

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person * <u>Lacchin Louise</u>  (Last) (First) (Middle) <u>C/O VENUS CONCEPT INC.</u> <u>235 YORKLAND BLVD., SUITE 900</u>  (Street) <u>TORONTO A6 M2J 4Y8</u>  (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/07/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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
Employee Stock Options (right to buy)	\$5.25	11/07/2019		A		17,301		(1)	07/27/2025	Common Stock	17,301	(2)	17,301	D	
Employee Stock Options (right to buy)	\$5.25	11/07/2019		A		11,534		(3)	03/06/2027	Common Stock	11,534	(4)	11,534	D	
Employee Stock Options (right to buy)	\$7.95	11/07/2019		A		2,883		(5)	03/08/2029	Common Stock	2,883	(6)	2,883	D	

**Explanation of Responses:**

- As of the Transaction Date, these options to acquire Common Stock of the Issuer are fully vested and exercisable.
- Received, in connection with the merger of a wholly-owned subsidiary of Restoration Robotics, Inc. with and into Venus Concept Ltd. (the "Merger"), in exchange for an employee stock option to acquire 30,000 Venus Concept Ltd. ordinary shares with an original exercise price of \$3.00 per share.
- As of the Transaction Date, 9,610 of these options to acquire Common Stock of the Issuer are fully vested and exercisable. Of the remaining balance, 962 options vest and become exercisable on each of December 6, 2019 and March 6, 2020.
- Received, in connection with the Merger, in exchange for an employee stock option to acquire 20,000 Venus Concept Ltd. ordinary shares for \$3.00 per share.
- As of the Transaction Date, 358 of these options to acquire Common Stock of the Issuer are fully vested and exercisable. Of the remaining balance, 180 options vest and become exercisable quarterly from December 8, 2019 through December 8, 2022, with the final tranche of 185 options vesting on March 8, 2023.
- Received, in connection with the Merger, in exchange for an employee stock option to acquire 5,000 Venus Concept Ltd. ordinary shares for \$4.57 per share.

**Remarks:**

/s/ Domenic Di Sisto, attorney-in-fact 11/07/2019

\*\* 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.

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