

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>EW Healthcare Partners, L.P.</u>  (Last) (First) (Middle) <u>21 WATERWAY AVENUE SUITE 200</u>  (Street) <u>THE WOODLANDS TX 77380</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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/18/2022</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 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				
Voting Convertible Preferred Stock	\$0.00 <sup>(1)</sup>	11/18/2022	(1)	P		1,441,985		11/18/2022	(1)	Common Stock	14,410,850	\$2	1,441,985	I	EW Healthcare Partners, LP <sup>(2)</sup>
Voting Convertible Preferred Stock	\$0.00 <sup>(1)</sup>	11/18/2022	(1)	P		58,015		11/18/2022	(1)	Common Stock	580,150	\$2	58,015	I	EW Healthcare Partners-A, LP <sup>(2)(3)</sup>

1. Name and Address of Reporting Person\*  
EW Healthcare Partners, L.P.  
 (Last) (First) (Middle)  
21 WATERWAY AVENUE SUITE 200  
 (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 200  
 (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 200  
 (Street)  
THE WOODLANDS TX 77380  
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Essex Woodlands IX, LLC</a>		
(Last)	(First)	(Middle)
21 WATERWAY AVENUE SUITE 200		
(Street)		
THE WOODLANDS	TX	77380
(City)	(State)	(Zip)

**Explanation of Responses:**

1. The Voting Convertible Preferred Stock will convert into shares of Common Stock on a one for ten basis (i) at the option the holder or (ii) at the option of the Company within 30 days following the occurrence of certain events. The Voting Convertible Preferred Convertible Stock votes with the Common Stock on an as-converted basis. The Voting Convertible Preferred Stock does not expire.
2. 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.
3. Held by EW Healthcare Partners-A.L.P. ("EWHP-A").

**Remarks:**

[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 R. Scott  
Barry, Manager; By Richard  
Kolodziejczyk, Attorney-in-Fact  
/s/ Richard Kolodziejczyk](#) 11/22/2022

[EW Healthcare Partners-A L.P.;  
By Essex Woodlands Fund IX-  
GP, L.P., its General Partner; By  
Essex Woodlands IX, LLC, its  
General Partner; By R. Scott  
Barry, Manager; By Richard  
Kolodziejczyk, Attorney-in-Fact  
/s/ Richard Kolodziejczyk](#) 11/22/2022

[Essex Woodlands IX-GP, L.P.;  
By Essex Woodlands IX, LLC,  
its General Partner; By R. Scott  
Barry, Manager; By Richard  
Kolodziejczyk, Attorney-in-Fact  
/s/ Richard Kolodziejczyk](#) 11/22/2022

[Essex Woodlands IX, LLC; By  
R. Scott Barry, Manager; By  
Richard Kolodziejczyk, Attorney-  
in-Fact /s/ Richard Kolodziejczyk](#) 11/22/2022

\*\* 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.**