SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

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

2710 SAND HILL ROAD, SUITE 200       (Check all applicable)       (Month/Day/Year)         (Street)       Director       X       10% Owner         (MENLO       CA       94025       Other (specify below)       6. Individual or Joint/Group Applicable Line)         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Beneficially Owned       Form filed by More 1         1. Title of Security (Instr. 4)       2. Amount of Securities Beneficially Owned (Instr. 4)       3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)       4. Nature of Indirect Beneficially Owned (Instr. 4)         1. Title of Derivative Security (Instr. 4)       2. Date Exercisable and Expiration Date       3. Title and Amount of Securities Judicity of Security (Instr. 4)       5. Ownership Beneficially Owned Security (Instr. 4)					_	. /						
2710 SAND HILL ROAD, SUTTE 200         (Creck all applicable)         (Creck all appl			Requiring Statement (Month/Day/Year)		ent							
Betwy         Betwy         Betwy         Applicable Line)         Promine by More I           (City)         (State)         (Zip)         Image: State I = Non-Derivative Securities Beneficially Owned         Image: State I = Non-Derivative Securities Beneficial I = Non-Derivative Securities I = Non-Derivative Securities I = Non-Derivative Securities I = Non-Der	(Last) (First) (Middle) 2710 SAND HILL ROAD, SUITE 200 (Street) MENLO CA 94025					(Check all applicable)			5. If Amendment, Date of Original Filed (Month/Day/Year)			
Table 1 - Non-Derivative Securities Beneficially Owned         1. Title of Bacurity (Instr. 4)       2. Amenual of Sacurities Beneficially Owned (Instr. 4)       2. Amenual of Sacurities Derivative Securities Securities       4. Nature of Indirect Benefic (Instr. 5)         1. Title of Derivative Security (Instr. 4)       2. Derivative Securities Securities Expiration Date Bacterisable       3. Title and Amount of Sacurities Date Expiration Date Secrets B Preferred Stock       6. Omersion (Instr. 4)       5. Omersion (Instr. 4)       5. Omersion (Instr. 4)       5. Omersion (Instr. 4)       6. Omersion (Instr. 4)       5. Omersion (Instr. 4)       5. Omersion (Instr. 4)       5. Omersion (Instr. 4)       6. Omersion (Instr. 4)       5. Omersion (Instr. 4)       5. Omersion (Instr. 4)       5. Omersion (Instr. 4)       6. Omersi								Appl		Form filed by One Reporting Person Form filed by More than One		
1. Title of Security (instr. 4)       2. Answurd Securities       3. Owned (instr. 4)       4. Nature of Indirect Beneficially Owned (instr. 5)         Table II - Derivative Securities Beneficially Owned (instr. 4)       5. Menant of Securities         1. Title of Derivative Security (instr. 4)       5. Date Exercisable Securities       6. Conversion       5. Menant Answurd 18 Securities       6. Conversion       5. Menant Answurd 18 Securities       6. Conversion       6. Wereship (instr. 4)       6. Wereship (instr. 4)       6. Wereship (instr. 4)       6. Wereship (instr. 5)       6. Wereship (instr. 4)       6. Wereship (instr	(City) (Stat	e)	(Zip)									
Beneficially Owned (instr. 6)         Commission (instr. 6)         Commission (instr. 6)         Instr. 6)           Table II - Derivative Securities         Table II - Derivative Securities (instr. 4)         Securities (instr. 4) <td></td> <td></td> <td></td> <td>Table I - No</td> <td>on-</td> <td>Derivat</td> <td>tive Securities Beneficia</td> <td>lly Owned</td> <td></td> <td></td> <td></td> <td></td>				Table I - No	on-	Derivat	tive Securities Beneficia	lly Owned				
1. Title of Derivative Security (instr. 4)       2. Date sercisable and (instruction)       3. Title and Amount of Securities (instruction)       4. Conversion (instruction)       5. Conversion (instruction)	1. Title of Security (Ins	str. 4)						Form: Direct	:t(D)			Beneficial Ownership
Expiration Date (monthD3/Ver)         Underlying Derivative Security (mist. 4)         Conversing rescription Provide (mist. 4)         Ownersing Provide (mist. 4)         Beneficient (mist. 4)           Series B Prefered Stock         0.0         0.0         0.0         Common Stock         1,538,461         0.0         D <sup>D</sup> 0.0           Series C Prefered Stock         0.0         0.0         0.0         Common Stock         1,647,297         0.0         D <sup>D</sup> 0         0 <t< td=""><td></td><td></td><td>(4</td><td></td><td></td><td></td><td></td><td></td><td>s)</td><td></td><td></td><td></td></t<>			(4						s)			
Date ExercisableExpiration DateNumber of SecurityDerivative of indirect of indi				Expiration Date					Conversion or Exercise		Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
Series C Preferred Stock         (i)         ©         Common Stock         1,647,297         (i)         D <sup>(3)</sup> 1. Name and Address of Reporting Person' (Last)         (First)         (Middle)         2710         SAND HILL ROAD, SUITE 200         IIII CPWest Partners IX, LP         IIII CPWest Partners IX, LP         IIIII CPWest Partners IX, UP         IIIII CPWest Management Partners IX, UP         IIIII CPWest Management Partners IX, UP         IIIII CPWest Management Partners IX, UP         IIIIII CPWest Management Partners IX, UP         IIIIII CPWest Management Partners IX, UP         IIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIII							Title	Number of	Derivative	or Indirect		
1. Name and Address of Reporting Person'         InterWest Partners IX, LP         (Last)       (First)         (Middle)         2710 SAND HILL ROAD, SUTTE 200         (Street)         MENLO PARK       CA         94025         (City)       (State)         (Zip)         1. Name and Address of Reporting Person'         InterWest Management Partners IX, LLC         (Last)       (First)         (Last)       (First)         (Street)         MENLO PARK       CA         94025         (City)       (State)         (Zip)         1. Name and Address of Reporting Person'         (Street)         MENLO PARK       CA         94025         (City)       (State)         (Zip)         1. Name and Address of Reporting Person'         GLANOS PHILLPT         (Last)       (First)         (Middle)         CO INTERWEST         2710 SAND HILL ROAD ZND FLOOR         (Street)	Series B Preferred S	tock		(1)		(2)	Common Stock	1,538,461	(1	)	<b>D</b> <sup>(3)</sup>	
InterWest Partners IX, LP         (Last)       (First)       (Middle)         2710 SAND HILL ROAD, SUITE 200         (Street)       (Middle)         MENLO PARK       CA       94025         (City)       (State)       (Zip)         1. Name and Address of Reporting Person'       InterWest Management Partners IX, LLC         (Last)       (First)       (Middle)         2710 SAND HILL ROAD       SUITE 200         (Street)       (State)       (Zip)         MENLO PARK       CA       94025         (City)       (State)       (Zip)         1. Name and Address of Reporting Person'       GLANOS PHILL PT         (Last)       (First)       (Middle)         (City)       (State)       (Zip)         1. Name and Address of Reporting Person'       GLANOS PHILL PT         (Last)       (First)       (Middle)         CO INTERWEST       2710 SAND HILL ROAD 2ND FLOOR         (Street)       (Street)       Street)	Series C Preferred S	tock		(1)		(2)	Common Stock	1,647,297	(1	)	D <sup>(3)</sup>	
InterWest Management Partners IX, LLC         (Last)       (First)       (Middle)         2710 SAND HILL ROAD         SUITE 200         (Street)         MENLO PARK       CA       94025         (City)       (State)       (Zip)         1. Name and Address of Reporting Person <sup>*</sup> GIANOS PHILIP T         (Last)       (First)       (Middle)         C/O INTERWEST         2710 SAND HILL ROAD 2ND FLOOR         (Street)	2710 SAND HILL ROAD, SUITE 200 (Street) MENLO PARK CA 94025 (City) (State) (Zip)											
2710 SAND HILL ROAD SUITE 200 (Street) MENLO PARK CA 94025 (City) (State) (Zip) 1. Name and Address of Reporting Person* GIANOS PHILIP T (Last) (First) (Middle) C/O INTERWEST 2710 SAND HILL ROAD 2ND FLOOR (Street)				<u>.LC</u>	_							
MENLO PARK       CA       94025         (City)       (State)       (Zip)         1. Name and Address of Reporting Person <sup>*</sup> GIANOS PHILIP T         (Last)       (First)       (Middle)         C/O INTERWEST       2710 SAND HILL ROAD 2ND FLOOR         (Street)       (Street)	2710 SAND HILL	. ,	(Midd	le)								
1. Name and Address of Reporting Person <sup>*</sup> GIANOS PHILIP T (Last) (First) (Middle) C/O INTERWEST 2710 SAND HILL ROAD 2ND FLOOR (Street)		CA	9402	5								
GIANOS PHILIP T (Last) (First) (Middle) C/O INTERWEST 2710 SAND HILL ROAD 2ND FLOOR (Street)	(City)	(State)	(Zip)									
C/O INTERWEST 2710 SAND HILL ROAD 2ND FLOOR (Street)			Person <sup>*</sup>									
	C/O INTERWEST											
		СА	9402	5	_							

(City)	(State)	(Zip)			
1. Name and Address o ORONSKY AR					
(Last)	(First)	(Middle)			
C/O INTERWEST					
2710 SAND HILL	ROAD 2ND FLOOR				
(Street)					
MENLO PARK	CA	94025			
(City)	(State)	(Zip)			
1. Name and Address o Holmes W Step					
(Last)	(First)	(Middle)			
C/O INTERWEST					
2710 SAND HILL	ROAD, SUITE 200				
(Street)					
MENLO PARK	CA	94025			
(City)	(State)	(Zip)			
1. Name and Address o	f Reporting Person <sup>*</sup>				
NASR KHALE	<u>D</u>				
(Last)	(First)	(Middle)			
C/O INTERWEST					
2710 SAND HILL ROAD, SUITE 200					
(Street)					
MENLO PARK	CA	94025			
(City)	(State)	(Zip)			

#### Explanation of Responses:

1. The shares of the Issuer's Preferred Stock automatically convert into shares of the Issuer's Common Stock, for no additional consideration, on a 1:1 basis immediately prior to the consummation of the Issuer's Initial Public Offering (the "IPO").

2. The expiration date is not relevant to the conversion of these securities.

3. The shares are directly held by InterWest Partners IX, LP ("InterWest IX"). InterWest Management Partners IX, LLC ("IMP IX"), as the general partner of InterWest IX, may be deemed to beneficially own the shares held by InterWest IX. Philip Gianos, Arnold Oronsky, Gilbert Kliman, W. Stephen Holmes and Khaled Nasr are managing directors of IMP IX, and as such may be deemed to beneficially own the shares held by InterWest IX. Each of the foregoing persons disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.

/s/ Karen Wilson, Attorney-in- Fact for InterWest Management Partners IX, L.L.C., General Partner of InterWest Partners IX, LP	<u>10/11/2017</u>
<u>/s/ Karen Wilson, Attorney-in- Fact for InterWest</u> <u>Management Partners IX,</u> <u>L.L.C.</u>	<u>10/11/2017</u>
<u>/s/ Karen Wilson, Attorney-in-</u> <u>Fact for Philip Gianos</u>	<u>10/11/2017</u>
/s/ Karen Wilson, Attorney-in- Fact for Arnold Oronsky	<u>10/11/2017</u>
/s/ Karen Wilson, Attorney-in- Fact for W. Stephen Holmes	<u>10/11/2017</u>
/s/ Karen Wilson, Attorney-in- Fact for Khaled Nasr	<u>10/11/2017</u>
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\ast}$  If the form is filed by more than one reporting person, see Instruction 5 (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.

# KNOW ALL BY THESE PRESENTS:

The undersigned, InterWest Partners IX, LP, hereby constitutes and appoints Karen A. Wilson as its true and lawful Attorney-in-Fact, with full power in its name and on its behalf, to take all actions and do all things necessary with respect to all matters arising in connection with the ownership reporting requirements of the securities laws of the United States, including the execution and delivery of all documents in connection therewith.

The undersigned agrees to indemnify said Attorney-in-Fact against, and hold her free and harmless from, and all loss, cost, expense, damage or liability which she may incur or sustain as a result of any action taken by her in good faith pursuant to this Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked in writing by the undersigned and the authority granted herein may be relied upon by any person until such person has actually received written notice of revocation.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 16th day of June, 2015.

#### INTERWEST PARTNERS IX, LP

/s/ Gilbert H. Kliman

By: Gilbert H. Kliman, Managing Director of InterWest Management Partners IX, LLC, its General Partner

# KNOW ALL BY THESE PRESENTS:

The undersigned, InterWest Management Partners IX, LLC, hereby constitutes and appoints Karen A. Wilson as its true and lawful Attorney-in-Fact, with full power in its name and on its behalf, to take all actions and do all things necessary with respect to all matters arising in connection with the ownership reporting requirements of the securities laws of the United States, including the execution and delivery of all documents in connection therewith.

The undersigned agrees to indemnify said Attorney-in-Fact against, and hold her free and harmless from, and all loss, cost, expense, damage or liability which she may incur or sustain as a result of any action taken by her in good faith pursuant to this Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked in writing by the undersigned and the authority granted herein may be relied upon by any person until such person has actually received written notice of revocation.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 16th day of June, 2015.

INTERWEST MANAGEMENT PARTNERS IX, LLC

<u>/s/ Gilbert H. Kliman</u> By: Gilbert H. Kliman, Managing Director

# KNOW ALL BY THESE PRESENTS:

The undersigned, Philip T. Gianos, hereby constitutes and appoints Karen A. Wilson as his true and lawful Attorney-in-Fact, with full power in his name and on his behalf, to take all actions and do all things necessary with respect to all matters arising in connection with the ownership reporting requirements of the securities laws of the United States, including the execution and delivery of all documents in connection therewith.

The undersigned agrees to indemnify said Attorney-in-Fact against, and hold her free and harmless from, and all loss, cost, expense, damage or liability which she may incur or sustain as a result of any action taken by her in good faith pursuant to this Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked in writing by the undersigned and the authority granted herein may be relied upon by any person until such person has actually received written notice of revocation.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 28th day of May, 1996.

PHILIP T. GIANOS

/s/ Philip T. Gianos

# KNOW ALL BY THESE PRESENTS:

The undersigned, W. Stephen Holmes, hereby constitutes and appoints Karen A. Wilson as his true and lawful Attorney-in-Fact, with full power in his name and on his behalf, to take all actions and do all things necessary with respect to all matters arising in connection with the ownership reporting requirements of the securities laws of the United States, including the execution and delivery of all documents in connection therewith.

The undersigned agrees to indemnify said Attorney-in-Fact against, and hold her free and harmless from, and all loss, cost, expense, damage or liability which she may incur or sustain as a result of any action taken by her in good faith pursuant to this Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked in writing by the undersigned and the authority granted herein may be relied upon by any person until such person has actually received written notice of revocation.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 28th day of May, 1996.

W. STEPHEN HOLMES

/s/ W. Stephen Holmes

# KNOW ALL BY THESE PRESENTS:

The undersigned, Arnold L. Oronsky, hereby constitutes and appoints Karen A. Wilson as his true and lawful Attorney-in-Fact, with full power in his name and on his behalf, to take all actions and do all things necessary with respect to all matters arising in connection with the ownership reporting requirements of the securities laws of the United States, including the execution and delivery of all documents in connection therewith.

The undersigned agrees to indemnify said Attorney-in-Fact against, and hold her free and harmless from, and all loss, cost, expense, damage or liability which she may incur or sustain as a result of any action taken by her in good faith pursuant to this Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked in writing by the undersigned and the authority granted herein may be relied upon by any person until such person has actually received written notice of revocation.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 28th day of May, 1996.

ARNOLD L. ORONSKY

/s/ Arnold L. Oronsky

# KNOW ALL BY THESE PRESENTS:

The undersigned, Khaled A. Nasr, hereby constitutes and appoints Karen A. Wilson as his true and lawful Attorney-in-Fact, with full power in his name and on his behalf, to take all actions and do all things necessary with respect to all matters arising in connection with the ownership reporting requirements of the securities laws of the United States, including the execution and delivery of all documents in connection therewith.

The undersigned agrees to indemnify said Attorney-in-Fact against, and hold her free and harmless from, and all loss, cost, expense, damage or liability which she may incur or sustain as a result of any action taken by her in good faith pursuant to this Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked in writing by the undersigned and the authority granted herein may be relied upon by any person until such person has actually received written notice of revocation.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 31st day of May, 2007.

KHALED A. NASR

/s/ Khaled A. Nasr

#### FORM 3 JOINT FILER INFORMATION

Exhibit	99
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Name of	
"Reporting Persons":	InterWest Partners IX, L.P. ("IW9")
	InterWest Management Partners IX, LLC ("IMP9")
	Philip T. Gianos
	W. Stephen Holmes
	Arnold L. Oronsky
	Khaled Nasr
Address:	2710 Sand Hill Road, Suite 200 Menlo Park, CA 94025
Designated Filer:	InterWest Partners IX, L.P.
Issuer and Ticker Symbol:	Restoration Robotics, Inc. ("HAIR")
Date of Event:	October 11, 2017

Each of the following is a Joint Filer with InterWest Partners IX L.P. ("IW9") and may be deemed to share indirect beneficial ownership in the securities set forth on the attached Form 3:

InterWest Management Partners IX, LLC ("IMP9") is the general partner of IW9 and has sole voting and investment control over the shares owned by IW9. Philip T. Gianos, W. Stephen Holmes, Gilbert H. Kliman, and Arnold L. Oronsky are Managing Directors of IMP9 and Khaled A. Nasr is a Venture Member of IMP9. Gilbert H. Kliman, a Managing Director of IMP9 is also a Director of the Issuer, and has filed a separate Form 3 in his own name

All Reporting Persons disclaim beneficial ownership of shares of Restoration Robotics, Inc. stock held by IW9, except to the extent of their respective pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934, or otherwise, any of the Reporting Persons are the beneficial owner of all of the equity securities covered by this statement.

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Each of the Reporting Persons listed above has designated InterWest Partners IX, L.P. as its designated filer of Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder. Each Reporting Person has appointed InterWest Management Partners IX, LLC as its attorney in fact for the purpose of making reports relating to transaction in Restoration Robotics, Inc. Common Stock.

## INTERWEST MANAGEMENT PARTNERS IX, L.L.C.

By: /s/ Karen A. Wilson

Karen A. Wilson, Power of Attorney

Philip T. Gianos, an individual By: InterWest Management Partners IX, LLC, as Attorney-in-Fact

By: /s/ Karen A. Wilson

Karen A. Wilson, Power of Attorney

W. Stephen Holmes, an individual

By: InterWest Management Partners IX, LLC, as Attorney-in-Fact

By: /s/ Karen A. Wilson

Karen A. Wilson, Power of Attorney

#### INTERWEST PARTNERS IX, LP

By: InterWest Management Partners IX, LLC Its General Partner

Karen A. Wilson, Power of Attorney

Arnold L. Oronsky, an individual By: InterWest Management Partners IX, LLC, as Attorney-in-Fact

By: /s/ Karen A. Wilson Karen A. Wilson, Power of Attorney

Khaled A. Nasr, an individual

By: InterWest Management Partners IX, LLC, as Attorney-in-Fact

By: /s/ Karen A. Wilson

Karen A. Wilson, Power of Attorney

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By: /s/ Karen A. Wilson