

OMB APPROVAL	
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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>Omega Fund VI, L.P.</u> (Last) (First) (Middle) 888 BOYLSTON ST., SUITE 1111 (Street) BOSTON MA 02199 (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 Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Former 10% Owner
	3. Date of Earliest Transaction (Month/Day/Year) 10/14/2020	
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 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	10/14/2020		C		1,911,022	A	(1)	1,911,022	D(2)	
Common Stock	10/14/2020		p(3)		250,000	A	\$15	2,161,022	D(2)	

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				
Series B Preferred Stock	(1)	10/14/2020		C			12,500,000	(1)	(1)	Common Stock	1,911,022(1)	\$0.00	0	D(2)	

1. Name and Address of Reporting Person* <u>Omega Fund VI, L.P.</u> (Last) (First) (Middle) 888 BOYLSTON ST., SUITE 1111 (Street) BOSTON MA 02199 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Omega Fund VI GP Manager, Ltd.</u> (Last) (First) (Middle) 888 BOYLSTON ST., SUITE 1111 (Street) BOSTON MA 02199 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Omega Fund VI GP, L.P.</u> (Last) (First) (Middle) 888 BOYLSTON ST., SUITE 1111 (Street) BOSTON MA 02199 (City) (State) (Zip)

Explanation of Responses:

- Each share of Series B Preferred Stock automatically converted into 0.152881822351322 shares of the Issuer's common stock upon the closing of the Issuer's initial public offering on October 14, 2020 (on an adjusted basis, after giving effect to the 1-for-6.541 reverse stock split of the common stock effected by the Issuer on October 2, 2020) The shares have no expiration date.
- 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 Stampecchia, 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.

3. The shares were purchased in the Issuer's initial public offering.

Remarks:

Omega Fund VI, L.P., by Omega Fund VI GP, L.P., its general partner, by Omega Fund VI GP Manager, Ltd., its general partner /s/ Anne-Mari Paster /s/ Claudio Nessi /s/ Otello Stampecchia 10/16/2020

** 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 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.