

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Masters Michael Willingham</u> (Last) (First) (Middle) 3060 PEACHTREE ROAD NW, SUITE 1425 (Street) ATLANTA GA 30305 (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) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/30/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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, \$0.0001 par value per share	09/30/2024		s		22,301	D	\$0.6449	308,383	I	By Marlin Fund, Limited Partnership. See footnote ⁽¹⁾
Common Stock, \$0.0001 par value per share	09/30/2024		s		17,715	D	\$0.6449	244,965	I	By Marlin Fund II, Limited Partnership. See footnote ⁽²⁾
Common Stock, \$0.0001 par value per share	09/30/2024		s		1,619	D	\$0.6449	22,383	I	By Marlin Fund III, Limited Partnership. See footnote ⁽³⁾
Common Stock, \$0.0001 par value per share	09/30/2024		s		3,327	D	\$0.6449	46,009	I	By Marlin Master Fund Offshore II, LP. See footnote ⁽⁴⁾
Common Stock, \$0.0001 par value per share	09/30/2024		s		26,406	D	\$0.6449	356,939	I	By MSS VC SPV LP. See footnote ⁽⁵⁾
Common Stock, \$0.0001 par value per share	10/01/2024		s		43,814	D	\$0.5952	264,569	I	By Marlin Fund, Limited Partnership. See footnote ⁽¹⁾
Common Stock, \$0.0001 par value per share	10/01/2024		s		34,804	D	\$0.5952	210,161	I	By Marlin Fund II, Limited Partnership. See footnote ⁽²⁾

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, \$0.0001 par value per share	10/01/2024		S		3,180	D	\$0.5952	19,203	I	By Marlin Fund III, Limited Partnership. See footnote ⁽³⁾
Common Stock, \$0.0001 par value per share	10/01/2024		S		6,537	D	\$0.5952	39,472	I	By Marlin Master Fund Offshore II, LP. See footnote ⁽⁴⁾
Common Stock, \$0.0001 par value per share	10/01/2024		S		51,879	D	\$0.5952	305,060	I	By MSS VC SPV LP. See footnote ⁽⁵⁾
Common Stock, \$0.0001 par value per share	10/02/2024		S		29,546	D	\$0.5305	235,023	I	By Marlin Fund, Limited Partnership. See footnote ⁽¹⁾
Common Stock, \$0.0001 par value per share	10/02/2024		S		23,470	D	\$0.5305	186,691	I	By Marlin Fund II, Limited Partnership. See footnote ⁽²⁾
Common Stock, \$0.0001 par value per share	10/02/2024		S		2,144	D	\$0.5305	17,059	I	By Marlin Fund III, Limited Partnership. See footnote ⁽³⁾
Common Stock, \$0.0001 par value per share	10/02/2024		S		4,408	D	\$0.5305	35,064	I	By Marlin Master Fund Offshore II, LP. See footnote ⁽⁴⁾
Common Stock, \$0.0001 par value per share	10/02/2024		S		34,985	D	\$0.5305	270,075	I	By MSS VC SPV LP. See footnote ⁽⁵⁾

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)					

Explanation of Responses:

- These securities are held in the account of Marlin Fund, Limited Partnership, a private fund managed by Masters Capital Management, LLC ("MCM"). These securities may be deemed to be beneficially owned by MCM by virtue of its role as the general partner of Marlin Fund, Limited Partnership, and Michael Masters by virtue of his role as the controlling founder and managing member of MCM.
- These securities are held in the account of Marlin Fund II, Limited Partnership, a private fund managed by MCM. These securities may be deemed to be beneficially owned by MCM by virtue of its role as the general partner of Marlin Fund II, Limited Partnership, and Michael Masters by virtue of his role as the controlling founder and managing member of MCM.
- These securities are held in the account of Marlin Fund III, Limited Partnership, a private fund managed by MCM. These securities may be deemed to be beneficially owned by MCM by virtue of its role as the general partner of Marlin Fund III, Limited Partnership, and Michael Masters by virtue of his role as the controlling founder and managing member of MCM.
- These securities are held in the account of Marlin Master Fund Offshore II, LP, a private fund managed by MCM. These securities may be deemed to be beneficially owned by MCM by virtue of its role as the general partner of Marlin Master Fund Offshore II, LP, and Michael Masters by virtue of his role as the controlling founder and managing member of MCM.

5. These securities are held in the account of MSS VC SPV LP, a private fund managed by Masters Special Situations, LLC ("MSS"). These securities may be deemed to be beneficially owned by MSS by virtue of its role as the investment manager of such private fund and as managing member of MSS VC SPV GP, LLC, the general partner of such private fund, and Michael Masters by virtue of his role as the controlling founder of MSS.

Remarks:

The Reporting Person disclaims beneficial ownership in the securities reported on this Form 4 except to the extent of his pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

/s/ Michael Masters

10/02/2024

** 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.