

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): September 11, 2023

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

Not Applicable
(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 Capital 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 7.01. Regulation FD Disclosure.

Management of Venus Concept, Inc. (the "Company") intends to present the Investor Presentation furnished as Exhibit 99.1 to this Current Report on Form 8-K to analysts and investors from time to time on or after September 11, 2023. The Investor Presentation is also available on the Investor Relations page of the Company's website at <https://ir.venusconcept.com/>.

The information contained in this Item 7.01, including Exhibit 99.1 incorporated by reference herein, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, nor 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 filing.

Item 9.01. Financial Statements and Exhibits.

Exhibit No.	Description
10.1	Investor Presentation, dated September 11, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: September 11, 2023

By: /s/ Domenic Della Penna
Domenic Della Penna
Chief Financial Officer

Venus Concept (NASDAQ:VERO) Investor Overview

September 11, 2023



Disclaimer

Non-Reliance

This presentation does not provide full disclosure of all material facts relating to Venus Concept Inc.(the "Company", "us" or "we"), or its securities, and is not subject to liability for misrepresentations under applicable securities legislation.

Cautionary Note Regarding Forward-Looking Statements

This presentation contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. 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 "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 our product and service offerings; financial performance and metrics; business growth prospects and aspirations; and the efficacy of the restructuring plan, workforce reduction and management transition. These forward-looking statements are based on current expectations, estimates, forecasts, and projections about our business and the industry in which the Company operates 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, general economic conditions and involve risks and uncertainties that may cause results to differ materially from those set forth in the statements and those risks and uncertainties described under Part II Item 1A—"Risk Factors" in our Quarterly Reports on Form 10-Q and Part I Item 1A—"Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022. 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.

All forward-looking statements in this presentation are based on information available to us as of the date of this presentation. Except as expressly required by applicable law, we assume no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

All of the forward-looking statements contained in this presentation are expressly qualified by the foregoing cautionary statement.

Securities Laws

This presentation does not constitute an offer to sell or a solicitation of an offer to buy any securities of the Company nor shall there be any sale of Company securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Neither the United States Securities and Exchange Commission or any state securities commission or regulatory authority have passed on the accuracy or adequacy of this presentation. Any representation to the contrary is a criminal offense.



Investment Highlights



A leader within \$6.2B global medical device aesthetic market with attractive long-term market growth



New, experienced leadership team with significant healthcare and turnaround experience



Comprehensive, differentiated portfolio with innovative product pipeline emphasizing the Company's unique next-generation robotics platform leveraging AI / IoT technologies in Aesthetics



New 5-year strategic plan launched in early 2023 to turn the company around and deliver an accelerated path to profitability while investing in long-term growth



Turnaround efforts showing improving financial profile with anticipated cash flow positive business exiting 2024, and double-digit growth profile 2025+



Company History & Leadership Team



Our Leadership Team



Rajiv De Silva
Chief Executive Officer

BAUSCH+Health COVIS endo McKinsey & Company



Dr. Hemanth Varghese
President & Chief Innovation and Business Officer

BAUSCH+Health endo BIOVAIL H3 Therapeutics Inc.



Domenic Della Penna
Executive Vice President & Chief Financial Officer

DIAGEO intelpharmaceutics teva



Michael Mandarello
General Counsel & Corporate Secretary

Chick target Walmart



Ross Portaro
Executive Vice President & General Manager, Sales and Marketing

CANDELA Lumenis allthera



William McGrail
Senior Vice President, Technical Operations and Compliance

AgaMatrix CANDELA INFOBIONIC



Anna Georgiadis
Chief Human Resources Officer

Loblaw's President's Choice



A Market Leader in the Medical Device Aesthetics Industry

Core Product Platforms



VENUS
VIVA MD

Skin resurfacing device using NanoFractional RF with SmartScan Technology



VENUS
BLISS MAX

3-in-1 solution targeting fat, muscle and skin body treatments



VENUS
VELOCITY

Diode laser with gold standard efficacy and safety and IoT technology



VENUS
ARTAS

Hair transplant platform with robotic and AI technology



VENUS
LEGACY



VENUS
VERSA

Economic and Flexible Platforms



Company Uniquely Positioned in the Aesthetic Industry

	Face & Skin	Body	Hair Restoration	Hair Removal
 VENUS				
 CANDELA				
 CUTERA				
 SCITON				
 INMODE				
				
 Allergan				
 Alma				
 CYTRELLIS				
 Smart Craft				

 Offer products in the segment
  Offer advanced robotics capability in the space
  Future robotic offering

 Only company with advanced robotics & AI/ML capabilities

 End-to-end technology and portfolio

 Market leader in hair restoration/men's health

 Medical Robotics CoE

 Targeted and diversified global presence



A Company in Evolution

Established Portfolio



Historical

- **High quality energy-based** aesthetic devices
- **Uniquely positioned** among competitors in **hair restoration**
- Emphasis on **subscription sales (internal financing)**
- **Global direct presence** (peak of 20+ direct offices)

Recent Launches



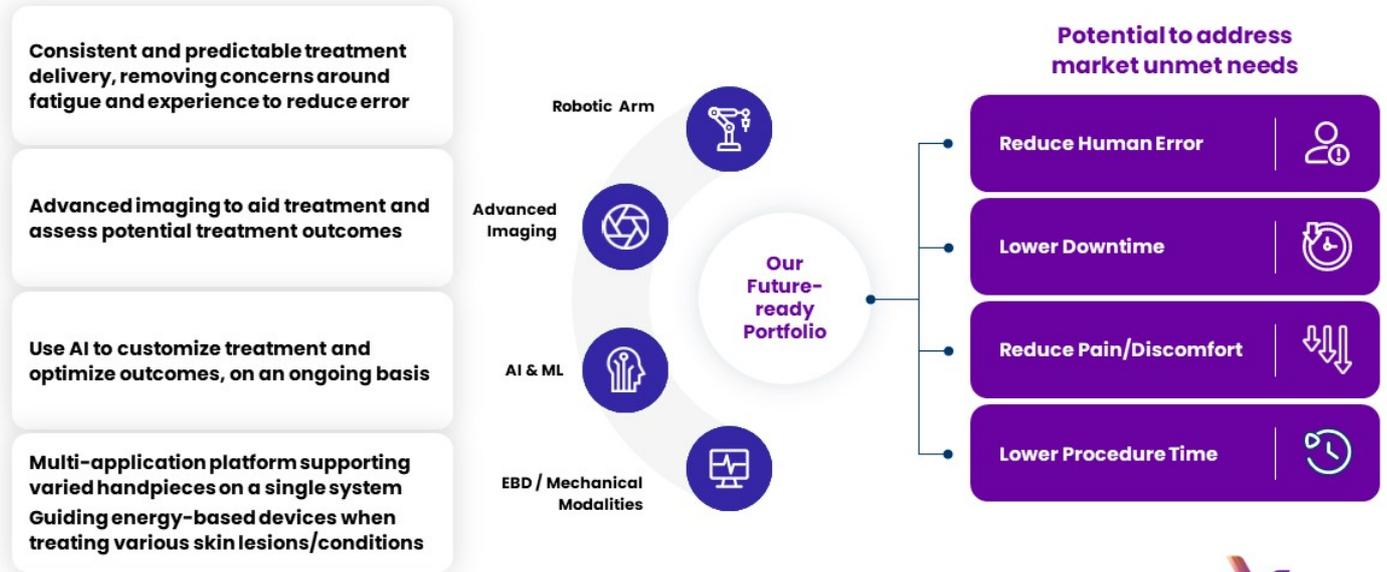
Current/Future

- Expected launch of **industry first robotics platform in aesthetics**
- **Rejuvenation** of **energy-based** device portfolio
- Emphasis on **higher quality cash sales**
- **Focused geographic** model (<10 direct office)

Future Pipeline



Opportunity to Lead Introduction of Medical Robotics in Aesthetics



New Strategic Plan Aimed at Business Turnaround

01

Right sizing the business by rationalizing international infrastructure, reducing costs and simplifying the organization.

02

Changing business model to focus on cash sales and reduce reliance on subscription sales (internal financing) model.

03

Focusing on the US as our primary market while maintaining an optimal mix of direct presence and distributors in international.

04

Maintaining a broad portfolio focus on energy-based devices and robotics, with better customer segmentation and more robust support.

05

Investing in R&D with a primary focus on robotics as the future growth driver with targeted efforts to rejuvenate our energy-based product portfolio

06

Pursuing business development opportunities to accelerate growth and pipeline progress.

Right Sizing and Resetting the Business Well Underway

		IH 2022	IH 2023	
Rationalizing the Cost Base	✓✓	Cash Opex \$45M	Cash Opex \$38M	<ul style="list-style-type: none"> • Reduction of 18% • Projected annualized reduction 2022 -> 2024 of \$20M (29%)
Shifting to Higher Quality Revenues	✓✓	Cash vs Subscription 49% : 51%	Cash vs Subscription 73% : 27%	<ul style="list-style-type: none"> • Successful re-balancing of business model • Remaining subscription sales under new credit model
Refocus on the US and Optimize International Markets	✓	Direct Offices 15	Direct Offices 12	<ul style="list-style-type: none"> • Reduction of 3 markets • Estimated direct offices <10 by early 2024



New Product Introduction (Q4 2023): Versa Pro

New Energy Based Device Product Update



An upgrade opportunity with a potential install base of 2,526 systems globally, 1,297 in the US, in addition to new device sales



An improved look & feel, with the addition of the Viva MD applicator



New system will include:

- New color of the main console
- 10 handpieces, like before, with the addition of Viva MD applicator to replace the Viva applicator
- New 80 pin tips for a deeper ablation and coagulation effect (up to 750nm)
- New branded procedure to leverage combination treatment
- Launch kit including marketing materials & education program



New Product Introduction (2H 2024): Venus AI.ME: Our Next-Generation Aesthetic Platform



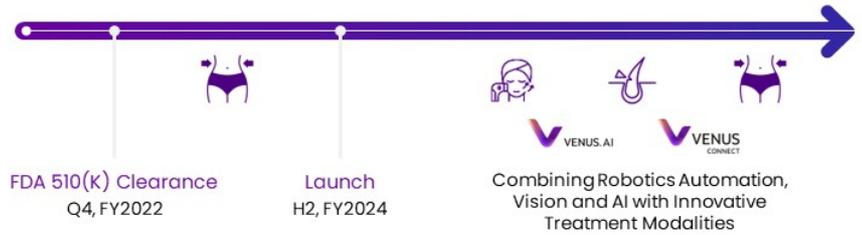
Current Platform

Robotic micro-coring application for skin tightening, treatment of scars, stria, etc.



Future Pipeline

Modular Applications
Multi-modal EBD integration



Financial Profile Improving Rapidly

	<u>FY22</u>	<u>Q2'23 LTM</u>	<u>FY23 Expected</u>	
Revenue	\$99.5M	\$86.4M	\$90M - \$95M	<ul style="list-style-type: none"> Reflects shift to cash sales and shutdown of unprofitable international subsidiaries
Gross Margin	66%	66%	~67%	<ul style="list-style-type: none"> Consistent, attractive gross margins
GAAP Opex	\$100.8M	\$91.3M	\$87M - \$89M	<ul style="list-style-type: none"> Early impact of cost reduction Improvement in bad debt expense
Cash Opex	\$87.2M	\$81.2M	\$77M - \$79M	
Operating Cashflow	\$(27.0)M	\$(15.3)M	>50% reduction in YoY cash burn	<ul style="list-style-type: none"> Proving out turnaround thesis and path to becoming cash flow positive in 2H 2024



Longer-Term Aspirations

Growth Aspirations

Revenue: Double Digit Growth 2025+
Operating Cash Flow: Break-even in 2H 2024, Positive in 2025
EBITDA Margin: Positive in 2025, Industry Standard 2025+



2023

Right size business, re-focus business model and rejuvenate R&D

2024

Growth with key pipeline launches

2025+

Accelerate pipeline / inorganic growth

