

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Kong Garheng</u> (Last) (First) (Middle) C/O VENUS CONCEPT INC. 235 YORKLAND BLVD., SUITE 900 (Street) TORONTO A6 M2J 4Y8 (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/07/2019	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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			
Common Stock	11/07/2019		A		1,567,474	A	(1)	1,567,474	I	By Partnership ⁽²⁾
Common Stock	11/07/2019		A		1,094,814	A	(3)	2,662,288	I	By Partnership ⁽²⁾
Common Stock	11/07/2019		A		1,333,333	A	\$3.75 ⁽⁴⁾	3,995,621	I	By Partnership ⁽²⁾

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
Employee Stock Options (right to buy)	\$7.05	11/07/2019		A		17,301		(5)	11/08/2027	Common Stock	17,301	(6)	17,301	I	By Partnership ⁽⁷⁾
Warrants (right to buy)	\$6	11/07/2019		A		1,333,333 ⁽⁴⁾		05/07/2020	11/07/2024	Common Stock	666,666.5 ⁽⁴⁾	(4)	1,333,333 ⁽⁴⁾	I	By Partnership ⁽²⁾

Explanation of Responses:

- Received, in connection with the merger of a wholly-owned subsidiary of Restoration Robotics, Inc. with and into Venus Concept Ltd. (the "Merger"), in exchange for 2,272,548 shares, 98,807 shares and 346,620 shares of Series C Preferred Stock, Series C-1 Preferred Stock and Series D Preferred Stock of Venus Concept Ltd., respectively.
- Held by HealthQuest Partners II, L.P. ("HealthQuest"). HealthQuest Venture Management II, L.L.C. ("HQVM II"), the general partner of HealthQuest, and Garheng Kong, the managing member of HQVM II, may be deemed to have sole voting and dispositive power with respect to the shares held of record by HealthQuest. Mr. Kong and HQVM II disclaim beneficial ownership of all shares held by HealthQuest except to the extent of any pecuniary interests therein.
- Received in connection with the Merger, upon the conversion of the outstanding principal and any accrued and unpaid interest of three 8% Convertible Promissory Notes issued by Venus Concept Ltd., dated as of June 25, 2019, August 14, 2019 and August 21, 2019, in the original principal amounts of \$2,500,000, \$985,714.24 and \$4,014,285.76, respectively.
- These securities were purchased from the Issuer at a purchase price of \$3.75 per unit, consisting of one share of Common Stock and a warrant exercisable for 0.5 shares of Common Stock, with two warrants exercisable for one share of Common Stock at an exercise price of \$6.00 per share.
- As of the Transaction Date, 8,285 of these options to acquire Common Stock of the Issuer are fully vested and exercisable. Of the remaining balance, 361 options vest and become exercisable monthly from November 8, 2019 through November 8, 2021.
- Received, in connection with the Merger, in exchange for an employee stock option to acquire 30,000 Venus Concept Ltd. ordinary shares for \$4.00 per share.
- Held by HealthQuest Capital Management Company, LLC ("HQCM"). Mr. Kong is the Managing Partner and controlling member of HQCM, and may be deemed to have sole voting and dispositive power with respect to the options held of record by HQCM. Mr. Kong disclaims beneficial interest over all of the securities owned by HQCM except to the extent of his pecuniary interest therein.

Remarks:

/s/ Domenic Di Sisto, attorney-in-fact 11/07/2019

** 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.