

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).

1. Name and Address of Reporting Person* <u>BARRY RICHARD SCOTT</u> (Last) (First) (Middle) C/O VENUS CONCEPT INC. 235 YORKLAND BLVD., SUITE 900 (Street) TORONTO A6 M2J 4Y8 (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/18/2020	
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			

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				
Series A Preferred Stock	(1)	03/18/2020		P		519,114.7		(2)	(2)	Common Stock	5,191,147	\$25 ⁽³⁾	519,114.7	I	By Partnership ⁽⁴⁾
Warrant (right to buy)	\$3.5	03/18/2020		P		3,893,360		(5)	(5)	Common Stock	3,893,360	(3)	3,893,360	I	By Partnership ⁽⁴⁾
Series A Preferred Stock	(1)	03/18/2020		P		20,885.3		(2)	(2)	Common Stock	208,853	\$25 ⁽³⁾	20,885.3	I	By Partnership ⁽⁶⁾
Warrant (right to buy)	\$3.5	03/18/2020		P		156,640		(5)	(5)	Common Stock	156,640	(3)	156,640	I	By Partnership ⁽⁶⁾

Explanation of Responses:

- Each share of Series A Preferred Stock converts into ten shares of Common Stock for no additional consideration.
- The Series A Preferred Stock is convertible into common stock at any time, upon approval of the stockholders, and has no expiration date.
- These securities were purchased from the Issuer at a purchase price of \$2.50 per unit (consisting of one-tenth of one share of Series A Preferred Stock and 0.75 of a Warrant, with each whole Warrant exercisable for one share of Common Stock, at an exercise price of \$3.50 per share).
- 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.
- The Warrants have a five-year term and are exercisable beginning 181 days after their issue date.
- Held by EW Healthcare Partners-A L.P. ("EWHP-A").

Remarks:

/s/ Domenic Di Sisto, attorney-in-fact 03/20/2020

** 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.