

**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

|  |   |   |   |
|--|---|---|---|
| 1. Name and Address of Reporting Person*<br><u>Omega Fund VI, L.P.</u><br><hr/> (Last) (First) (Middle)<br>888 BOYLSTON ST., SUITE 1111<br><hr/> (Street)<br>BOSTON MA 02199<br><hr/> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year)<br>10/08/2020 | 3. Issuer Name and Ticker or Trading Symbol<br><u>SPRUCE BIOSCIENCES, INC.</u> [ <u>SPRB</u> ]  |   |
|  |   | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) | 5. If Amendment, Date of Original Filed (Month/Day/Year)<br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br>Form filed by One Reporting Person<br><input checked="" 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 | Title   | Amount or Number of Shares |  |  |   |
| Series B Preferred Stock                   | (1)  | (1)             | Common Stock  | 1,911,022 <sup>(2)</sup>   | (1)  | D <sup>(3)</sup>   |   |

1. Name and Address of Reporting Person\*  
Omega Fund VI, L.P.  


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 (Last) (First) (Middle)  
 888 BOYLSTON ST., SUITE 1111  


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 (Street)  
 BOSTON MA 02199  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Omega Fund VI GP Manager, Ltd.  


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 (Last) (First) (Middle)  
 888 BOYLSTON ST., SUITE 1111  


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 (Street)  
 BOSTON MA 02199  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Omega Fund VI GP, L.P.  


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 (Last) (First) (Middle)  
 888 BOYLSTON ST., SUITE 1111

|          |         |       |
|----------|---------|-------|
| (Street) |         |       |
| BOSTON   | MA      | 02199 |
| (City)   | (State) | (Zip) |

**Explanation of Responses:**

1. The shares of Series B Preferred Stock ("Series B Preferred") have no expiration date and are convertible at any time at the election of the holder without payment of further consideration. Each share of Series B Preferred will automatically convert into 0.152881822351322 shares of Common Stock upon the closing of the Issuer's initial public offering.
2. Share numbers give effect to the reverse split of each share of the Issuer's Common Stock into 0.152881822351322 shares of Common Stock effected on October 2, 2020, which will be effective for the Preferred Stock upon its conversion to Common Stock upon the closing of the Issuer's initial public offering.
3. The reported securities are beneficially owned by Omega Fund VI, L.P. ("Omega VI"). The reported securities may be deemed to be beneficially owned by each of Omega Fund VI GP, L.P. ("Omega VI GP"), as the general partner of Omega VI, and Omega Fund VI GP Manager, Ltd. ("Omega VI GP Manager"), as the general partner of Omega VI GP. Otello Stampacchia, Claudio Nessi and Anne-Mari Paster are all the shareholders and directors of Omega VI GP Manager and have shared voting and investment power over the shares held by Omega VI and, as a result, may each be deemed to beneficially own the reported securities. Ms. Dina Chaya Moghrabi, a Director of the Issuer, is an advisor at Omega Fund Management, LLC, an entity affiliated with Omega VI. Each of such individuals, together with Omega VI GP and Omega VI GP Manager and Ms. Moghrabi, disclaims beneficial ownership of the shares held by Omega VI.

**Remarks:**

Omega Fund VI, L.P., by  
Omega Fund VI GP, L.P.,  
its general partner, by  
Omega Fund VI GP      10/08/2020  
Manager, Ltd., its general  
partner /s/ Anne-Mari  
Paster /s/ Claudio Nessi /s/  
Otello Stampacchia  
 \*\* Signature of Reporting      Date  
 Person

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.**