

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Madryn Asset Management, LP</u>			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) _____ Other (specify below) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/31/2025</u>			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>		
330 MADISON AVENUE - FLOOR 33			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NEW YORK NY 10017</u>								
(City) (State) (Zip)								

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	\$264 ⁽¹⁾	03/31/2025		P		\$17,015,808.33		03/31/2025	12/09/2026	Common Stock	64,454 ⁽¹⁾	(2)	\$17,015,808.33	I	See footnotes ⁽³⁾⁽⁴⁾
Secured Subordinated Convertible Notes	\$264 ⁽⁵⁾	03/31/2025		D		\$28,015,827.33		10/04/2023	12/09/2026	Common Stock	106,121 ⁽⁵⁾	(2)	\$0	I	See footnotes ⁽³⁾⁽⁴⁾
Series Y Convertible Preferred Stock	(6)	03/31/2025		P		379,311		03/31/2025	(7)	Common Stock	3,448,279 ⁽⁶⁾	(2)	1,159,880 ⁽⁶⁾	I	See footnotes ⁽³⁾⁽⁴⁾

1. Name and Address of Reporting Person*
Madryn Asset Management, LP

(Last) (First) (Middle)
330 MADISON AVENUE - FLOOR 33

(Street)
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Madryn Health Partners, LP

(Last) (First) (Middle)
330 MADISON AVENUE - FLOOR 33

(Street)
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Madryn Health Partners (Cayman Master), LP

(Last) (First) (Middle)
330 MADISON AVENUE - FLOOR 33

(Street)
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Madryn Health Advisors, LP

(Last) (First) (Middle)

330 MADISON AVENUE - FLOOR 33

(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)

Explanation of Responses:

1. The New Notes (as defined below) are convertible into shares of Common Stock at a conversion rate of 3.7878788 shares of Common Stock for each \$1,000 principal amount of New Notes.
2. The reported transactions involved an exchange of existing secured subordinated convertible notes in the aggregate principal amount of \$28,015,827.33 (the "Existing Notes") for (i) new secured subordinated convertible notes in the aggregate principal amount of \$17,015,808.33 (the "New Notes") and (ii) 379,311 shares of Series Y Convertible Preferred Stock (the "Series Y Preferred Stock").
3. Represents securities held directly by Madryn Health Partners, LP ("Health Partners LP") and Madryn Health Partners (Cayman Master), LP ("Cayman Master LP" and together with Health Partners LP, the "Funds"). Madryn Asset Management, LP, as investment advisor for each of the Funds, and Madryn Health Advisors, LP, as general partner of each of the Funds, may be deemed to be beneficial owners of the shares held directly by the Funds.
4. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein.
5. The Existing Notes were convertible at a rate of 3.7878788 shares of Common Stock for each \$1,000 principal amount of Existing Notes, after giving effect to a reverse stock split implemented by the Company on March 3, 2025 based on a one-for-eleven consolidation ratio (the "Reverse Stock Split").
6. The number of shares of Common Stock underlying the Series Y Preferred Stock gives effect to the Reverse Stock Split. Each share of Series Y Preferred Stock is convertible into 9.0909 shares of Common Stock at the option of the holder or automatically upon certain conditions.
7. The Series Y Preferred Stock is perpetual and therefore has no expiration date.

/s/ Madryn Asset Management, LP
by John Ricciardi, Authorized 04/02/2025
Signatory

/s/ Madryn Health Partners, LP, by
John Ricciardi, Authorized 04/02/2025
Signatory

/s/ Madryn Health Partners (Cayman
Master), LP, by John Ricciardi, 04/02/2025
Authorized Signatory

/s/ Madryn Health Advisors, LP, by
John Ricciardi, Authorized 04/02/2025
Signatory

** 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.