

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>O'Donnell Niall</u> <hr/> (Last) (First) (Middle) C/O RIVERVEST VENTURE FUNDS 101 S. HANLEY RD., STE. 1850 <hr/> (Street) ST. LOUIS MO 63105 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/08/2020	3. Issuer Name and Ticker or Trading Symbol <u>SPRUCE BIOSCIENCES, INC.</u> [<u>SPRB</u>]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	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	Title	Amount or Number of Shares			
Series B Preferred Stock	(1)	(1)	Common Stock	445,905 ⁽²⁾	(1)	I	By RiverVest Venture Fund IV, L.P. ⁽³⁾

Explanation of Responses:

- 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.
- 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.
- RiverVest Venture Partners IV, L.P. is the general partner of RiverVest Venture Fund IV, L.P. The Reporting Person is a manager of RiverVest Venture Partners IV, LLC, the sole general partner of RiverVest Venture Partners IV, L.P., and as a result may be deemed to share dispositive voting and investment power with respect to the shares held by RiverVest Venture Partners IV, L.P. The Reporting Person disclaims beneficial ownership of all shares held by RiverVest Venture Partners IV, L.P. except to the extent of his pecuniary interests therein.

Remarks:

/s/ Samir Gharib,
Attorney-in-Fact

10/08/2020

** 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Richard King and Samir Gharib, or any of them signing singly, and with full power of substitution, the undersigneds true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigneds capacity as an officer, director and/or more than 10% stockholder of Spruce Biosciences, Inc. (the Company), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934

and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary

or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any

amendment or amendments thereto, and timely file such form with the SEC and any stock

exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the

opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally

required by, the undersigned, it being understood that the documents executed by such

attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in

such form and shall contain such terms and conditions as such attorney-in-fact may approve

in such attorney-in-facts discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and

perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of

any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or

could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming

all that such attorney-in-fact, or such attorney-in-facts substitute or substitutes, shall lawfully do or cause to

be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned

acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the

undersigned, are not assuming, nor is the Company assuming, any of the undersigneds responsibilities to

comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required

to file Forms 3, 4, and 5 with respect to the undersigneds holdings of and transactions in securities issued by

the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing

attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of

September 25, 2020.

/s/ Niall O Donnell