

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Fernando Anthony C. J.</u> (Last) (First) (Middle) C/O ASENSUS SURGICAL, INC. 1 TW ALEXANDER DRIVE, SUITE 160 (Street) DURHAM NC 27703 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ASENSUS SURGICAL, INC. [ASXC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 02/04/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/04/2022		M		906,380	A	\$0.00	1,232,619	D	
Common Stock	02/04/2022		F ⁽¹⁾		409,502	D	\$0.8	823,117	D	

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				
Stock Options	\$0.8	02/04/2022		A		578,000		(2)	02/04/2029	Common Stock	578,000	\$0.00	578,000	D	
Restricted Stock Units ⁽³⁾	\$0.00	02/04/2022		A		486,900		(4)	(4)	Common Stock	486,900	\$0.00	486,900	D	
Restricted Stock Units ⁽⁵⁾	\$0.00	02/04/2022		A		486,900		(6)	(6)	Common Stock	486,900	\$0.00	486,900	D	
Restricted Stock Units ⁽⁵⁾	\$0.00	02/04/2022		A		280,899		(7)	(7)	Common Stock	280,899	\$0.00	280,899	D	
Restricted Stock Units ⁽³⁾	\$0.00	02/04/2022		M		80,000		(8)	(8)	Common Stock	80,000	\$0.00	80,000	D	
Restricted Stock Units ⁽⁵⁾	\$0.00	02/04/2022		M		8,975		(9)	(9)	Common Stock	8,975	\$0.00	0	D	
Restricted Stock Units ⁽⁵⁾	\$0.00	02/04/2022		M		53,333		(10)	(10)	Common Stock	53,333	\$0.00	53,333	D	
Restricted Stock Units ⁽⁵⁾	\$0.00	02/04/2022		M		234,086		(11)	(11)	Common Stock	234,086	\$0.00	468,170	D	
Restricted Stock Units ⁽³⁾	\$0.00	02/04/2022		M		234,086		(12)	(12)	Common Stock	234,086	\$0.00	468,170	D	
Restricted Stock Units ⁽⁵⁾	\$0.00	02/04/2022		M		295,900		(13)	(13)	Common Stock	295,900	\$0.00	0	D	

Explanation of Responses:

- This transaction represents the payment of a tax liability on the lapse of forfeiture restrictions on a derivative security and acquisition of the underlying shares.
- Vests one-third annually on each of the first three anniversaries of the date of grant, subject to acceleration as set forth in the Registrant's Amended and Restated Incentive Compensation Plan ("Plan") and the Reporting Person's Employment Agreement with the Registrant ("Employment Agreement").
- Each performance-based restricted stock unit ("PRSU") represents the right to receive one share of the Registrant's common stock.
- PRSU award with time-based vesting in three installments on the first three anniversaries of the date of grant, and performance-based vesting only if a designated corporate goal is achieved.
- Each restricted stock unit ("RSU") represents the right to receive one share of the Registrant's common stock.
- Forfeiture restrictions will lapse on the RSUs in three installments on each of the first three anniversaries of the date of grant, as long as the Reporting Person remains in continuous service during the vesting period, subject to acceleration as set forth in the Plan and the Reporting Person's Employment Agreement.
- Represents a discretionary retention bonus. Forfeiture restrictions will lapse on the RSUs on the first anniversary of the date of grant, as long as the Reporting Person remains in continuous service during the vesting period.
- Lapse of forfeiture restrictions on one-third of a PRSU award granted on June 8, 2020 upon the achievement of time and performance goals. Forfeiture restrictions will lapse on the remaining PRSUs on February 4, 2023, as long as the Reporting Person provides continuous service during the vesting period, subject to acceleration as set forth in the Registrant's Plan and the Reporting Person's Employment Agreement.
- Lapse of forfeiture restrictions on one-third of a RSU award granted on February 6, 2019.
- Lapse of forfeiture restrictions on one-third of a RSU award granted on June 8, 2020. Forfeiture restrictions will lapse on the remaining RSUs on February 4, 2023, as long as the Reporting Person remains in continuous service during the vesting period, subject to acceleration as set forth in the Registrant's Plan and the Reporting Person's Employment Agreement.

11. Lapse of forfeiture restrictions on the first one-third of an award of RSUs from this grant made on February 8, 2021. The remaining RSUs will vest in two equal installments on February 4, 2023 and 2024, as long as the Reporting Person provides continuous service to the Company during the vesting period, and subject to acceleration as set forth in the Registrant's Incentive Compensation Plan and the Reporting Person's Employment Agreement.

12. Lapse of forfeiture restrictions on one-third of a PRSU award granted on February 8, 2021 upon the achievement of time and performance goals. Forfeiture restrictions will lapse on the remaining PRSUs in two equal installments on each of February 4, 2023 and 2024, as long as the Reporting Person provides continuous service during the vesting period, subject to acceleration as set forth in the Registrant's Plan and the Reporting Person's Employment Agreement.

13. Lapse of forfeiture restrictions on a discretionary retention award made on February 8, 2021.

Remarks:

[/s/Joshua Weingard, as Attorney-](#)
[in-Fact for Anthony Fernando](#) 02/07/2022

** 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.