
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): February 14, 2020

VENUS CONCEPT INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38238
(Commission
File Number)

06-1681204
(IRS Employer
Identification Number)

235 Yorkland Blvd, Suite 900
Toronto, Ontario M2J 4Y8
(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code (877) 848-8430

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	VERO	The Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 14, 2020, Frederic Moll resigned from Venus Concept Inc.'s (the "Company") board of directors and the Audit Committee of the Company's board of directors on which he served. The resignation was not the result of any disagreements with the Company relating to the Company's operations, policies or practices.

On February 14, 2020, Juliet Tammenoms Bakker resigned from the Company's board of directors and the Nominating and Corporate Governance Committee of the Company's board of directors on which she served. The resignation was not the result of any disagreements with the Company relating to the Company's operations, policies or practices.

The resignations of Frederic Moll and Juliet Tammenoms Bakker are attached hereto as exhibits 99.1 and 99.2, respectively.

Item 7.01. Regulation FD Disclosure.

On February 14, 2020, Venus Concept, Inc. issued the press release attached hereto as Exhibit 99.3 and which is incorporated herein by reference.

This information is intended to be furnished under Item 7.01 of Form 8-K and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Frederic Moll Resignation Letter, dated February 14, 2020
99.2	Juliet Tammenoms Bakker Resignation Letter, dated February 14, 2020
99.3	Press Release of Venus Concept Inc., dated February 14, 2020

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 14, 2020

VENUS CONCEPT INC.

By: /s/ Domenic Della Penna

Domenic Della Penna

Chief Financial Officer

Frederic H. Moll, M.D.

February 14, 2020

Domenic Serafino
Chief Executive Officer and Director
235 Yorkland Boulevard
Suite 900
Toronto, ON M2J 4Y8
dom@venus concept.com

Scott Barry
EW Healthcare Partners
280 Park Avenue, 27th FL East
New York, NY 10017
sbarry@ewhealthcare.com

Dear Domenic & Scott,

Effective immediately, I hereby tender my resignation from the Board of Directors of Venus Concept. I wish you the very best with the company and the team continued success.

Sincerely,

/s/ Frederic Moll

Frederic Moll

150 Shoreline Drive | Redwood City | California | 94065

February 14, 2020

Venus Concept, Inc.
235 Yorkland Blvd., Suite 900,
Toronto, Ontario M2J 4Y8

Re: Resignation from the Board of Directors of Venus Concept, Inc.

To whom it may concern,

By this resignation letter, the undersigned hereby irrevocably resigns from her position(s) as (i) a director on the board of directors of Venus Concept, Inc., a Delaware corporation (the "**Company**"), and (ii) a member of the Nominating and Corporate Governance Committee of the board of directors of the Company, in each case of clause (i) and (ii), on which the undersigned currently serves, effective immediately.

This resignation letter is intended to comply with any relevant provisions of the organizational documents of the Company and with the relevant provisions of the laws of the State of Delaware.

This resignation letter may be executed and transmitted by .pdf or other forms of electronic transmission, and any signature on a .pdf or other form of electronic transmission shall be considered an original for all purposes and shall be fully enforceable.

[Signature pages follow]

Very truly yours,

/s/ Juliet Tammenoms Bakker
Juliet Tammenoms Bakker

[Signature Page to Director Resignation]

Venus Concept Inc. Announces New Regulatory Clearances

- **CE Mark Approval for Venus Bliss™ for Non-Invasive Lipolysis of Abdomen & Flanks, Skin Tightening, Circumferential Reduction and Cellulite Reduction**
- **Health Canada License to Market NeoGraft 2.0 for hair restoration**

TORONTO, Feb. 14, 2020 (GLOBE NEWSWIRE) — Venus Concept Inc. (“Venus Concept” or the “Company”) (NASDAQ: VERO), a global medical aesthetic technology leader, today announced that it has received CE Mark approval to market Venus Bliss for non-invasive lipolysis of the abdomen and flanks, skin tightening, circumferential reduction and cellulite reduction and a medical device license issued by Health Canada to market NeoGraft 2.0 for hair restoration.

Venus Bliss is a non-invasive medical aesthetic device that offers a comprehensive solution to fat reduction and cellulite reduction with two technologies in one system. The system uses the Company’s proprietary (MP)² technology which combines Multi-Polar Radio Frequency and Pulsed Electro Magnetic Fields with advanced VariPulse™ⁱ technology. The Venus Bliss treats focal fat in the abdomen and flanks through non-invasive lipolysis, resulting in circumferential reduction. The Venus Bliss treatment leverages the (MP)² applicator technology to tighten lax skin and to reduce the appearance of cellulite – another popular treatment that providers can offer to their patients.

NeoGraft 2.0 is an automated hair transplant device using the Follicular Unit Extraction (FUE) method of harvesting and implanting hair follicles. With NeoGraft 2.0, Venus Concept minimizes many of the inefficiencies of manual extractions and implants and replaces this process with advanced technology that provides patients with the benefits of the FUE procedure, while also enabling physicians to benefit from easier transplants. NeoGraft 2.0 procedures are minimally invasive, require less recovery time, and offer natural-looking results for all hair types, males and females alike.

“We are pleased to announce regulatory clearances for our Venus Bliss and NeoGraft 2.0 in Europe and Canada, respectively, consistent with our strategy to bring innovative solutions to market to further enhance our role as a leading player in the global minimally invasive/non-invasive medical aesthetics markets and global hair restoration market,” said Dom Serafino, Chief Executive Officer of Venus Concept Inc. “Both products will now be launched on a limited basis and we expect to begin full commercial launches in the second quarter of 2020. Importantly, these two launches follow our recent launches of the Venus Bliss in the U.S. and Canada, the NeoGraft 2.0 in Europe and Australia and the Venus Epileve in Europe and Canada in recent months. We expect the full commercial launches of these innovative solutions to be important contributors to our growth expectations in 2020 and beyond.”

About Venus Concept

Venus Concept is an innovative global medical aesthetic technology leader with a broad product portfolio of minimally invasive and non-invasive medical aesthetic technologies and reach in over 60 countries and 29 direct markets. Venus Concept focuses its product sales strategy on a subscription-based business model in North America and in its well-established direct global markets. Venus Concept's product portfolio consists of aesthetic device platforms, including Venus Versa, Venus Legacy, Venus Velocity, Venus Fiore, Venus Viva, Venus Freeze Plus, and Venus Bliss. Venus Concept's hair restoration division includes NeoGraft, an automated hair restoration system that facilitates the harvesting of follicles during a FUE process and the ARTAS® and ARTAS iX™ Robotic Hair Restoration Systems, which harvest follicular units directly from the scalp and create recipient implant sites using proprietary algorithms. Venus Concept has been backed by leading healthcare industry growth equity investors including EW Healthcare Partners (formerly Essex Woodlands), HealthQuest Capital, Longitude Capital Management, and Aperture Venture Partners.

Cautionary Statement Regarding Forward-Looking Statements

This communication contains "forward-looking" statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These statements, including expected revenue, operating results and other financial information, and projected product launch timing, involve risks and uncertainties that may cause results to differ materially from those set forth in the statements. These statements are based on current plans, estimates and projections, and therefore, you are cautioned not to place undue reliance on them. No forward-looking statement can be guaranteed, and actual results may differ materially from those projected. Venus Concept undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise, except to the extent required by law. Forward-looking statements are not historical facts, but rather are based on current expectations, estimates, assumptions and projections about our business and future financial results and the medical device industry, and other legal, regulatory and economic developments. We use words such as "anticipates," "believes," "plans," "expects," "projects," "future," "intends," "may," "should," "could," "estimates," "predicts," "potential," "continue," "guidance," and similar expressions which are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Actual results could differ materially from the results contemplated by these forward-looking statements. Material factors that could cause actual results to differ materially from current expectations include, without limitation, the following: the progress of the commercialization, marketing and manufacturing capabilities for our products; the number of Venus Concept systems that we sell; the success of the commercial launch of Venus Bliss and NeoGraft 2.0; the timing or likelihood of regulatory filings and approvals for products; the expected synergies from the merger; and the expected revenue for the company. Venus Concept cannot give any assurances that the combined company will achieve its expectations. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties that affect the business of Venus Concept described in the "Risk Factors" section contained in the Registration Statement on Form S-4 and the prospectus and definitive proxy statement contained therein for the merger of Restoration Robotics and Venus and described in the "Risk Factors" section of Restoration Robotics Annual Report on Form 10-K for the year ended 2018 filed on March 20, 2019 and as amended on April 29, 2019, the Restoration Robotics' Quarterly Report on Form 10-Q for the quarter ended September 30, 2019 filed on November 14, 2019, as well as any reports that Venus Concept may file with the SEC in the future.

Investor Relations Contact:

Westwicke Partners on behalf of Venus Concept

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For Further Information:

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