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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 6)**

Venus Concept, Inc.

(Name of Issuer)

Common Stock
(Title of Class of Securities)

92332W 105
(CUSIP Number)

R. Scott Barry
EW Healthcare Partners, L.P.
21 Waterway Avenue, Suite 225
The Woodlands, Texas 77380
(281) 364-1555

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 15, 2023
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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).

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON EW Healthcare Partners, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 2,319,581 (1)
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 3,039,683(1)
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,039,683(1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 40.8%	
14	TYPE OF REPORTING PERSON PN	

(1) See Item 5 below.

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON EW Healthcare Partners-A, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 93,176(1)
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 122,147(1)
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 122,147(1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2,2%	
14	TYPE OF REPORTING PERSON PN	

(1) See Item 5 below.

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Essex Woodlands Fund IX-GP, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 2,412,757 ⁽¹⁾
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 3,161,830 ⁽¹⁾
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,161,830 ⁽¹⁾	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 42%	
14	TYPE OF REPORTING PERSON PN	

(1) See Item 5 below.

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Essex Woodlands IX, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 2,412,757 ⁽¹⁾
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 3,161,830 ⁽¹⁾
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,161,830 ⁽¹⁾	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 42%	
14	TYPE OF REPORTING PERSON CO	

(1) See Item 5 below.

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Martin P. Sutter	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 2,412,757 ⁽¹⁾
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 3,161,830 ⁽¹⁾
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,161,830 ⁽¹⁾	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 42%	
14	TYPE OF REPORTING PERSON IN	

(1) See Item 5 below.

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON R. Scott Barry	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 2,412,757 ⁽¹⁾
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 3,161,830 ⁽¹⁾
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,161,830 ⁽¹⁾	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 42%	
14	TYPE OF REPORTING PERSON IN	

(1) See Item 5 below.

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Ronald Eastman	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 2,412,757 ⁽¹⁾
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 3,161,830 ⁽¹⁾
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,161,830 ⁽¹⁾	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 42%	
14	TYPE OF REPORTING PERSON IN	

(1) See Item 5 below.

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Steve Wiggins	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 2,412,757 ⁽¹⁾
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 3,161,830 ⁽¹⁾
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,161,830 ⁽¹⁾	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 42%	
14	TYPE OF REPORTING PERSON IN	

(1) See Item 5 below.

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Petri Vainio	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 2,412,757 ⁽¹⁾
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 3,161,830 ⁽¹⁾
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,161,830 ⁽¹⁾	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 42%	
14	TYPE OF REPORTING PERSON IN	

(1) See Item 5 below.

SCHEDULE 13D/A

Item 1. Security and Issuer. This Amendment No. 6 (“Amendment No. 6”) amends and restates the Statement on Schedule 13D/A filed on November 30, 2022 (as amended, the “Amended Schedule 13D”), and relates to the Reporting Persons’ beneficial ownership of shares of the common stock, par value \$0.0001 per share (the “Common Stock”), of Venus Concept, Inc. (the “Issuer”). Only those items that are hereby reported are amended; all other items reported in the Amended Schedule 13D remain unchanged. Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable. Capitalized terms not defined in this Amendment No. 6 have the meanings ascribed to them in the Amended Schedule 13D. This Amendment No. 6 is being filed to reflect the purchase of additional shares of the Issuer that occurred on May 15, 2023 pursuant to that certain Stock Purchase Agreement between the Issuer and EW Healthcare Partners, L.P. and EW Healthcare Partners-A, L.P., a copy of which is filed as Exhibit 10.1 to the Issuer’s Current Report on Form 8-K filed on May 15, 2023 (the “2023 Private Placement”):

(a) Name of Issuer: Venus Concept, Inc.

(b) Address of Issuer’s Principal Executive Office:

235 Yorkland Blvd, Suite 900
Toronto, ON M2J 4Y8

(c) Title and Class of Securities: Common Stock

(d) CUSIP Number: 92332W 105

Item 2. Identity and Background.

(a) Name of Persons Filing: This Amendment No. 6 to Schedule 13D is being filed jointly by EW Healthcare Partners, L.P., a Delaware limited partnership (“EWHP”), EW Healthcare Partners-A, L.P., a Delaware limited partnership (“EWHP-A”), Essex Woodlands Fund IX-GP, L.P., a Delaware limited partnership (“Essex IX Fund GP”), Essex Woodlands IX, LLC, a Delaware limited liability company (“Essex IX General Partner”), Martin P. Sutter, an individual, R. Scott Barry, an individual, Ronald Eastman, an individual, Scott Wiggins, an individual, and Petri Vainio, an individual (each a “Manager”, collectively, the “Managers”, and together with the EWHP, EWHP-A, Essex IX Fund GP and the Essex IX General Partner, the “Reporting Persons”).

(b) Address of Principal Business Office: The address of the principal business of each of the Reporting Persons is 21 Waterway, Suite 225, The Woodlands, Texas 77380.

(c) The Principal business of EWHP and EWHP-A is growth capital investments. The principal business of Essex IX Fund GP is to act as the general partner of EWHP and EWHP-A. The principal business of Essex IX General Partner is to act as the general partner of Essex IX Fund GP. The principal business of the Managers is to direct the activities of Essex IX General Partner.

(d) None of the Reporting Persons have, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons have, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Citizenship: (i) EWHP is a Delaware limited partnership; (ii) EWHP-A is a Delaware limited partnership; (iii) Essex IX Fund GP is a Delaware limited partnership; (iv) Essex IX General Partner is a Delaware limited liability company; and (v) Martin P. Sutter, R. Scott Barry, Ronald Eastman, Scott Wiggins and Petri Vainio are all individuals who are citizens of the United States.

Item 3. Source or Amount of Funds or Other Consideration.

The funds used to purchase the Securities came from the operating capital of EWHP and EWHP-A.

Item 4. Purpose of Transaction.

The Reporting Persons acquired the Securities (as defined below) solely for the purpose of investment. The Reporting Persons may make additional purchases of the Company's securities either in the open market or in private transactions depending on the Company's business, prospects and financial condition, the market for the Company's securities, general economic conditions, money and stock market conditions and other future developments.

Except as described in this Amendment No. 6 to Schedule 13D, none of the Reporting Persons has any present plan or proposal which relates to, or could result in, any of the events referred to in paragraphs (a) through (j), inclusive, of Item 4 of Schedule 13D. However, the Reporting Persons will continue to review the business of the Issuer and, depending upon one or more of the factors referred to above, may in the future propose that the Issuer take one or more such actions.

Item 5. Interest in Securities of the Issuer

TOTAL OUTSTANDING SHARES. According to Issuer's Quarterly Report for the Quarter ended March 31, 2023, filed on May 15, 2023, the number of shares of the Company's Common Stock outstanding on May 9, 2023 was 5,454,742 shares, which total reflects a 1 for 15 reverse stock split in the Company's Common Stock that was effective May 11, 2023 (hereafter, the "Reverse Split"). Due to the 2023 Private Placement described in more detail in Item 6, 280,899 shares of Senior Preferred Stock (convertible on a one for 2.6667 basis into shares of Common Stock by the holders or the Company under the circumstances described in Item 6) were issued.

EWHP INVESTORS. As of the date of filing of this Amendment No. 6 to Schedule 13D, EWHP and EWHP-A are the beneficial owners of 1,089,190 shares of the Company's common stock (the "Securities") as a result of the Reverse Split, of which EWHP owns 1,047,064 shares and EWHP-A owns 42,126 shares. EWHP also owns shares of Junior Voting Convertible Preferred Stock from the Company's November 2022 private placement (the "2022 Private Placement"), which are convertible into 961,323 shares of Common Stock of the Company, and EWHP-A can acquire 38,677 shares of Common Stock upon the conversion of the shares of Junior Voting Convertible Preferred Stock acquired by it in the 2022 Private Placement. The shares of common stock beneficially owned also include (i) 12,373 shares of Common Stock issuable upon the exercise of warrants held by EWHP-A which were exercisable beginning on May 7, 2020, (iv) 307,539 shares of Common Stock issuable upon the exercise of warrants held by EWHP which were exercisable beginning September 16, 2020 and (v) 3,655 stock options issued to R. Scott Barry and held by EWHP that will be exercisable within 60 days of the date of this Amendment No. 6 to Schedule 13D.

Essex Fund IX GP, the general partner of EWHP and EWHP-A, may also be deemed to have sole voting and investment power with respect to such shares of common stock. Essex Fund IX GP disclaims beneficial ownership of such shares of common stock except to the extent of its pecuniary interest therein. Essex IX General Partner, the General Partner of Essex Fund IX GP, may also be deemed to have sole voting and investment power with respect to such shares of common stock. Essex IX General Partner disclaims beneficial ownership of such shares of common stock except to the extent of its pecuniary interest therein. Martin P. Sutter, R. Scott Barry, Ronald W. Eastman, Steve Wiggins and Petri Vainio are each a manager and collectively the managers of Essex IX General Partner. Each of the managers may be deemed to exercise shared voting and investment power with respect to such shares. Each manager disclaims beneficial ownership of such shares of common stock except to the extent of his pecuniary interest therein. R. Scott Barry is a member of the Company's Board of Directors.

(a,b) Regarding aggregate beneficial ownership, see Row 11 of the cover page of each Reporting Person. The number of shares listed in Row 11 for each Reporting Person includes the shares of Common Stock of the Issuer issuable upon the exercise of the warrants held by the Reporting Persons, if any, and shares of Common Stock issuable upon conversion of shares of Junior Voting Convertible Preferred Stock and Senior Preferred Stock held by the Reporting Persons, if any. Regarding percentage beneficial ownership, see Row 13 of the cover page of each Reporting Person. Regarding sole power to vote shares, see Row 7 of the cover page of each Reporting Person. Regarding shared power to vote shares, see Row 8 of the cover page of each Reporting Person. Please note that the Senior Preferred Stock issued in the 2023 Private Placement are not voting shares (see Item 6 below). Regarding sole power to dispose of shares, see Row 9 of the cover page of each Reporting Person. Regarding shared power to dispose of shares, see Row 10 of the cover page of each Reporting Person. The percentage listed in Row 13 for each Reporting Person was calculated based upon 5,454,742 shares of the Issuer's Common Stock outstanding as of May 9, 2023, as reported on the Issuer's Form 10-Q filed with the Securities Exchange Commission on May 15, 2023, plus the 749,073 additional shares of the Issuer's Common Stock which are issuable upon conversion of the Senior Preferred Stock purchased by EWHP and EWHP-A on May 15, 2023, as reported on the Issuer's Form 8-K filed with the Securities Exchange Commission on May 15, 2023, plus for each Reporting Person, shares of Common Stock underlying the Issuer's warrants held beneficially by the Reporting Person, if any, as of the date of filing of this Amendment No 6 to Schedule 13D, shares of Common Stock issuable upon conversion of shares of Junior Voting Convertible Preferred Stock held beneficially by such Reporting Person as of the date hereof, if any, and shares of Common Stock issuable

upon the Issuer's options to acquire shares of Common Stock issued to R. Scott Barry as a director, exercisable within sixty (60) days of this Amendment No. 6, each of which are treated as converted into Common Stock only for the purpose of computing the percentage ownership of the Reporting Person (and all of which have been adjusted due to the Reverse Split).

None of the Reporting Persons has effected any transaction in the securities of the Issuer in the sixty days prior to the transaction that is the subject of this Amendment No. 6 to Schedule 13D.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of Issuer.

Stock Purchase Agreement

On May 15, 2023, EWHP and EWHP-A (the "Investors") entered into a stock purchase agreement, or the "Stock Purchase Agreement," with the Issuer, pursuant to which the Investors purchased an aggregate of 280,899 shares of Senior Preferred Stock for an aggregate of \$2,000,000 (the "2023 Private Placement"). Pursuant to the 2023 Private Placement, the Company has authorized the issuance of up to 3,000,000 shares of Senior Preferred Stock to the Investors. The Senior Preferred Stock is convertible into shares of Common Stock on a 1-for-2.6667 basis at the option of (a) the Investors at any time or (b) the Company within 30 days following the date on which the 30-day volume-weighted average price of the Common Stock exceeds the product of (i) the Purchase Price for the shares of Senior Preferred Stock sought to be converted, multiplied by (ii) 2.75. In addition, the Certificate of Designations provides that, while the Senior Preferred Stock is outstanding but not later than December 31, 2025, the holders of Senior Preferred Stock, which includes the Investors and any of their affiliates holding shares of Senior Preferred Stock, have the right to exchange their shares of Senior Preferred Stock under certain conditions if the Company issues or sells other securities that such holders of Senior Preferred Stock reasonably believe contain more favorable terms, taken as a whole.

Each share of Senior Preferred Stock carries a liquidation preference, senior to the Common Stock and the Company's voting convertible preferred stock, par value \$0.0001 per share ("**Junior Preferred Stock**"), in an amount equal to the product of the Purchase Price for such share, multiplied by 2.50. Each share of Senior Preferred Stock is entitled to participate in dividends and other non-liquidating distributions (if, as and when declared by the Board of Directors of the Company) on an as-converted basis, pari passu with the Common Stock and Junior Preferred Stock.

The Senior Preferred Stock is non-voting; provided, however, that as long as any shares of Senior Preferred Stock are outstanding, the Company will not, without the affirmative vote of the holders of a majority of the then outstanding shares of the Senior Preferred Stock, (a) increase the authorized number of shares of Senior Preferred Stock; (b) enter any agreement, contract or understanding or otherwise incur any obligation which by its terms would violate or be in conflict in any material respect with, or significantly and adversely affect, the powers, rights or preferences of the Senior Preferred Stock designated hereunder; (c) amend the certificate of incorporation or bylaws of the Company, if such amendment would significantly and adversely alter, change or affect the powers, preferences or rights of the holders; (d) redeem, repurchase or declare or pay any dividend or other distribution on the Company's capital stock, subject to certain customary exceptions; or (e) amend or waive any provision of the Certificate of Designations applicable to the holders or the Senior Preferred Stock.

Additional closings may be held under the Stock Purchase Agreement upon the mutual agreement of the Company and the Investors prior to December 31, 2025, until the 3,000,000 shares of Senior Preferred Stock authorized by the Certificate of Designations is reached. The purchase price for any additional shares of Senior Preferred Stock to be purchased under the Stock Purchase Agreement shall be equal to the product of (a) the lower of (x) the closing price of the Common Stock (as reflected on Nasdaq.com) on the trading day immediately preceding the applicable closing date or (y) the average closing price of the Common Stock (as reflected on Nasdaq.com) for the five (5) trading days immediately preceding the applicable closing date, multiplied by (b) two (2).

The Stock Purchase Agreement includes representations, warranties, and covenants customary for a transaction of this type. In addition, the Issuer agreed to indemnify EWHP and EWHP-A from liabilities relating to a breach of any of the representations, warranties and covenants in the Stock Purchase Agreement.

Registration Rights Agreement

On May 15, 2023, pursuant to the Stock Purchase Agreement, EWHP and EWHP-A entered into a Resale Registration Rights Agreement, or the “Registration Rights Agreement,” with the Issuer. Pursuant to the Registration Rights Agreement, the Issuer is required, among other things, to include as “Registrable Securities” the shares of Common Stock that can be acquired upon conversion of the Senior Preferred Stock purchased in the 2023 Private Placement. The Issuer has filed the Registration Rights Agreement as Exhibit 10.2 to the Current Report on Form 8-K filed on May 15, 2023.

To the best knowledge of the Reporting Persons, except as described hereinabove (and in Item 5 with respect to the Warrants and Options identified therein), there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of the Company, including, but not limited to, transfer or voting of any of the securities, finder’s fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

References to and the descriptions of the Stock Purchase Agreement and Registration Rights Agreement set forth above are not intended to be complete and are qualified, respectively, in their entirety by reference to the full text of the Stock Purchase Agreement and Registration Rights Agreement, which are filed as exhibits hereto and is incorporated by reference herein.

Item 7. Material to be filed as Exhibits

Exhibit 1: Joint Filing Agreement, dated May 24, 2023.

Exhibit 2: Stock Purchase Agreement dated May 15, 2023 (incorporated by reference to Exhibit 10.1 to the Issuer’s Current Report on

Form 8-K filed May 15, 2023).

Exhibit 3: Resale Registration Rights Agreement dated May 15, 2023 (incorporated by reference to Exhibit 10.2 to the Issuer’s Current Report on Form 8-K filed May 15, 2023).

Signatures

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

Date: May 24, 2023

EW HEALTHCARE PARTNERS, L.P.

By: Essex Woodlands Fund IX-GP, L.P.,
Its General Partner

By: Essex Woodlands IX, LLC,
Its General Partner

By: /s/ R. Scott Barry
Name: R. Scott Barry
Title: Manager

EW HEALTHCARE PARTNERS-A, L.P.

By: Essex Woodlands Fund IX-GP, L.P.,
Its General Partner

By: Essex Woodlands IX, LLC,
Its General Partner

By: /s/ R. Scott Barry
Name: R. Scott Barry
Title: Manager

ESSEX WOODLANDS FUND IX-GP, L.P.

By: Essex Woodlands IX, LLC,
Its General Partner

By: /s/ R. Scott Barry
Name: R. Scott Barry
Title: Manager

ESSEX WOODLANDS IX, LLC

/s/ R. Scott Barry
Name: R. Scott Barry
Title: Manager

INDIVIDUALS:

/s/ Martin P. Sutter
Name: Martin P. Sutter

/s/ R. Scott Barry
Name: R. Scott Barry

/s/ Ronald W. Eastman
Name: Ronald W. Eastman

/s/ Petri Vainio
Name: Petri Vainio

/s/ Steve Wiggins
Name: Steve Wiggins

JOINT FILING AGREEMENT

Each of the undersigned agrees that (i) the statement on Schedule 13D/A relating to the Common Stock of Venus Concept, Inc. has been adopted and filed on behalf of each of them, (ii) all future amendments to such statement on Schedule 13D will, unless written notice to the contrary is delivered as described below, be jointly filed on behalf of each of them, and (iii) the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934 apply to each of them. This agreement may be terminated with respect to the obligations to jointly file future amendments to such statement on Schedule 13D as to any of the undersigned upon such person giving written notice thereof to each of the other persons signature hereto, at the principal office thereof.

This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Date: May 24, 2023

EW HEALTHCARE PARTNERS, L.P.

By: Essex Woodlands Fund IX-GP, L.P.,
Its General Partner

By: Essex Woodlands IX, LLC,
Its General Partner

By: /s/ R. Scott Barry
Name: R. Scott Barry
Title: Manager

EW HEALTHCARE PARTNERS-A, L.P.

By: Essex Woodlands Fund IX-GP, L.P.,
Its General Partner

By: Essex Woodlands IX, LLC,
Its General Partner

By: /s/ R. Scott Barry
Name: R. Scott Barry
Title: Manager

ESSEX WOODLANDS FUND IX-GP, L.P.

By: Essex Woodlands IX, LLC,
Its General Partner

By: /s/ R. Scott Barry
Name: R. Scott Barry
Title: Manager

ESSEX WOODLANDS IX, LLC

/s/ R. Scott Barry
Name: R. Scott Barry
Title: Manager

INDIVIDUALS:

/s/ Martin P. Sutter
Name: Martin P. Sutter

/s/ R. Scott Barry
Name: R. Scott Barry

/s/ Ronald W. Eastman
Name: Ronald W. Eastman

/s/ Petri Vainio
Name: Petri Vainio

/s/ Steve Wiggins
Name: Steve Wiggins