

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No.2)\*

**VENUS CONCEPT INC.**

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(Name of Issuer)

---

**Common Stock**

(Title of Class of Securities)

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**92332W105**

(CUSIP Number)

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**December 31, 2019**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Names of Reporting Persons  
Sutter Hill Ventures, a California Limited Partnership

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization  
California, USA

---

5. Sole Voting Power  
138,229\*

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6. Shared Voting Power  
-0-

---

7. Sole Dispositive Power  
138,229\*

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8. Shared Dispositive Power  
-0-

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
138,229

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)  
0.5%

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12. Type of Reporting Person (See Instructions)  
PN

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\* See Appendix A.

1. Names of Reporting Persons  
Tench Coxe

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

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3. SEC Use Only

---

4. Citizenship or Place of Organization  
USA

---

5. Sole Voting Power  
29,552\*

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6. Shared Voting Power  
138,229\*\*

---

7. Sole Dispositive Power  
29,552\*

---

8. Shared Dispositive Power  
138,229\*\*

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
167,781

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)  
0.6%

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12. Type of Reporting Person (See Instructions)  
IN

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\* See Appendix A, Note 2.

\*\* Comprised of shares owned by Sutter Hill Ventures, a California Limited Partnership. See Appendix A.

1. Names of Reporting Persons  
James N. White
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
USA
- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With
5. Sole Voting Power  
7,596\*
6. Shared Voting Power  
138,229\*\*
7. Sole Dispositive Power  
7,596\*
8. Shared Dispositive Power  
138,229\*\*
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
148,825
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
0.5%
12. Type of Reporting Person (See Instructions)  
IN

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\* See Appendix A, Note 3.

\*\* Comprised of shares owned by Sutter Hill Ventures, a California Limited Partnership. See Appendix A.

1. Names of Reporting Persons  
Jeffrey W. Bird

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

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3. SEC Use Only

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4. Citizenship or Place of Organization  
USA

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5. Sole Voting Power  
17,020\*

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6. Shared Voting Power  
138,229\*\*

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7. Sole Dispositive Power  
17,020\*

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8. Shared Dispositive Power  
138,229\*\*

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
155,249

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)  
0.5%

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12. Type of Reporting Person (See Instructions)  
IN

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\* See Appendix A, Note 4.

\*\* Comprised of shares owned by Sutter Hill Ventures, a California Limited Partnership. See Appendix A.

1. Names of Reporting Persons  
Michael L. Speiser

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

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(b)

---

3. SEC Use Only

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4. Citizenship or Place of Organization  
USA

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5. Sole Voting Power  
10,721\*

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6. Shared Voting Power  
138,229\*\*

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7. Sole Dispositive Power  
10,721\*

---

8. Shared Dispositive Power  
138,229\*\*

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
148,950

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)  
0.5%

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12. Type of Reporting Person (See Instructions)  
IN

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\* See Appendix A, Note 5.

\*\* Comprised of shares owned by Sutter Hill Ventures, a California Limited Partnership. See Appendix A.

1. Names of Reporting Persons  
Stefan A. Dyckerhoff

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

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3. SEC Use Only

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4. Citizenship or Place of Organization  
USA

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5. Sole Voting Power  
1,245\*

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6. Shared Voting Power  
138,229\*\*

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7. Sole Dispositive Power  
1,245\*

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8. Shared Dispositive Power  
138,229\*\*

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
139,474

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)  
0.5%

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12. Type of Reporting Person (See Instructions)  
IN

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\* See Appendix A, Note 6.

\*\* Comprised of shares owned by Sutter Hill Ventures, a California Limited Partnership. See Appendix A.

1. Names of Reporting Persons  
Samuel J. Pullara III

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

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3. SEC Use Only

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4. Citizenship or Place of Organization  
USA

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5. Sole Voting Power  
1,388\*

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6. Shared Voting Power  
138,229\*\*

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7. Sole Dispositive Power  
1,388\*

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8. Shared Dispositive Power  
138,229\*\*

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
139,617

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)  
0.5%

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12. Type of Reporting Person (See Instructions)  
IN

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\* See Appendix A, Note 7.

\*\* Comprised of shares owned by Sutter Hill Ventures, a California Limited Partnership. See Appendix A.



**Item 1.**

- (a) Name of Issuer  
Venus Concept Inc.

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- (b) Address of Issuer's Principal Executive Offices  
235 Yorkland Boulevard, Suite 900, Toronto, Ontario M2J 4Y8

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**Item 2.**

- (a) Name of Person Filing  
See Appendix A; Appendix A is hereby incorporated by reference

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- (b) Address of Principal Business Office or, if none, Residence  
See Appendix A

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- (c) Citizenship  
See Appendix A

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- (d) Title of Class of Securities  
Common Stock

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- (e) CUSIP Number  
92332W105

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**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3I(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

N/A

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

See Appendix A, which is hereby incorporated by reference and related pages 2 to 8

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- (b) Percent of class:

See Appendix A, which is hereby incorporated by reference and related pages 2 to 8

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- (c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote

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- (ii) Shared power to vote or to direct the vote

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- (iii) Sole power to dispose or to direct the disposition of

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- (iv) Shared power to dispose or to direct the disposition of

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\*\*\* See Appendix A, which is hereby incorporated by reference and related pages 2 to 8. Messrs. Coxe, White, Bird, Speiser, Dyckerhoff and Pullara are managing directors and, with the exception of Mr. Bird, members of the management committee of the general partner of Sutter Hill Ventures, a California Limited Partnership, and as such, they share voting and dispositive power over the shares held by the partnership.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

N/A

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

N/A

**Item 8. Identification and Classification of Members of the Group**

See Appendix A

**Item 9. Notice of Dissolution of Group**

N/A

**Item 10. Certification**

N/A

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 11, 2020  
Date

**SUTTER HILL VENTURES, A CALIFORNIA LIMITED PARTNERSHIP**

By: /s/ Robert Yin  
Robert Yin, Attorney-in-Fact for Jeffrey W. Bird, Managing Director of the General Partner

By: /s/ Robert Yin  
Robert Yin, Attorney-in-Fact for Tench Coxé

By: /s/ Robert Yin  
Robert Yin, Attorney-in-Fact for James N. White

By: /s/ Robert Yin  
Robert Yin, Attorney-in-Fact for Jeffrey W. Bird

By: /s/ Robert Yin  
Robert Yin, Attorney-in-Fact for Michael L. Speiser

By: /s/ Robert Yin  
Robert Yin, Attorney-in-Fact for Stefan A. Dyckerhoff

By: /s/ Robert Yin  
Robert Yin, Attorney-in-Fact for Samuel J. Pullara III

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

**APPENDIX A TO SCHEDULE 13G – RESTORATION ROBOTICS, INC.**

<b><u>Name of Reporting Person</u></b>	<b><u>Aggregate Number of Shares Beneficially Owned</u></b>		<b><u>% of Total Shares</u></b>
	<b><u>Individual</u></b>	<b><u>Aggregate</u></b>	
Sutter Hill Ventures, a California Limited Partnership	138,229		0.5%
Tench Coxe	29,552 Note 2	167,781 Note 1	0.1% 0.6%
James N. White	7,596 Note 3	145,825 Note 1	0.0% 0.5%
Jeffrey W. Bird	17,020 Note 4	155,249 Note 1	0.1% 0.5%
Michael L. Speiser	10,721 Note 5	148,950 Note 1	0.0% 0.5%
Stefan A. Dyckerhoff	1,245 Note 6	139,474 Note 1	0.0% 0.5%
Samuel J. Pullara III	1,388 Note 7	139,617 Note 1	0.0% 0.5%

The address for all of the above is: 755 Page Mill Road, Suite A-200, Palo Alto, CA 94304.

The partnership is organized in California. The individuals are all U.S. citizens.

None of the above has been convicted in any criminal proceedings nor have they been subject to judgments, decrees, or final orders enjoining future violations of Federal or State securities laws.

All of the parties are individuals or entities in the venture capital business.

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Note 1: Includes individual shares plus all shares held by Sutter Hill Ventures, a California Limited Partnership of which the reporting person is a managing director and, with the exception of Mr. Bird, a member of the management committee of the general partner.

Note 2: Comprised of 18,041 shares held in The Coxe Revocable Trust of which the reporting person is a trustee, 10,707 shares held by a retirement trust for the benefit of the reporting person, 141 shares held in a Roth IRA for the benefit of the reporting person and 663 shares held by Rooster Partners, L.P. of which the reporting person is a trustee of a trust which is the general partner.

Note 3: Comprised of 2,790 shares held in The White Revocable Trust of which the reporting person is a trustee, 392 shares held by an irrevocable trust for the benefit of the reporting person's children and 4,414 shares held by RoseTime Partners L.P. of which the reporting person is a trustee of a trust which is the general partner.

Note 4: Comprised of 12,172 shares held in the Jeffrey W. and Christina R. Bird Trust of which the reporting person is a trustee, 2,732 shares held by an irrevocable trust for the benefit of the reporting person's children and 2,116 shares held by NestEgg Holdings, LP of which the reporting person is a trustee of a trust which is the general partner.

Note 5: Comprised of 9,222 shares held in the Speiser Trust of which the reporting person is a trustee, 240 shares held by a retirement trust for the benefit of the reporting person and 1,259 shares held by Chatter Peak Partners, L.P. of which the reporting person is a trustee of a trust which is a general partner.

Note 6: Comprised of 1,245 shares held in the Dyckerhoff 2001 Revocable Trust of which the reporting person is a trustee.

Note 7: Comprised of 1,388 shares held in The Pullara Revocable Trust of which the reporting person is a trustee.