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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported): July 16, 2020**

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**VENUS CONCEPT INC.**

(Exact name of registrant as specified in its charter)

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**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)

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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
<b>Common Stock, \$0.0001 par value per share</b>	<b>VERO</b>	<b>The Nasdaq Global Market</b>

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.

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**Item 2.02. Results of Operations and Financial Condition.**

On July 16, 2020, Venus Concept Inc. (the “Company”) issued a press release announcing its preliminary second quarter of fiscal year 2020 revenue results. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 2.02 and Exhibits 99.1 of this Current Report on Form 8-K is being furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. Furthermore, such information, including Exhibit 99.1 attached hereto, shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly stated by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

The following exhibit is filed herewith.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press release dated July 16, 2020.</a>

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**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.

**VENUS CONCEPT INC.**

Date: July 16, 2020

By: /s/ Domenic Della Penna

Domenic Della Penna  
Chief Financial Officer



## Venus Concept Reports Preliminary Revenue Results for Second Quarter 2020

**TORONTO, July 16, 2020** – Venus Concept Inc. (“Venus Concept” or the “Company”) (NASDAQ: VERO), a global medical aesthetic technology leader, today reported preliminary revenue results for the three months ended June 30, 2020.

### **Management Commentary:**

“While our second quarter revenue performance was significantly impacted by the COVID-19 global pandemic, we are pleased to see our business trends improve during the second quarter along with the gradual reopening of practices throughout the U.S and EMEA” said Domenic Serafino, Chief Executive Officer of Venus Concept. “New product launches, including the Venus Bliss, continue to be strong drivers of U.S. growth in 2020. We are also pleased that our integration efforts are beginning to pay off ; specifically, we had notable commercial success with the adoption of our ARTAS iX® by new customers in international markets.”

Mr. Serafino continued: “While the near-term outlook has been challenged by this global pandemic, we continue to believe the long-term opportunity remains extremely compelling for us as a leading player in both the global minimally invasive/non-invasive medical aesthetics market and the minimally invasive surgical hair restoration market. Importantly, our efforts to reduce the operating expense profile of the combined company are progressing well and we continue to expect our restructuring program, combined with previously announced synergies and cost reductions, to result in cost savings of approximately \$38 million in 2020 and continuing into 2021. Finally, the recently announced common stock purchase agreement with Lincoln Park Capital Fund, LLC for up to \$31 million is available to enhance our balance sheet and financial condition to support our future growth initiatives.”

### **Preliminary Second Quarter 2020 Revenue Summary:**

- Preliminary total GAAP revenue for the three months ending June 30, 2020 is expected to be in the range of \$16.4 million to \$16.9 million, compared to total GAAP revenue of \$27.8 million for the second quarter of 2019, representing a decrease of 41% to 39% year-over-year.

### **Second Quarter 2020 Earnings Conference Call:**

Management will host a conference call at 5:00 p.m. Eastern Time on August 13, 2020 to discuss the results of the quarter with a question and answer session. Those who would like to participate may dial 877-407-2991 (201-389-0925 for international callers) and provide access code 13706095. A live webcast of the call will also be provided on the investor relations section of the Company’s website at [ir.venusconcept.com](http://ir.venusconcept.com).

For those unable to participate, a replay of the call will be available for two weeks at 877-660-6853 (201-612-7415 for international callers); access code 13706095. The webcast will be archived at [ir.venusconcept.com](http://ir.venusconcept.com).

### **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 and hair restoration technologies and reach in over 60 countries and 26 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, Venus Heal, Venus Glow, Venus Bliss, Venus Epileve and Venus Viva MD. Venus Concept's hair restoration systems 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 contains "forward-looking" statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "1933 Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "1934 Act"). Any statements contained herein that are not of historical facts may be deemed to be forward-looking statements. In some cases, you can identify these statements by words such as such as "anticipates," "believes," "plans," "expects," "projects," "future," "intends," "may," "should," "could," "estimates," "predicts," "potential," "continue," "guidance," and other similar expressions that are predictions of or indicate future events and future trends. These forward-looking statements include, but are not limited to, statements about the expected synergies and cost savings from our merger with Venus Concept Ltd.; our financial performance; the growth in demand for our systems and other products; and general economic conditions, including the global economic impact of COVID-19, involve risks and uncertainties that may cause results to differ materially from those set forth in the statements. These forward-looking statements are based on current expectations, estimates, forecasts, and projections about our business and the industry in which we operate and management's beliefs and assumptions and are not guarantees of future performance or developments and involve known and unknown risks, uncertainties, and other factors that are in some cases beyond our control. As a result, any or all of our forward-looking statements in this communication may turn out to be inaccurate. Factors that could materially affect our business operations and financial performance and condition include, but are not limited to, those risks and uncertainties described under Part I Item 1A—"Risk Factors" in our most recent Annual Report on Form 10-K, Part II Item 1A—"Risk Factors" in our Form 10-Q for the quarter ended March 31, 2020, and in other documents we may file with the SEC. You are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on the forward-looking statements. The forward-looking statements are based on information available to us as of the date of this communication. Unless required by law, we do not intend to publicly update or revise any forward-looking statements to reflect new information or future events or otherwise.*

### **Investor Relations Contact:**

Westwicke Partners on behalf of Venus Concept  
Mike Piccinino, CFA  
[VenusConceptIR@westwicke.com](mailto:VenusConceptIR@westwicke.com)