostalCode
Toronto	ONTARIO, CANADA	M2J 4Y8
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Varghese	Hemanth	
Street Address 1	Street Address 2	
235 Yorkland Blvd., Suite 900		
City	State/Province/Country	ZIP/PostalCode
Toronto	ONTARIO, CANADA	M2J 4Y8
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
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Della Penna
Street Address 1
235 Yorkland Blvd., Suite 900
City
Toronto

Domenic
Street Address 2
State/Province/Country
ONTARIO, CANADA
ZIP/PostalCode
M2J 4Y8

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name
Sinay
Street Address 1
235 Yorkland Blvd., Suite 900
City
Toronto

First Name
Soren
Street Address 2
State/Province/Country
ONTARIO, CANADA
ZIP/PostalCode
M2J 4Y8

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name
Portaro
Street Address 1
235 Yorkland Blvd., Suite 900
City
Toronto

First Name
Ross
Street Address 2
State/Province/Country
ONTARIO, CANADA
ZIP/PostalCode
M2J 4Y8

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name
Georgiadis
Street Address 1
235 Yorkland Blvd., Suite 900
City
Toronto

First Name
Anna
Street Address 2
State/Province/Country
ONTARIO, CANADA
ZIP/PostalCode
M2J 4Y8

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name
Iger
Street Address 1
235 Yorkland Blvd., Suite 900
City
Toronto

First Name
Yoni
Street Address 2
State/Province/Country
ONTARIO, CANADA
ZIP/PostalCode
M2J 4Y8

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name
Kotler
Street Address 1
235 Yorkland Blvd., Suite 900
City
Toronto

First Name
Anat
Street Address 2
State/Province/Country
ONTARIO, CANADA
ZIP/PostalCode
M2J 4Y8

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name
McGrail
Street Address 1
235 Yorkland Blvd., Suite 900

First Name
William
Street Address 2
Middle Name

City Toronto State/Province/Country ONTARIO, CANADA ZIP/PostalCode M2J 4Y8

Relationship: [X] Executive Officer [] Director [] Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Mandarello Michael
Street Address 1 Street Address 2
235 Yorkland Blvd., Suite 900
City State/Province/Country ZIP/PostalCode
Toronto ONTARIO, CANADA M2J 4Y8

Relationship: [X] Executive Officer [] Director [] Promoter

Clarification of Response (if Necessary):

4. Industry Group

- [] Agriculture
[] Banking & Financial Services
[] Commercial Banking
[] Insurance
[] Investing
[] Investment Banking
[] Pooled Investment Fund
[] Health Care
[] Biotechnology
[] Health Insurance
[] Hospitals & Physicians
[] Pharmaceuticals
[X] Other Health Care
[] Manufacturing
[] Real Estate
[] Commercial
[] Construction
[] REITS & Finance
[] Residential
[] Other Real Estate
[] Retailing
[] Restaurants
Technology
[] Computers
[] Telecommunications
[] Other Technology
Travel
[] Airlines & Airports
[] Lodging & Conventions
[] Tourism & Travel Services
[] Other Travel
[] Other

5. Issuer Size

- Revenue Range OR Aggregate Net Asset Value Range
[] No Revenues [] No Aggregate Net Asset Value
[] \$1 - \$1,000,000 [] \$1 - \$5,000,000
[] \$1,000,001 - \$5,000,000 [] \$5,000,001 - \$25,000,000
[] \$5,000,001 - \$25,000,000 [] \$25,000,001 - \$50,000,000
[] \$25,000,001 - \$100,000,000 [] \$50,000,001 - \$100,000,000
[] Over \$100,000,000 [] Over \$100,000,000
[X] Decline to Disclose [] Decline to Disclose
[] Not Applicable [] Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- [] Rule 504(b)(1) (not (i), (ii) or (iii))
[] Rule 504 (b)(1)(i)
[] Rule 504 (b)(1)(ii)
[] Rule 504 (b)(1)(iii)
[] Investment Company Act Section 3(c)
[] Section 3(c)(1)
[] Section 3(c)(2)
[] Section 3(c)(9)
[] Section 3(c)(10)

Rule 506(b)
 Rule 506(c)
 Securities Act Section 4(a)(5)

Section 3(c)(3)
 Section 3(c)(4)
 Section 3(c)(5)
 Section 3(c)(6)
 Section 3(c)(7)

Section 3(c)(11)
 Section 3(c)(12)
 Section 3(c)(13)
 Section 3(c)(14)

7. Type of Filing

New Notice Date of First Sale [2022-11-18](#) First Sale Yet to Occur
 Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

Equity Pooled Investment Fund Interests
 Debt Tenant-in-Common Securities
 Option, Warrant or Other Right to Acquire Another Security Mineral Property Securities
 Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security Other (describe)

Common Stock and Voting Convertible Preferred Stock, convertible into shares of Common Stock on a 1:10 basis at the option of holder or at the option of the Issuer within 30 days following specified events, and underlying Common Stock

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient Recipient CRD Number None
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
Street Address 1 Street Address 2
City State/Province/Country ZIP/Postal Code
State(s) of Solicitation (select all that apply) All States Foreign/non-US
Check "All States" or check individual States

13. Offering and Sales Amounts

Total Offering Amount \$6,720,000 USD or Indefinite
Total Amount Sold \$6,720,000 USD
Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Venus Concept Inc.	/s/ Michael Mandarello	Michael Mandarello	General Counsel and Corporate Secretary	2022-11-30

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.