

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>Serafino Domenic</u> (Last) (First) (Middle) <u>C/O VENUS CONCEPT INC.</u> <u>235 YORKLAND BLVD., SUITE 900</u> (Street) <u>TORONTO A6 M2J 4YB</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>11/07/2019</u> | |
| 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 | | 447,755 | A | (1) | 447,755 | D | |

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 |
| Employee Stock Options (right to buy) | \$0.45 | 11/07/2019 | | A | | 311,003 | | (2) | 03/31/2021 | Common Stock | 311,003 | (3) | 311,003 | D | |
| Employee Stock Options (right to buy) | \$1.35 | 11/07/2019 | | A | | 293,154 | | (2) | 09/01/2023 | Common Stock | 293,154 | (4) | 293,154 | D | |
| Employee Stock Options (right to buy) | \$3.6 | 11/07/2019 | | A | | 343,717 | | (2) | 02/05/2025 | Common Stock | 343,717 | (5) | 343,717 | D | |
| Employee Stock Options (right to buy) | \$1.35 | 11/07/2019 | | A | | 15,586 | | (2) | 03/31/2021 | Common Stock | 15,586 | (6) | 15,586 | I | By Spouse |
| Employee Stock Options (right to buy) | \$1.35 | 11/07/2019 | | A | | 1,714 | | (2) | 01/01/2023 | Common Stock | 1,714 | (7) | 1,714 | I | By Spouse |
| Employee Stock Options (right to buy) | \$1.35 | 11/07/2019 | | A | | 5,767 | | (2) | 01/26/2024 | Common Stock | 5,767 | (8) | 5,767 | I | By Spouse |
| Employee Stock Options (right to buy) | \$3.6 | 11/07/2019 | | A | | 5,767 | | (2) | 06/01/2024 | Common Stock | 5,767 | (9) | 5,767 | I | By Spouse |

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 776,400 ordinary shares of Venus Concept Ltd.
- 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 539,275 Venus Concept Ltd. ordinary shares with an original exercise price of \$0.25 per share.
- Received, in connection with the Merger, in exchange for an employee stock option to acquire 508,325 Venus Concept Ltd. ordinary shares with an original exercise price of \$0.75 per share.
- Received, in connection with the Merger, in exchange for an employee stock option to acquire 596,000 Venus Concept Ltd. ordinary shares with an original exercise price of \$2.00 per share.
- Received, in connection with the Merger, in exchange for an employee stock option to acquire 27,027 Venus Concept Ltd. ordinary shares with an original exercise price of \$0.75 per share.
- Received, in connection with the Merger, in exchange for an employee stock option to acquire 2,973 Venus Concept Ltd. ordinary shares with an original exercise price of \$0.75 per share.

8. Received, in connection with the Merger, in exchange for an employee stock option to acquire 10,000 Venus Concept Ltd. ordinary shares with an original exercise price of \$0.75 per share.
9. Received, in connection with the Merger, in exchange for an employee stock option to acquire 10,000 Venus Concept Ltd. ordinary shares with an original exercise price of \$2.00 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.

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