

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>Masters Michael Willingham</u>  (Last) (First) (Middle) 3060 PEACHTREE ROAD NW, SUITE 1425  (Street) ATLANTA GA 30305  (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 type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/07/2024	
	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			
Common Stock, \$0.0001 par value per share	06/07/2024		S		172,314	D	\$1.2034	0	I	By Marlin Fund, Limited Partnership. See footnote <sup>(1)</sup>
Common Stock, \$0.0001 par value per share	06/07/2024		S		128,254	D	\$1.2034	0	I	By Marlin Fund II, Limited Partnership. See footnote <sup>(2)</sup>
Common Stock, \$0.0001 par value per share	06/07/2024		S		11,467	D	\$1.2034	0	I	By Marlin Fund III, Limited Partnership. See footnote <sup>(3)</sup>
Common Stock, \$0.0001 par value per share	06/07/2024		S		19,814	D	\$1.2034	0	I	By Marlin Master Fund Offshore II, LP. See footnote <sup>(4)</sup>
Common Stock, \$0.0001 par value per share	06/07/2024		S		1,487	D	\$1.2034	0	I	By Masters Capital Management, LLC. See footnote <sup>(5)</sup>
Common Stock, \$0.0001 par value per share	06/07/2024		S		53,895	D	\$1.2228	252,717	I	By MSS VC SPV LP. See footnote <sup>(6)</sup>
Common Stock, \$0.0001 par value per share	06/10/2024		C		330,684	A	\$0	330,684	I	By Marlin Fund, Limited Partnership. See footnote <sup>(1)</sup>
Common Stock, \$0.0001 par value per share	06/10/2024		C		262,680	A	\$0	262,680	I	By Marlin Fund II, Limited Partnership. See footnote <sup>(2)</sup>
Common Stock, \$0.0001 par value per share	06/10/2024		C		24,002	A	\$0	24,002	I	By Marlin Fund III, Limited Partnership. See footnote <sup>(3)</sup>
Common Stock, \$0.0001 par value per share	06/10/2024		C		49,336	A	\$0	49,336	I	By Marlin Master Fund Offshore II, LP. See footnote <sup>(4)</sup>

**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			
Common Stock, \$0.0001 par value per share	06/11/2024		C		233,345	A	\$0	486,062	I	By MSS VC SPV LP. See footnote <sup>(6)</sup>
Common Stock, \$0.0001 par value per share	06/11/2024		S		102,717	D	\$1.1958	383,345	I	By MSS VC SPV LP. See footnote <sup>(6)</sup>

**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
Voting Convertible Preferred Stock	(8)	06/10/2024		C		496,000		11/18/2022	(7)	Common Stock, \$0.0001 par value per share	330,684	(8)	0	I	See footnote <sup>(1)</sup>
Voting Convertible Preferred Stock	(8)	06/10/2024		C		394,000		11/18/2022	(7)	Common Stock, \$0.0001 par value per share	262,680	(8)	0	I	See footnote <sup>(2)</sup>
Voting Convertible Preferred Stock	(8)	06/10/2024		C		36,000		11/18/2022	(7)	Common Stock, \$0.0001 par value per share	24,002	(8)	0	I	See footnote <sup>(3)</sup>
Voting Convertible Preferred Stock	(8)	06/10/2024		C		74,000		11/18/2022	(7)	Common Stock, \$0.0001 par value per share	49,336	(8)	0	I	See footnote <sup>(4)</sup>
Voting Convertible Preferred Stock	(8)	06/11/2024		C		350,000		11/18/2022	(7)	Common Stock, \$0.0001 par value per share	233,345	(8)	0	I	See footnote <sup>(6)</sup>

1. Name and Address of Reporting Person\*

[Masters Michael Willingham](#)

(Last) (First) (Middle)

3060 PEACHTREE ROAD NW, SUITE 1425

(Street)

ATLANTA GA 30305

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[MASTERS CAPITAL MANAGEMENT LLC](#)

(Last) (First) (Middle)

3060 PEACHTREE ROAD, NW, SUITE 1425

(Street)

ATLANTA GA 30305

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Masters Special Situations, LLC](#)

(Last) (First) (Middle)

3060 PEACHTREE ROAD NW, SUITE 1425

(Street)

ATLANTA GA 30305

(City) (State) (Zip)

1. Name and Address of Reporting Person<sup>\*</sup>  
[Marlin Fund, Limited Partnership](#)

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(Last) (First) (Middle)  
 C/O MASTERS CAPITAL MANAGEMENT, LLC  
 3060 PEACHTREE ROAD NW, SUITE 1425

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(Street)  
 ATLANTA GA 30305

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(City) (State) (Zip)

1. Name and Address of Reporting Person<sup>\*</sup>  
[Marlin Fund II, Limited Partnership](#)

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(Last) (First) (Middle)  
 C/O MASTERS CAPITAL MANAGEMENT, LLC  
 3060 PEACHTREE ROAD NW, SUITE 1425

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(Street)  
 ATLANTA GA 30305

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(City) (State) (Zip)

1. Name and Address of Reporting Person<sup>\*</sup>  
[Marlin Fund III, Limited Partnership](#)

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(Last) (First) (Middle)  
 C/O MASTERS CAPITAL MANAGEMENT, LLC  
 3060 PEACHTREE ROAD NW, SUITE 1425

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(Street)  
 ATLANTA GA 30305

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(City) (State) (Zip)

1. Name and Address of Reporting Person<sup>\*</sup>  
[Marlin Master Fund Offshore II, LP](#)

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(Last) (First) (Middle)  
 C/O MASTERS CAPITAL MANAGEMENT, LLC  
 3060 PEACHTREE ROAD, NW, SUITE 1425

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(Street)  
 ATLANTA GA 30305

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(City) (State) (Zip)

1. Name and Address of Reporting Person<sup>\*</sup>  
[MSS VC SPV LP](#)

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(Last) (First) (Middle)  
 C/O MASTERS SPECIAL SITUATIONS, LLC  
 3060 PEACHTREE ROAD, NW, STE. 1425

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(Street)  
 ATLANTA GA 30305

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(City) (State) (Zip)

**Explanation of Responses:**

- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- The Voting Convertible Preferred Stock has no expiration date.
- Each share of voting convertible preferred stock, par value \$0.0001 per share ("Voting Convertible Preferred Stock"), was converted into shares of the Issuer's Common Stock, \$0.0001 par value per share, on a 1-for-10 basis at the holder's election, subject to the Issuer's 1-for-15 reverse stock split that was effected on May 15, 2023.

**Remarks:**

As of June 11, 2024, the only Reporting Person with beneficial ownership of more than 10% of the Common Stock of the Issuer is Michael Masters. Each of the Reporting Persons disclaims beneficial ownership in the securities reported on this Form 4 except to the extent of its or his pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

<u>/s/ Michael Masters</u>	<u>06/12/2024</u>
<u>Masters Capital Management, LLC, By: /s/ Michael Masters, Managing Member</u>	<u>06/12/2024</u>
<u>Masters Special Situations, LLC, By: /s/ Michael Masters, Authorized Signatory</u>	<u>06/12/2024</u>
<u>Marlin Fund, Limited Partnership, By: Masters Capital Management, LLC, By: /s/ Michael Masters, Managing Member</u>	<u>06/12/2024</u>
<u>Marlin Fund II, Limited Partnership, By: Masters Capital Management, LLC, By: /s/ Michael Masters, Managing Member</u>	<u>06/12/2024</u>
<u>Marlin Fund III, Limited Partnership, By: Masters Capital Management, LLC, By: /s/ Michael Masters, Managing Member</u>	<u>06/12/2024</u>
<u>Marlin Master Offshore II, LP, By: Masters Capital Management, LLC, By: /s/ Michael Masters, Managing Member</u>	<u>06/12/2024</u>
<u>MSS VC SPV LP, By: MSS VC SPV GP, LLC, By: Masters Special Situations, LLC, By: /s/ Michael Masters, Michael Masters</u>	<u>06/12/2024</u>
** 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.

**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.**