

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM869610

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Venus Concept USA Inc.		01/18/2024	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	EW HEALTHCARE PARTNERS, L.P.		
Street Address:	21 Waterway Avenue, Suite 225		
Internal Address:	Attention: Greg Hill		
City:	The Woodlands		
State/Country:	TEXAS		
Postal Code:	77380		
Entity Type:	Limited Partnership: DELAWARE		
PROPERTY NUMBERS Total: 32			
Property Type	Number	Word Mark	
Registration Number:	3907549	NEOGRAFT	
Serial Number:	86047140	VENUS FACE FX	
Serial Number:	86048730	SCULPTFX	
Serial Number:	86048758	LIFTFX	
Serial Number:	86085401	FIRMFY	
Serial Number:	86085797	TITEFX	
Serial Number:	86103184	SMARTSCAN	
Registration Number:	5186807	VENUS VIVA	
Serial Number:	86200300	VENUS ENCORE	
Registration Number:	5020011	VENUS LEGACY	
Registration Number:	4723580	NEOLTS	
Registration Number:	5047722	VENUS FREEZE	
Registration Number:	5047723	VENUS VERSA	
Registration Number:	5098173	VENUS CONCEPT	
Serial Number:	86538407	NEOGRAFTERS	
Serial Number:	86538485	NEOGRAFTING	
Registration Number:	5590575	VENUS FIORE	
Serial Number:	86572529	INTIMACY RENEWED	

OP \$815.00 3907549

Property Type	Number	Word Mark
Registration Number:	5324228	VENUS SKIN
Registration Number:	4904225	NANOFRACTIONAL RF
Registration Number:	4904235	DELIVERING THE PROMISE
Registration Number:	5137267	HAIR MEDICA INFUSION
Registration Number:	5704845	TRIBELLA
Registration Number:	5898636	VENUS HEAL
Registration Number:	5898637	VENUS HEAL
Registration Number:	5771562	VENUS GLOW
Registration Number:	5771563	VENUS GLOW
Registration Number:	5968950	RP3
Registration Number:	5843538	2TWO5
Registration Number:	5946341	TRIM & TITE
Registration Number:	6007652	VENUS BLISS
Registration Number:	6007653	VENUS BLISS

CORRESPONDENCE DATA

Fax Number: 2125215450

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.

Phone: 212-549-4195

Email: cnye@reedsmith.com

Correspondent Name: Peter A. Emmi, Reed Smith LLP

Address Line 1: 599 Lexington Avenue

Address Line 2: 22nd Floor

Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER: Peter A. Emmi

SIGNATURE: /Peter A. Emmi/

DATE SIGNED: 01/19/2024

Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

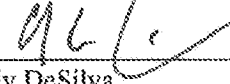
Please be advised that pursuant to the Guaranty and Security Agreement dated as of January 18, 2024 (as the same may be amended, modified, restated or supplemented from time to time, the “Security Agreement”) by and among the Grantors party thereto (each a “Grantor” and collectively, the “Grantors”) and EW Healthcare Partners, L.P., as Collateral Agent (the “Collateral 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 Collateral Agent for the ratable benefit of the Secured Parties.

The undersigned Grantor and the Collateral 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: Rajiv DeSilva
Title: President and Assistant Secretary

Acknowledged and Accepted:

COLLATERAL AGENT:

EW HEALTHCARE PARTNERS, L.P.,
a Delaware limited partnership

By: ESSEX WOODLANDS FUND IX-GP, L.P.,
its General Partner

By: ESSEX WOODLANDS IX, LLC,
its General Partner

By: _____
Name: _____
Title: _____

Very truly yours,

VENUS CONCEPT USA INC.

By: _____
Name:
Title:

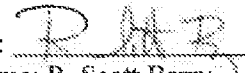
Acknowledged and Accepted:

COLLATERAL AGENT:

EW HEALTHCARE PARTNERS, L.P.,
a Delaware limited partnership

By: ESSEX WOODLANDS FUND IX-GP, L.P.,
its General Partner

By: ESSEX WOODLANDS IX, LLC,
its General Partner

By: 
Name: R. Scott Barry
Title: Manager

Schedule 1

Application Number	Trademark	Filing Date	Registration Date	Registration Number
79095418	VENUS SWAN	2010-11-11	2012-03-13	4110722
85053486	NEOGRAFT	2010-06-03	2011-01-18	3907549
86047140	VENUS FACE FX	2013-08-24	n/a	n/a
86048730	SCULPTFX	2013-08-27	n/a	n/a
86048758	LIFTFX	2013-08-27	n/a	n/a
86085401	FIRMFIX	2013-10-08	n/a	n/a
86085797	TITEFX	2013-10-08	n/a	n/a
86103184	SMARTSCAN	2013-10-28	n/a	n/a
86200269	VENUS VIVA	2014-02-21	2017-04-18	5186807
86200300	VENUS ENCORE	2014-02-21	n/a	n/a
86200324	VENUS LEGACY	2014-02-21	2016-08-16	5020011
86392466	NEOLTS	2014-09-11	2015-04-21	4723580
86535325	VENUS FREEZE	2015-02-14	2016-09-27	5047722
86535351	VENUS VERSA	2015-02-14	2016-09-27	5047723
86536616	VENUS CONCEPT	2015-02-17	2016-12-13	5098173
86538407	NEOGRAFTERS	2015-02-18	n/a	n/a
86538485	NEOGRAFTING	2015-02-18	n/a	n/a
86542404	VENUS FIORE	2015-02-23	2018-10-23	5590575
86572529	INTIMACY RENEWED	2015-03-23	n/a	n/a
86573584	VENUS SKIN	2015-03-23	2017-10-31	5324228
86632068	NANOFRACTIONAL RF	2015-05-16	2016-02-23	4904225
86634019	DELIVERING THE PROMISE	2015-05-19	2016-02-23	4904235
87086184	HAIR MEDICA INFUSION	2016-06-28	2017-02-07	5137267
87797077	TRIBELLA	2018-02-14	2019-03-19	5704845
88125775	VENUS HEAL	2018-09-20	2019-10-29	5898636
88125784	VENUS HEAL and Design	2018-09-20	2019-10-29	5898637
88125799	VENUS GLOW	2018-09-20	2019-06-04	5771562
88125824	VENUS GLOW and Design	2018-09-20	2019-06-04	5771563
88275210	RP3	2019-01-24	2020-01-21	5968950
88284537	2TWO5	2019-01-31	2019-08-27	5843538
88412390	TRIM & TITE	2019-05-02	2019-12-24	5946341
88584360	VENUS BLISS	2019-08-19	2020-03-10	6007652
88584367	VENUS BLISS and Design	2019-08-19	2020-03-10	6007653