

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

**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>Gharib Samir M.</u>  (Last) (First) (Middle) 2001 JUNIPERO SERRA BOULEVARD, SUITE 640  (Street) DALY CITY CA 94014  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SPRUCE BIOSCIENCES, INC. [ SPRB ]</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) _____  <b>President &amp; CFO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 06/30/2022	
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	06/30/2022		M		37,500	A	(1)	41,132	D	
Common Stock	06/30/2022		A	V	5,446 <sup>(2)</sup>	A	\$1.479	46,578	D	
Common Stock	06/30/2022		F		12,968 <sup>(3)</sup>	D	\$1.74	33,610	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
Restricted Stock Units	(1)	06/30/2022		M			37,500	(4)	(4)	Common Stock	37,500	\$0.00	262,500 <sup>(5)</sup>	D	

**Explanation of Responses:**

- Each restricted stock unit ("RSU") represents a contingent right to receive one share of SPRB common stock.
- Shares acquired by the Reporting Person pursuant to the Issuer's 2020 Employee Stock Purchase Plan in a transaction that was exempt under both Rule 16b-3(d) and Rule 16b-3(c). The Reporting Person acquired the maximum shares allowable pursuant to Section 423 of the Internal Revenue Code.
- Represents shares withheld by the Issuer to satisfy a tax obligation realized by the Reporting Person upon the vesting and settlement of RSUs.
- On December 16, 2021, the Reporting Person was granted 150,000 time-based RSUs. 25% of the RSUs vested on June 30, 2022, 25% shall vest on December 31, 2022 and 50% shall vest on June 30, 2023, subject to the Reporting Person's Continuous Service (as defined in the Issuer's 2020 Equity Incentive Plan). The Reporting Person was also granted 150,000 performance-based RSUs, which shall vest upon the achievement of specified performance goals.
- Represents the aggregate balances of 112,500 time-based RSUs and 150,000 performance-based RSUs.

**Remarks:**

/s/ Samir M. Gharib

07/05/2022

\*\* 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 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.