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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)	Previous Names <input type="checkbox"/> None	Entity Type
<a href="#">0001409269</a>	<a href="#">Restoration Robotics, Inc.</a>	<input checked="" type="checkbox"/> Corporation
Name of Issuer	<a href="#">Restoration Robotics Inc</a>	<input type="checkbox"/> Limited Partnership
<a href="#">Venus Concept Inc.</a>		<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization		<input type="checkbox"/> General Partnership
<a href="#">DELAWARE</a>		<input type="checkbox"/> Business Trust
Year of Incorporation/Organization		<input type="checkbox"/> Other (Specify)
<input checked="" type="checkbox"/> Over Five Years Ago		
<input type="checkbox"/> Within Last Five Years (Specify Year)		
<input type="checkbox"/> Yet to Be Formed		

**2. Principal Place of Business and Contact Information**

Name of Issuer			
<a href="#">Venus Concept Inc.</a>			
Street Address 1	Street Address 2		
<a href="#">235 YORKLAND BLVD.</a>	<a href="#">SUITE 900</a>		
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
<a href="#">TORONTO</a>	<a href="#">ONTARIO, CANADA</a>	<a href="#">M2J 4Y8</a>	<a href="#">877-848-8430 X117</a>

**3. Related Persons**

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

Clarification of Response (if Necessary):

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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):

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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):

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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):

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Last Name	First Name	Middle Name
Hollmig	S.	Tyler
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):

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Last Name	First Name	Middle Name
De Silva	Rajiv	
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 checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	

Clarification of Response (if Necessary):

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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):

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Last Name	First Name	Middle Name
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Penna  
Street Address 1  
235 Yorkland Blvd.  
City  
Toronto

Domenic  
Street Address 2  
Suite 900  
State/Province/Country  
ONTARIO, CANADA

Della  
ZIP/PostalCode  
M2J 4Y8

Relationship:  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:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

#### 4. Industry Group

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> Agriculture  | <input type="checkbox"/> Health Care                  | <input type="checkbox"/> Retailing                 |
| <input type="checkbox"/> Banking & Financial Services                                       | <input type="checkbox"/> Biotechnology                | <input type="checkbox"/> Restaurants               |
| <input type="checkbox"/> Commercial Banking   | <input type="checkbox"/> Health Insurance             | Technology   |
| <input type="checkbox"/> Insurance  | <input type="checkbox"/> Hospitals & Physicians       | <input type="checkbox"/> Computers                 |
| <input type="checkbox"/> Investing  | <input type="checkbox"/> Pharmaceuticals              | <input type="checkbox"/> Telecommunications        |
| <input type="checkbox"/> Investment Banking   | <input checked="" type="checkbox"/> Other Health Care | <input type="checkbox"/> Other Technology          |
| <input type="checkbox"/> Pooled Investment Fund   | <input type="checkbox"/> Manufacturing                | Travel   |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | <input type="checkbox"/> Real Estate                  | <input type="checkbox"/> Airlines & Airports       |
| <input type="checkbox"/> Yes <input type="checkbox"/> No                                    | <input type="checkbox"/> Commercial                   | <input type="checkbox"/> Lodging & Conventions     |
| <input type="checkbox"/> Other Banking & Financial Services                                 | <input type="checkbox"/> Construction                 | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Business Services  | <input type="checkbox"/> REITS & Finance              | <input type="checkbox"/> Other Travel              |
| Energy  | <input type="checkbox"/> Residential                  | <input type="checkbox"/> Other                     |
| <input type="checkbox"/> Coal Mining  | <input type="checkbox"/> Other Real Estate            |  |
| <input type="checkbox"/> Electric Utilities   |   |  |
| <input type="checkbox"/> Energy Conservation  |   |  |
| <input type="checkbox"/> Environmental Services   |   |  |
| <input type="checkbox"/> Oil & Gas  |   |  |
| <input type="checkbox"/> Other Energy   |   |  |

#### 5. Issuer Size

- |   |    |   |
|---|----|---|
| Revenue Range   | OR | Aggregate Net Asset Value Range                       |
| <input type="checkbox"/> No Revenues                    |    | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000              |    | <input type="checkbox"/> \$1 - \$5,000,000            |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000      |    | <input type="checkbox"/> \$5,000,001 - \$25,000,000   |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000     |    | <input type="checkbox"/> \$25,000,001 - \$50,000,000  |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000   |    | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000             |    | <input type="checkbox"/> Over \$100,000,000           |
| <input checked="" type="checkbox"/> Decline to Disclose |    | <input type="checkbox"/> Decline to Disclose          |
| <input type="checkbox"/> Not Applicable                 |    | <input type="checkbox"/> Not Applicable               |

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

- |  |  |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Investment Company Act Section 3(c) |
|--|--|

- Rule 504 (b)(1)(i)  
 Rule 504 (b)(1)(ii)  
 Rule 504 (b)(1)(iii)  
 Rule 506(b)  
 Rule 506(c)  
 Securities Act Section 4(a)(5)

- Section 3(c)(1)  
 Section 3(c)(2)  
 Section 3(c)(3)  
 Section 3(c)(4)  
 Section 3(c)(5)  
 Section 3(c)(6)  
 Section 3(c)(7)

- Section 3(c)(9)  
 Section 3(c)(10)  
 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 [2024-02-27](#)  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)

## 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 [H.C. Wainwright & Co., LLC](#) Recipient CRD Number  None  
[H.C. Wainwright & Co., LLC](#) [375](#)  
(Associated) Broker or Dealer  None (Associated) Broker or Dealer CRD Number  None  
[None](#) [None](#)  
Street Address 1 Street Address 2  
[430 Park Avenue](#)  
City State/Province/Country ZIP/Postal Code  
[New York](#) [NEW YORK](#) [10022](#)  
State(s) of Solicitation (select all that apply)  All States  Foreign/non-US  
Check "All States" or check individual States  
 ILLINOIS  
 NEW YORK

## 13. Offering and Sales Amounts

Total Offering Amount \$1,095,783 USD or  Indefinite  
Total Amount Sold \$1,095,783 USD  
Total Remaining to be Sold \$0 USD or  Indefinite

Clarification of Response (if Necessary):

[Offering of Investor Warrants to acquire 817,748 shares of common stock, exercisable at \\$1.34 per share upon issuance and will expire in 5 years.](#)

## 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:

2

### 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 \$83,860 USD  Estimate

Finders' Fees \$0 USD  Estimate

Clarification of Response (if Necessary):

In addition to the cash sales commission reported, placement agent received 57,242 Placement Agent Warrants exercisable at \$1.8313 per share upon issuance and will expire in 5 years.

### 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.	Michael Mandarello	Michael Mandarello	General Counsel and Corporate Secretary	2024-03-07

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.