

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

| OMB APPROVAL | |
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|---|--|---|--|
| 1. Name and Address of Reporting Person* <u>Szwarcberg Javier B.</u> _____ (Last) (First) (Middle) 2001 JUNIPERO SERRA BOULEVARD, SUITE 640 _____ (Street) DALY CA 94014 CITY (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2022 | 3. Issuer Name and Ticker or Trading Symbol <u>SPRUCE BIOSCIENCES, INC.</u> [SPRB] | |
| | | 4. 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) Chief Executive Officer | 5. 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 |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|--|--|---|
| | Date Exercisable | Expiration Date | | | | |
| Employee Stock Option (right to buy) | (1) | 01/03/2032 | Common Stock | 750,000 | 4.59 | D |
| Employee Stock Option (right to buy) | (2) | 01/03/2032 | Common Stock | 250,000 | 4.59 | D |

Explanation of Responses:

- The shares subject to the stock option vest over a four-year period commencing January 3, 2022, with 1/4th of the shares vesting on January 3, 2023 and 1/36th of the remaining shares vesting on a monthly basis, subject to Reporting Person's Continuous Service (as defined in the Issuer's 2020 Equity Incentive Plan). The option was granted on January 3, 2022.
- The shares vest upon the achievement of specified performance goals, subject to the Reporting Person's Continuous Service (as defined in the Issuer's 2020 Equity Incentive Plan). The option was granted on January 3, 2022.

Remarks:

/s/ Javier B. Szwarcberg 01/10/2022

** 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 5 (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.