

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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 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>Shameze Rampertab</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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/22/2024</u>	
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	08/22/2024		D		595,372	D	(1)(2)	0	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 <sup>(3)</sup>	\$0.26	08/22/2024		D			396,800	(3)	(3)	Common Stock	396,800	\$0	0	D	
Restricted Stock Units <sup>(4)(6)</sup>	\$0	08/22/2024		D			116,666	(6)	(6)	Common Stock	116,666	\$0	0	D	
Restricted Stock Units <sup>(4)(6)</sup>	\$0	08/22/2024		D			62,417	(6)	(6)	Common Stock	62,417	\$0	0	D	
Restricted Stock Units <sup>(5)(6)</sup>	\$0	08/22/2024		D			330,300	(6)	(6)	Common Stock	330,300	\$0	0	D	
Restricted Stock Units <sup>(4)(6)</sup>	\$0	08/22/2024		D			660,600	(6)	(6)	Common Stock	660,600	\$0	0	D	

**Explanation of Responses:**

- The reported securities were disposed of pursuant to the terms of an Agreement and Plan of Merger (the "Merger Agreement"), dated as of June 6, 2024, by and among Asensus Surgical, Inc., a Delaware corporation ("Asensus"), KARL STORZ Endoscopy-America, Inc., a California corporation ("Parent"), and Karl Storz California Inc., a California corporation ("Merger Sub"), pursuant to which Merger Sub merged with and into Asensus with Asensus as the surviving corporation of the merger (the "Merger"). Upon the effective time of the Merger, the reporting person received \$0.35 in cash, without interest and less applicable withholding taxes for each share of common stock.
- The reported securities include 179,084 shares of common stock issued upon the acceleration and vesting of performance-based restricted stock units.
- Upon the closing of the Merger, these equity awards are cancelled and converted into the contingent right to receive a cash payment of \$0.09 per underlying share of common stock only upon satisfaction of all vesting conditions.
- Each restricted stock unit ("RSU") represents the right to receive one share of the Registrant's common stock.
- Each performance-based restricted stock unit ("PRSU") represents the right to receive one share of the Registrant's common stock.
- Upon the closing of the Merger, these equity awards are cancelled and converted into the contingent right to receive a cash payment of \$0.35 per underlying share of common stock only upon satisfaction of all vesting conditions.

/s/ Joshua Weingard as attorney-in-fact for Shameze Rampertab 08/22/2024

\*\* 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.