

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>HSIAO JANE PH D</u>  (Last) (First) (Middle) <u>4400 BISCAYNE BLVD</u>  (Street) <u>MIAMI FL 33137</u>  (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  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/30/2021</u>	
	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  Form filed by More than One Reporting Person		

**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	07/01/2021		A		29,231 <sup>(1)(2)</sup>	A	\$0.00 <sup>(1)</sup>	336,895	D	
Common Stock								96,746	I	Hsu Gamma Investments, L.P. <sup>(3)</sup>

**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
Stock Option <sup>(4)</sup>	\$3.17	06/30/2021		A		3,748		12/31/2021 <sup>(5)</sup>	06/30/2028	Common Stock	3,748	\$0.00	3,748	D	

**Explanation of Responses:**

- Represents restricted stock units ("RSUs"). Each RSU represents the right to receive one share of the Registrant's common stock.
- Forfeiture restrictions will lapse on the RSUs on the first anniversary of the date of grant, provided that if the date of the 2022 annual meeting of stockholders is earlier, the restrictions will lapse on the date of the annual meeting.
- The Reporting Person is the general partner of Hsu Gama Investments, LP.
- Represents an equity award issued under the Registrant's Amended and Restated Incentive Compensation Plan in lieu of an annual cash retainer, paid quarterly in arrears for the quarter ended June 30, 2021.
- The award is fully exercisable six months after the grant date, subject to earlier acceleration as approved by the Board of Directors.

**Remarks:**

/s/ Joshua Weingard, as attorney-in-fact for Jane H. Hsiao 07/02/2021

\*\* 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.