FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

Name and Address of Reporting Person Masters Michael Willingham	I Requirin	g Statement Day/Year)	3. Issuer Name and Ticker or Trading Symbol Venus Concept Inc. [VERO]						
(Last) (First) (Middle) 3060 PEACHTREE ROAD NW, SUITE 1425	11/16/2	.022	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner			File	If Amendment, Date of Original Filed (Month/Day/Year) Individual or Joint/Group Filing		
(Street)	_		Officer (give title below)		Other (: below)	specify	(Ch	eck Applicable	Line) by One Reporting
ATLANTA GA 30305	_						X	Form filed to Reporting F	by More than One Person
(City) (State) (Zip)			" . O	<u> </u>	-11 0				
1. Title of Security (Instr. 4)	2. Amount of Securities	Beneficially Owned (Instr. Form: Direct		rship irect direct	4. Nature of Indirect Beneficial Ownership (Instr. 5)				
ommon Stock, \$0.0001 par value per share		2,535,198		I(1)		By Marlin Fund, Limited Partnership			
Common Stock, \$0.0001 par value per share		1,885,401		I ⁽²⁾		By Marlin Fund II, Limited Partnership			
Common Stock, \$0.0001 par value per share		168,502		(3)		By Marlin Fund III, Limited Partnership			
Common Stock, \$0.0001 par value per share		289,899					By Marlin Master Fund Offshore II, LP		
Common Stock, \$0.0001 par value per share		21,000				By N LLC	By Masters Capital Management, LLC		
Common Stock, \$0.0001 par value per share			4,599,173	I (6)		By MSS VC SPV LP			
(e			e Securities Beneficants, options, conve)		
1. Title of Derivative Security (Instr. 4)	2. Date Exerc Expiration D (Month/Day/	ate	3. Title and Amount of Securit Underlying Derivative Security (Instr. 4)		ity Conver		cise Form:		6. Nature of Indirect Beneficial Ownership (Instr.
	Date Exercisable	Expiration Date	Title	Nur	Amount or lumber of chares		tive or Indirect		5)
Voting Convertible Preferred Stock	(7)	(7)	Common Stock, \$0.0001 par value per share	4,9	60,000	(7)		I (1)	By Marlin Fund, Limited Partnership
Voting Convertible Preferred Stock	(7)	(7)	Common Stock, \$0.0001 par value per share	3,9	940,000 (7)			J (2)	By Marlin Fund II, Limited Partnership
Voting Convertible Preferred Stock	(7)	(7)	Common Stock, \$0.0001 par value per share	36	60,000 (7)			I (3)	By Marlin Fund III, Limited Partnership
Voting Convertible Preferred Stock	(7)	(7)	Common Stock, \$0.0001 par value per share	74	740,000 (7)			I ⁽⁴⁾	By Marlin Master Fund Offshore II, LP

1. Name and Addro			(ear)		Underlying Derivative S (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr.	
1. Name and Addro		Date Expiration Date		ition	Amount or Number of Shares		Derivative Security	Direct (D) or Indirect (I) (Instr. 5)	5)
	ible Preferred Stock	(7)	(7)		Common Stock, \$0.0001 par value per share	3,500,000	(7)	I(e)	By MSS VC SPV LP
iviasters iviic	ess of Reporting Person' chael Willingham								
(Last) 3060 PEACHT	(First) (TREE ROAD NW, SU	Middle) JITE 1425							
(Street) ATLANTA	GA 3	30305							
(City)	(State) (Zip)	_						
	ess of Reporting Person		\neg						
MASTERS (CAPITAL MAN	<u>AGEMEN</u>	$\frac{\mathbf{T}}{\mathbf{I}}$						
(Last) 3060 PEACHT	(First) (TREE ROAD, NW, SI	Middle) UITE 1425							
(Street) ATLANTA	GA 3	30305	_						
(City)	(State) (Zip)	-						
	ess of Reporting Person cial Situations, L								
(Last) 3060 PEACHT	(First) (FREE ROAD NW, SU	Middle) ЛТЕ 1425							
(Street) ATLANTA	GA 3	30305							
(City)	(State) (Zip)	-						
	ess of Reporting Person's 1, Limited Partner								
(Last)	(First) (Middle)	-						

1. Name and Address of Reporting Person* Marlin Fund II, Limited Partnership

GA

(State)

(Street) **ATLANTA**

(City)

(Last) (First) C/O MASTERS CAPITAL MANAGEMENT, LLC

30305

(Zip)

(Middle)

3060 PEACHTREE ROAD NW, SUITE 1425						
(Street) ATLANTA	GA	30305				
(City)	(State)	(Zip)				
1. Name and Address of Reporting Person* Marlin Fund III, Limited Partnership						
		(Middle) MANAGEMENT, LLC NW, SUITE 1425				
(Street) ATLANTA	GA	30305				
(City)	(State)	(Zip)				
1. Name and Address of Reporting Person* Marlin Master Fund Offshore II, LP						
(Last) (First) (Middle) C/O MASTERS CAPITAL MANAGEMENT, LLC 3060 PEACHTREE ROAD, NW, SUITE 1425						
(Street) ATLANTA	GA	30305				
(City)	(State)	(Zip)				
1. Name and Address of Reporting Person* MSS VC SPV LP						
(Last) (First) (Middle) C/O MASTERS SPECIAL SITUATIONS, LLC 3060 PEACHTREE ROAD, NW, STE.1425						
(Street) ATLANTA	GA	30305				
(City)	(State)	(Zip)				

Explanation of Responses:

- 1. 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.
- 2. 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.
- 3. 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.
- 4. 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 accounts of other clients advised by MCM. These securities may be deemed to be beneficially owned by MCM by virtue of its role as advisor to such accounts, and Michael Masters by virtue of his role as the controlling founder and managing member of MCM.
- 6. 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.
- 7. Each share of voting convertible preferred stock, par value \$0.0001 per share ("Voting Convertible Preferred Stock"), is convertible into shares of the Issuer's Common Stock, \$0.0001 par value per share on a 1-for-10 basis at any time at the holder's election. The shares have no expiration date.

/s/ Michael Masters 11/28/202:

Masters Capital

Management, LLC, By: /s/
Michael Masters,

Managing Member

Masters Special Situations, 11/28/2022 LLC, By: /s/ Michael Masters, Authorized **Signatory** Marlin Fund, Limited Partnership, By: Masters Capital Management, 11/28/2022 LLC, By: /s/ Michael Masters, Managing **Member** Marlin Fund II, Limited Partnership, By: Masters Capital Management, 11/28/2022 LLC, By: /s/ Michael Masters, Managing **Member** Marlin Fund III, Limited Partnership, By: Masters Capital Management, 11/28/2022 LLC, By: /s/ Michael Masters, Managing Member Marlin Master Offshore II. LP, By: Masters Capital Management, LLC, By: /s/ 11/28/2022 Michael Masters, Managing Member MSS VC SPV LP, By: MSS VC SPV GP, LLC, By: Masters Special 11/28/2022 Situations, LLC, By: /s/

Michael Masters, Michael

Date

** Signature of Reporting

Masters

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

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.

^{*} 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).