

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).

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 1 and 2
	3. Date of Earliest Transaction (Month/Day/Year) 01/18/2024	
	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	Amount or Number of Shares				
Secured Subordinated Convertible Notes	(1)	01/18/2024		P		\$2,000,000 ⁽¹⁾		01/18/2024	12/09/2025	Common Stock	1,598,722 ⁽¹⁾	(1)	\$2,000,000 ⁽¹⁾	I	See footnote ⁽²⁾

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1. Name and Address of Reporting Person* <u>EW Healthcare Partners-A, L.P.</u> (Last) (First) (Middle) 21 WATERWAY AVENUE SUITE 225 (Street) THE WOODLANDS TX 77380 (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Essex Woodlands Fund IX-GP, L.P.</u> (Last) (First) (Middle) 21 WATERWAY AVENUE SUITE 225 (Street) THE WOODLANDS TX 77380 (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Essex Woodlands IX, LLC</u> (Last) (First) (Middle) 21 WATERWAY AVENUE SUITE 225
