

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM401601

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VENUS CONCEPT USA INC.,		10/11/2016	Corporation:
RECEIVING PARTY DATA			
Name:	VISIUM HEALTHCARE PARTNERS, LP		
Street Address:	888 SEVENTH AVENUE, 22ND FLOOR		
Internal Address:	ATTN: PETER J. FARONI		
City:	NEW YORK		
State/Country:	NEW YORK		
Postal Code:	10019		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Serial Number:	86634019	DELIVERING THE PROMISE	
Serial Number:	86632068	NANOFRACTIONAL RF	
Serial Number:	86536616	VENUS CONCEPT	
Serial Number:	86542404	VENUS FIORE	
Serial Number:	86535325	VENUS FREEZE	
Serial Number:	86200324	VENUS LEGACY	
Serial Number:	86573584	VENUS SKIN	
Serial Number:	86535351	VENUS VERSA	
Serial Number:	86200269	VENUS VIVA	
CORRESPONDENCE DATA			
Fax Number:	7043395800		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	7043311000		
Email:	damionnoblles@mvalaw.com, peterstewart@mvalaw.com		
Correspondent Name:	MOORE & VAN ALLEN PLLC		
Address Line 1:	3015 CARRINGTON MILL BLVD., SUITE 400		
Address Line 2:	POST OFFICE BOX 13706		
Address Line 4:	RESEARCH TRIANGLE PA, NORTH CAROLINA 27709		

OP \$240.00 86634019

NAME OF SUBMITTER:	Peter B. Stewart
SIGNATURE:	/Peter B. Stewart/
DATE SIGNED:	10/11/2016
Total Attachments: 4 source=ExecutedIPNoticeTM-Venus#page1.tif source=ExecutedIPNoticeTM-Venus#page2.tif source=ExecutedIPNoticeTM-Venus#page3.tif source=ExecutedIPNoticeTM-Venus#page4.tif	

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

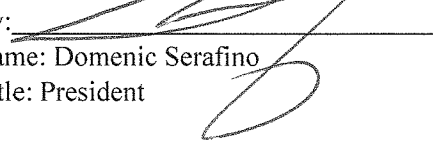
Please be advised that pursuant to the Security Agreement dated as of October 11, 2016 (as the same may be amended, modified, restated or supplemented from time to time, the "Security Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and Visium Healthcare Partners, LP, as Administrative Agent (the "Administrative Agent") for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks, trademark licenses and trademark applications set forth on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the Secured Parties.

The undersigned Grantor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the trademarks, trademark licenses and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark, trademark license or trademark application.

[Signature pages follow]

Very truly yours,

VENUS CONCEPT USA INC,
a Delaware corporation

By: 
Name: Domenic Serafino
Title: President

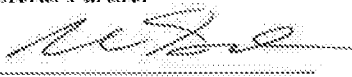
Acknowledged and Accepted:

ADMINISTRATIVE AGENT:

VISIUM HEALTHCARE PARTNERS, LP,
a Delaware limited partnership

By: VISIUM HEALTHCARE ADVISORS, LP,
its General Partner

By: JG ASSET II, LLC,
its General Partner

By: 

Name: Mark Gottlieb

Title: Authorized Signatory

SCHEDULE 1**TRADEMARKS**

Mark	Application No.	Application Date	Registration No.	Registration Date
DELIVERING THE PROMISE	86634019	2015-05-19	4904235	2016-02-23
NANOFRACTIONAL RF	86632068	2015-05-16	4904225	2016-02-23
VENUS CONCEPT	86536616	2015-02-17	-	-
VENUS FIORE	86542404	2015-02-23	-	-
VENUS FREEZE	86535325	2015-02-14	-	-
VENUS LEGACY	86200324	2014-02-21	5020011	2016-08-16
VENUS SKIN	86573584	2015-03-23	-	-
VENUS SWAN	79095418	2010-11-11	4110722	2012-03-13
VENUS VERSA	86535351	2015-02-14	-	-
VENUS VIVA	86200269	2014-02-21	-	-