

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>Shameze Rampertab</u> <hr/> (Last) (First) (Middle) C/O ASENSUS SURGICAL, INC. 1 TW ALEXANDER DRIVE, SUITE 160 <hr/> (Street) DURHAM NC 27703 <hr/> (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP, Chief Financial Officer		
3. Date of Earliest Transaction (Month/Day/Year) 02/04/2024			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
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	02/04/2024		M		280,909	A	\$0	528,772	D		
Common Stock	02/04/2024		F ⁽¹⁾		150,367	D	\$0.27	378,405	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	\$0.26	02/06/2024		A		396,800		(2)	02/06/2031	Common Stock	396,800	\$0	396,800	D	
Restricted Stock Units ⁽³⁾	\$0	02/06/2024		A		660,600		(4)	(4)	Common Stock	660,600	\$0	660,600	D	
Restricted Stock Units ⁽⁵⁾	\$0	02/06/2024		A		330,300		(6)	(6)	Common Stock	330,300	\$0	330,300	D	
Restricted Stock Units ⁽³⁾	\$0	02/04/2024		M			19,704	(7)	(7)	Common Stock	19,704	\$0	0	D	
Restricted Stock Units ⁽⁵⁾	\$0	02/04/2024		M			19,704	(8)	(8)	Common Stock	19,704	\$0	0	D	
Restricted Stock Units ⁽³⁾	\$0	02/04/2024		M			62,417	(9)	(9)	Common Stock	62,417	\$0	62,417	D	
Restricted Stock Units ⁽⁵⁾	\$0	02/04/2024		M			62,417	(10)	(10)	Common Stock	62,417	\$0	62,417	D	
Restricted Stock Units ⁽³⁾	\$0	02/04/2024		M			58,334	(11)	(11)	Common Stock	58,334	\$0	116,666	D	
Restricted Stock Units ⁽⁵⁾	\$0	02/04/2024		M			58,333	(12)	(12)	Common Stock	58,333	\$0	116,667	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 February 6, 2025, 2026 and 2027, 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 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 equal installments on each of February 4, 2025, 2026 and 2027, 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 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 equal installments on each of February 4, 2025, 2026 and 2027, and performance-based vesting only if designated corporate goals are met.
- Lapse of forfeiture on third one-third of an award of RSUs from a grant made on February 8, 2021.
- Lapse of forfeiture restrictions on third one-third of a PRSU award granted on February 8, 2021, upon the achievement of time and performance goals.
- Lapse of forfeiture restrictions on the second one-third of a RSU award granted on February 4, 2022. Forfeiture restrictions will lapse on the remaining RSUs on February 4, 2025, 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 Plan and the Reporting Person's Employment Agreement.
- Lapse of forfeiture restrictions on the second one-third of a PRSU award granted on February 4, 2022 upon the achievement of time and performance goals. Forfeiture restrictions will lapse on the remaining PRSUs on February 4, 2025, 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 3, 2023. Forfeiture restrictions will lapse on the remaining RSUs on each of February 4, 2025 and 2026, 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 Plan and the Reporting Person's Employment Agreement.

12. Lapse of forfeiture restrictions on the first one-third of one-half of a PRSU award granted on February 3, 2023. One-half of the PRSUs were forfeited upon failure to achieve one of two performance goals. The remaining earned PRSUs will vest on each of February 4, 2025 and 2026, 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 Plan and the Reporting Person's Employment Agreement.

/s/ Joshua Weingard as attorney-
in-fact for Shameze Rampertab 02/06/2024

** 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.