

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

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

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) 06/08/2021	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/08/2021		M		550,000	A	\$0.00 ⁽⁴⁾	685,126	D	
Common Stock	06/08/2021		F ⁽²⁾		245,850	D	\$3.37	439,276	D	
Common Stock	06/08/2021		S		2,112.1	D	\$3.51 ⁽³⁾	437,163.9	D	
Common Stock	06/09/2021		M		183,338	A	\$0.82	620,501.9	D	
Common Stock	06/09/2021		S		183,338	D	\$3.1 ⁽⁴⁾	437,163.9	D	
Common Stock	06/09/2021		S		112,343.6	D	\$3.1 ⁽⁴⁾	324,820.3 ⁽⁵⁾	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				
Restricted Stock Units ⁽⁶⁾	\$0.00	06/08/2021		M			550,000	(7)	(7)	Common Stock	550,000	\$0.00	0	D	
Stock Option	\$0.82	06/09/2021		M			183,338	06/08/2021	06/08/2027	Common Stock	183,338	\$0.00	366,662	D	

Explanation of Responses:

- Lapse of forfeiture restrictions on one grant of restricted stock units ("RSUs") awarded on June 8, 2020.
- 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.
- The sale price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.50 to \$3.525 inclusive. The reporting person undertakes to provide to Asensus Surgical, Inc., any security holder of Asensus Surgical, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote to this Form 4.
- The sale price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.0 to \$3.19 inclusive. The reporting person undertakes to provide to Asensus Surgical, Inc., any security holder of Asensus Surgical, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote to this Form 4.
- Prior to the transactions reported on this Form 4 the reporting person owned 135,126 shares of the Company's common stock. Following the vesting and sale transactions reported on this Form 4, the reporting person increased his ownership of the Company's common stock by approximately 190,000 shares. The reporting person also holds stock options to acquire 575,269 shares of common stock, of which approximately 31% are vested, and restricted stock units representing an additional 278,206 shares of common stock subject to forfeiture restrictions.
- Each RSU represents the right to receive one share of the Registrant's common stock.
- Lapse of forfeiture restrictions on the 550,000 RSUs from this grant made on June 8, 2020.

Remarks:

/s/ Joshua Weingard, as attorney in fact for Anthony Fernando 06/10/2021

** 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.