

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>EW Healthcare Partners, L.P.</u> _____ (Last) (First) (Middle) 21 WATERWAY AVENUE SUITE 225 _____ (Street) THE WOODLANDS TX 77380 _____ (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)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See footnotes 2 and 3
	3. Date of Earliest Transaction (Month/Day/Year) 05/15/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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			

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
Senior Convertible Preferred Stock	\$0.00	05/15/2023	05/15/2023	P		280,899 <sup>(2)</sup>		(1)	(1)	Common Stock	749,073	\$7.12	280,899	I <sup>(2)(3)</sup>	I <sup>(2)(3)</sup>

1. Name and Address of Reporting Person\*  
EW Healthcare Partners, L.P.  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 21 WATERWAY AVENUE SUITE 225  
 \_\_\_\_\_  
 (Street)  
 THE WOODLANDS TX 77380  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
EW Healthcare Partners-A, L.P.  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 21 WATERWAY AVENUE SUITE 225  
 \_\_\_\_\_  
 (Street)  
 THE WOODLANDS TX 77380  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Essex Woodlands Fund IX-GP, L.P.  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 21 WATERWAY AVENUE SUITE 225  
 \_\_\_\_\_  
 (Street)

THE WOODLANDS	TX	77380
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Essex Woodlands IX, LLC</a>		
(Last)	(First)	(Middle)
21 WATERWAY AVENUE SUITE 225		
(Street)		
THE WOODLANDS	TX	77380
(City)	(State)	(Zip)

**Explanation of Responses:**

- The shares of Senior Convertible Preferred Stock are convertible into shares of Common Stock at a ratio of 2.6667 shares of Common Stock for each share of Senior Convertible Preferred Stock at the option of the holder at any time or at the option of the Issuer under certain conditions. The Senior Convertible Preferred Stock do not expire.
- The share total shown above is the aggregate amount of shares of Senior Convertible Preferred Stock purchased by EW Healthcare Partners, L.P. ("EWHP") and EW Healthcare Partners-A, L.P. ("EWHP-A") on the date set forth above. EWHP purchased 270,035 shares of the amount shown above and EWHP-A purchased 10,864 shares of the amount shown above.
- Essex Woodlands Fund IX-GP, L.P. (the "EW Fund IX GP"), is the general partner of each of EW Healthcare Partners, L.P. ("EWHP") and EW Healthcare Partners-A, L.P. ("EWHP-A" and together with EWHP, the "EWHP Funds"). Essex Woodlands IX, LLC (the "General Partner") is the general partner of EW Fund IX GP. The General Partner holds sole voting and dispositive power over the shares held by each of the EW Funds (the "Shares"). The managers of the General Partner are Martin P. Sutter, Scott Barry, Ron Eastman, and Petri Vainio (collectively, the "Managers") and may exercise voting and investment control over the Shares only by majority action of the Managers. Each individual Manager, the EW Funds GP and the General Partner disclaims ownership over the Shares except to the extent of his or its respective pecuniary interest therein.

**Remarks:**

[EW Healthcare Partners, L.P.;](#)  
[By Essex Woodlands Fund IX-](#)  
[GP, L.P., its General Partner; By](#)  
[Essex Woodlands IX, LLC, its](#) 05/17/2023  
[General Partner; By Scott Barry,](#)  
[Manager; By Richard](#)  
[Kolodziejczyk, Attorney-in-Fact,](#)  
[/s/ Richard Kolodziejczyk](#)

[EW Healthcare Partners-A,](#)  
[L.P.; By Essex Woodlands Fund](#)  
[IX-GP, L.P., its General Partner;](#)  
[By Essex Woodlands IX, LLC,](#) 05/17/2023  
[its General Partner; By Scott](#)  
[Barry, Manager; By Richard](#)  
[Kolodziejczyk, Attorney-in-Fact,](#)  
[/s/ Richard Kolodziejczyk](#)

[Essex Woodlands Fund IX-GP,](#)  
[L.P.; By Essex Woodlands IX,](#)  
[LLC, its General Partner; By](#)  
[Scott Barry, Manager; By](#) 05/17/2023  
[Richard Kolodziejczyk,](#)  
[Attorney-in-Fact, /s/ Richard](#)  
[Kolodziejczyk](#)

[Essex Woodlands IX, LLC; By](#)  
[Scott Barry, Manager; By](#)  
[Richard Kolodziejczyk,](#) 05/17/2023  
[Attorney-in-Fact, /s/ Richard](#)  
[Kolodziejczyk](#)

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.