SEC Form 4	
FORM	4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL					
OMB Number: 3235-0287					
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Section 1	is box if no long 16. Form 4 or F ns may continue n 1(b).	orm 5	STAT		d pursi	OF CHAN ant to Section Section 30(h) o	16(a) of the Sec	curiti	es Exchang	e Act of 19		SHIP		Estima	Number: ated avera per respo	age burden onse:	3235-0287
														all applicable Director	eporting Person(s) to Issuer) X 10% Owner			
(Last) (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 01/18/2024								Officer (give title X Other (specify below) See footnotes 1 and 2					
(Street) THE TX 77380				4. If Amendment, Date of Original Filed (Month/Day/Year)							 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person 							
(City)	(St	ate)	(Zip)		□ Cł	e 10b5-1(neck this box to i irmative defense	ndicat	te that a tran	sacti	on was made	e pursuant to		act, instru	ction or writter	n plan tha	at is inten	ded to satisfy	y the
			Table I - Nor	-Deriv	ative	Securities	Ac	quired, C	Disp	posed of	, or Ben	eficia	lly Ow	ned				
Date			2. Transa Date (Month/E		Execution r) if any	2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Disposed		ties Acquired (A) or I Of (D) (Instr. 3, 4 an		nd 5) Securities Beneficially C Following Re		Fo Owned or eported (Ir	Form: I or Indir	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	v	Amount	(A) o (D)	r Pri	ce	Transaction((Instr. 3 and a	s) 4)			
						ecurities A alls, warra							y Own	ed				
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. Transa Code	action	5. Number of Derivative Securities Acquired (A) Disposed of ((Instr. 3, 4 and	or D)	6. Date Ex Expiration (Month/Da	erci:	sable and	7. Title an Securities	nd Amount of s Underlying e Security (Instr.		8. Price of Derivative Security (Instr. 5)	e deriva Secur Benefi Ownee Follow	rities ficially d wing	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficia Ownersh (Instr. 4)
				Code	v	(A)	(D)	Date Exercisab		Expiration Date	Title	Amour Numbe Shares	er of		Reporte Transac (Instr. 4	ction(s)		
Secured Subordinated Convertible Notes	(1)	01/18/2024		Р		\$2,000,000 ⁽¹⁾		01/18/202	24	12/09/2025	Common Stock	1,598	8,722(1)	(1)	\$2,000) ,000 ⁽¹⁾	Ι	See footnot
(Street) THE WOO (City) 1. Name and EW Hea (Last) 21 WATEH (Street) THE WOO (City) 1. Name and Essex W (Last) 21 WATEH (Street) THE WOO (City)	DDLANDS Address of R Ithcare Pa RWAY AVE DDLANDS Address of R (oodlands RWAY AVE DDLANDS	(State) eporting Person [*] artners-A, L.F (First) NUE SUITE 22 TX (State) eporting Person [*] Fund IX-GP, (First) NUE SUITE 22 TX (State)	77380 (Zip) 2. (Middle) 5 77380 (Zip) L.P. (Middle)															
Essex W		eporting Person [*] <u>IX, LLC</u>																
(Last) 21 WATEI	RWAY AVE	(First) NUE SUITE 22	(Middle)															

(Street) THE WOODLA	ANDS TX	77380			
(City)	(State)	(Zip)			

Explanation of Responses:

1. The secured subordinated convertible notes in the aggregate principal amount of \$2,000,000.00 (the "Notes") are convertible at any time into an aggregate 1,598,722 shares of common stock, \$0.0001 par value per share ("Common Stock"), of Venus Concept Inc., at a conversion rate of 799.3605 shares of Common Stock for each \$1,000.00 principal amount of Notes, 1,536,890 of which are held by EW Healthcare Partners, L.P. ("EWHP"), and 61,832 of which are held by EW Healthcare Partners-A, L.P. ("EWHP-A" and, together with EWHP, the "EWHP Funds").

2. Essex Woodlands Fund IX-GP, L.P. (the "EW Fund IX GP"), is the general partner of 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, Petri Vainio and Steve Wiggins (collectively, the "Managers") and may exercise voting and investment control over the Shares only by majority action of the Managers. Each individual Manager, EW Fund IX GP and the General Partner disclaims ownership over the Shares except to the extent of his or its respective pecuniary interest therein.

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 Scott Barry, Manager; By Gregory L. Hill, Attorney-in-Fact, /s/ Gregory L. Hill	<u>01/19/2024</u>
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 Scott Barry, Manager; By Gregory L. Hill, Attorney-in-Fact, /s/ Gregory L. Hill	<u>01/19/2024</u>
Essex Woodlands Fund IX-GP, L.P.; By Essex Woodlands IX, LLC, its General Partner; By Scott Barry, Manager; By Gregory L, Hill, Attorney-in-Fact, /s/ Gregory L, Hill	<u>01/19/2024</u>
Essex Woodlands IX, LLC; By Scott Barry, Manager; By Gregory L. Hill, Attorney-in-Fact, /s/ Gregory L. Hill ** Signature of Reporting Person	<u>01/19/2024</u> 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.