

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>Madryn Asset Management, LP</u> (Last) (First) (Middle) 330 MADISON AVENUE - FLOOR 33 (Street) NEW YORK NY 10017 (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) 09/26/2024	
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
Series Y Convertible Preferred Stock	(1)	09/26/2024		P		203,583		09/26/2024	(2)	Common Stock	20,358,300 ⁽¹⁾	(3)	780,569	I	See footnotes ⁽⁴⁾⁽⁵⁾

1. Name and Address of Reporting Person*
Madryn Asset Management, LP
 (Last) (First) (Middle)
 330 MADISON AVENUE - FLOOR 33
 (Street)
 NEW YORK NY 10017
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Madryn Health Partners, LP
 (Last) (First) (Middle)
 330 MADISON AVENUE - FLOOR 33
 (Street)
 NEW YORK NY 10017
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Madryn Health Partners (Cayman Master), LP
 (Last) (First) (Middle)
 330 MADISON AVENUE - FLOOR 33
 (Street)
 NEW YORK NY 10017
 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[Madryn Health Advisors, LP](#)

(Last) (First) (Middle)
330 MADISON AVENUE - FLOOR 33

(Street)
NEW YORK NY 10017

(City) (State) (Zip)

Explanation of Responses:

1. Each share of the Company's Series Y Convertible Preferred Stock (the "Series Y Preferred Stock") is convertible into one hundred (100) shares of Common Stock at any time at the option of the holder or automatically upon certain conditions, including the completion by the Company of a \$30.0 million common equity raise.
2. The Series Y Preferred Stock is perpetual and therefore has no expiration date.
3. The reported transaction involved an exchange of \$15,000,000 of existing senior secured indebtedness for 203,583 shares of Series Y Preferred Stock.
4. Represents securities held directly by Madryn Health Partners, LP ("Health Partners LP") and Madryn Health Partners (Cayman Master), LP ("Cayman Master LP" and together with Health Partners LP, the "Funds"). Madryn Asset Management, LP, as investment advisor for each of the Funds, and Madryn Health Advisors, LP, as general partner of each of the Funds, may be deemed to be beneficial owners of the shares held directly by the Funds.
5. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein.

[/s/ Madryn Asset Management,
LP, by John Ricciardi, Authorized Signatory](#) [09/30/2024](#)

[/s/ Madryn Health Partners, LP,
by John Ricciardi, Authorized Signatory](#) [09/30/2024](#)

[/s/ Madryn Health Partners
\(Cayman Master\), LP, by John Ricciardi, Authorized Signatory](#) [09/30/2024](#)

[/s/ Madryn Health Advisors, LP,
by John Ricciardi, Authorized Signatory](#) [09/30/2024](#)

** 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.