

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

| OMB APPROVAL | |
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| 1. Name and Address of Reporting Person * <u>Tammenoms Bakker Juliet</u> (Last) (First) (Middle) <u>C/O VENUS CONCEPT INC.</u> <u>235 YORKLAND BLVD., SUITE 900</u> (Street) <u>TORONTO A6 M2J 4Y8</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) <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) <u>11/07/2019</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |

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 | | | |
| Common Stock | 11/07/2019 | | A | | 3,476,584 | A | (1) | 3,476,584 | I | By Partnership ⁽²⁾ |
| Common Stock | 11/07/2019 | | A | | 189,535 | A | (3) | 3,666,119 | I | By Partnership ⁽²⁾ |

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 | | | | | | Amount or Number of Shares |
| Employee Stock Options (right to buy) | \$5.25 | 11/07/2019 | | A | | 17,301 | | (4) | 03/06/2027 | Common Stock | 17,301 | (5) | 17,301 | D | |
| Employee Stock Options (right to buy) | \$5.25 | 11/07/2019 | | A | | 8,650 | | (6) | 03/06/2027 | Common Stock | 8,650 | (7) | 8,650 | D | |

Explanation of Responses:

- Received, in connection with the merger of a wholly-owned subsidiary of Restoration Robotics, Inc. with and into Venus Concept Ltd. (the "Merger"), in exchange for 2,192,736 shares, 3,287,420 shares and 548,184 shares of Series A Preferred Stock, Series B Preferred Stock and ordinary shares of Venus Concept Ltd., respectively.
- Held directly by Longitude Venture Partners II, L.P. ("Longitude Venture II"). Longitude Capital Partners II, LLC ("Longitude Capital II") is the general partner of Longitude Venture II and may be deemed to have shared voting, investment and dispositive power with respect to these securities. Ms. Tammenoms Bakker, who is a member of the Issuer's board of directors, and Patrick G. Enright, are the managing members of Longitude Capital II (each a "Manager" and collectively, the "Managers") and may each be deemed to share voting, investment and dispositive power with respect to these securities. Each of Longitude Capital II and the Managers disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.
- Received in connection with the Merger, upon the conversion of the outstanding principal and any accrued and unpaid interest of three 8% Convertible Promissory Notes issued by Venus Concept Ltd., dated as of June 25, 2019, August 14, 2019 and August 21, 2019, in the original principal amounts of \$300,000, \$197,142.85 and \$802,857.15, respectively.
- As of the Transaction Date, these options to acquire Common Stock of the Issuer are fully vested and exercisable.
- Received, in connection with the Merger, in exchange for an employee stock option to acquire 30,000 Venus Concept Ltd. ordinary shares for \$3.00 per share.
- As of the Transaction Date, 7,208 of these options to acquire Common Stock of the Issuer are fully vested and exercisable. Of the remaining balance, 721 options vest and become exercisable on each of December 6, 2019 and March 6, 2020.
- Received, in connection with the Merger, in exchange for an employee stock option to acquire 15,000 Venus Concept Ltd. ordinary shares for \$3.00 per share.

Remarks:

/s/ Domenic Di Sisto, attorney-in-fact 11/07/2019

** 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.