The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM D

Notice of Exempt Offering of Securities

# OMB APPROVAL OMB 3235-Number: 0076 Estimated average burden hours per 4.00 response:

1. Issuer's Identity

CIK (Filer I	D Number)	Previous Names	X None		Entity Type
0001683553		rumes		r	Corporation
Name of	Issuer			2	Limited Partnership
SPRUCE BIOSCIEN					Limited Liability Company
Jurisdic					General Partnership
Incorporation/	Organization				Business Trust
DELAWARE					Other (Specify)
Year of Inco	rporation/Organiz	zation			
X Over Five Years A	go				
Within Last Five Y	ears (Specify Year)	)			
Yet to Be Formed					
2. Principal Place of B	ousiness and Contac	ct Information			
	Name of Issuer				
SPRUCE BIOSCIEN	CES, INC.				
	treet Address 1			Street A	ldress 2
611 Gateway Bouleva					
City		vince/Country			Phone Number of Issuer
South San Francisco	CALIFORM	NIA	94080		(415) 655-4168
3. Related Persons					
Last Na	me	Firs	st Name		Middle Name
Szwarcberg		vier			
Street Add			Address 2		
c/o Spruce Bioscience	es, Inc. 61	-	ulevard, Suite 740	1	
City			vince/Country		ZIP/PostalCode
South San Francisco	C.	ALIFORNIA		94080	
<b>Relationship:</b> X Exe	cutive Officer X Di	irector Promo	ter		
Clarification of Respo	nse (if Necessary):				
Last Na	me	Firs	st Name		Middle Name
Muralidhar	Ba	ali			
Street Add	ress 1	Street	Address 2		
c/o Spruce Bioscience	es, Inc. 61	11 Gateway Bou	ulevard, Suite 740	1	
City		State/Prov	vince/Country		ZIP/PostalCode
South San Francisco	C.	ALIFORNIA		94080	
Relationship: Exec	utive Officer X Di	rector Promot	er		

Clarification of Response (if Necessary):

Street Address 1Street Address 2Street Address 2Street Address 3Street Address 2Street Address 1Street Address 2Middle NameSouth San FranciscoCALIFORNIA94000ZIP/PostalCodeStreet Address 1Street Address 2Street Address 1Street Address 2Street Address 1Street Address 2Street Address 2Street Address 2Street Address 1Street Address 2Street Address 2<	Last Name	First Name	Middle Name
bio Spruce Biosciences, Inc. 611 Gateway Boulevard, Suite 740 City State/Province/Country Promoter State/Province/Country Promoter Clatification of Response (if Necessary):   Last Name First Name Middle Name   Spiegleman Daniel Daniel   Street Address 1 Street Address 2 City State/Province/Country ZIP/PostalCode   South San Prancisco CALLFORNIA 94080 Particle Province/Country ZIP/PostalCode   South San Prancisco CALLFORNIA 94080 Particle Province/Country ZIP/PostalCode   South San Prancisco CALLFORNIA 94080 Particle Province/Country ZIP/PostalCode   South San Prancisco CALLFORNIA 94080   Street Address 1<	Chaya	Dina	
CityStateStateZTP/PostalCodeSouth San FranciscoCALLFORNIA94080Relationship:Executive Officer X Director PromoterElatification of Response (if Necessary):Last NameFirst NameMiddle NameSprige Biosciences, Inc.611 Gareway Boulevard, Suite 740ZTP/PostalCodeCotyStatee Province/CountryZTP/PostalCodeSouth San FranciscoCALLFORNIA94080Relationship:Executive Officer X DirectorPromoterClarification of Response (if Necessary):Errst NameMiddle NameCast NameFirst NameMiddle NameGreyMichaelStreet Address 2Co's Spruce Biosciences, Inc.611 Gareway Boulevard, Suite 740ZIP/PostalCodeCast NameFirst NameMiddle NameGreyMichaelStreet Address 2South San FranciscoCALLFORNIA94080Relationship: X Executive Officer X DirectorPromoterClarification of Response (if Necessary):Street Address 2Co's Spruce Biosciences, Inc.611 Gateway Boulevard, Suite 740CanillaSimpsonStreet Address 2Co's Spruce Biosciences, Inc.611 Gateway Boulevard, Suite 740CutyState/Trovince/CountryZIP/PostalCodeCanillaSimpsonStreet Address 2Co's Spruce Biosciences, Inc.611 Gateway Boulevard, Suite 740CutyState/Trovince/CountryZIP/PostalCodeSouth San FranciscoCALLFORNIA94080Relationship: Executive Offic	Street Address 1	Street Address 2	
South San Francisco CALIFORNIA 94080 Relationship: Executive Officer X Director Promoter Clarification of Response (if Necessary):  Last Name First Name Middle Name Crity State/Province/Country 2119/PostalCode City CALIFORNIA 94080 Relationship: Executive Officer X Director Promoter Clarification of Response (if Necessary):  Last Name First Name Middle Name Grey Michael Street Address 1 Street Address 2 Col Spruce Biosciences, Inc. 0.11 Gateway Boilevard, Suite 740 City State/Province/Country 2119/PostalCode City State/Province/Country 2119/Pos	c/o Spruce Biosciences, Inc.	611 Gateway Boulevard, Suite 740	
Relationship:     Executive Officer X Director     Promoter       Clarification of Response (if Necessary): <ul> <li>Last Name</li> <li>Street Address 1</li> <li>Street Address 2</li> <li>Co Spruce Biosciences, Inc.</li> <li>G11 Gateway Boulevand, Suite 740</li> <li>City</li> <li>Stared Province/Country</li> <li>Street Address 1</li> <li>Street Address 2</li> <li>Co Spruce Biosciences, Inc.</li> <li>G11 Gateway Boulevand, Suite 740</li> <li>City</li> <li>Stared/Province/Country</li> <li>Street Address 1</li> <li>Street Address 2</li> <li>Co Spruce Biosciences, Inc.</li> <li>G11 Gateway Boulevand, Suite 740</li> <li>City</li> <li>Street Address 2</li> <li>Co Spruce Biosciences, Inc.</li> <li>G11 Gateway Boulevand, Suite 740</li> <li>City</li> <li>Stared/Province/Country</li> <li>Street Address 1</li> <li>Street Address 2</li> <li>Co Spruce Biosciences, Inc.</li> <li>G11 Gateway Boulevand, Suite 740</li> <li>City</li> <li>Stared/Province/Country</li> <li>Street Address 1</li> <li>Street Address 2</li> <li>Co Spruce Biosciences, Inc.</li> <li>G11 Gateway Boulevand, Suite 740</li> <li>City</li> <li>Street Address 2</li> <li>Co Spruce Biosciences, Inc.</li> <li>G11 Gateway Boulevand, Suite 740</li> <li>City</li> <li>Street Address 2</li> <li>Co Spruce Biosciences, Inc.</li> <li>G11 Gateway Boulevand, Suite 740</li> <li>City</li> <li>Street Address 2</li> <li>Co Spruce Biosciences, Inc.</li> <li>G11 Gateway Bo</li></ul>	City	State/Province/Country	ZIP/PostalCode
Last Name First Name Middle Name Street Address I Street Address 2 Cro Spruce Biosciences, Inc. 011 Gateway Boulevard, Suite 740 City State/Province/Country 94080 Last Name First Name Middle Name Street Address I Street Address 2 Cro Spruce Biosciences, Inc. 011 Gateway Boulevard, Suite 740 City State/Province/Country State 740 City State/Province/Country	South San Francisco	CALIFORNIA	94080
Last Name     First Name     Middle Name       Spiegelman     Daniel     Street Address 1     Street Address 2       Store Biosciences, Inc.     611 Gateway Boulevard, Suite 740     ZIP/PostalCode       South San Francisco     CALIFORNIA     94080       Relationship:     Executive Officer X Director     Promoter       Clarification of Response (if Necessary):     Image: Comparison of Comparison of Response (if Necessary):     Middle Name       Core Direction of Response, IC     G11 Gateway Boulevard, Suite 740     ZIP/PostalCode       Street Address 1     Street Address 2     Street Address 1       Street Address 1     Street Address 2     Street Address 1       Street Address 1     Street Address 2     Street Address 2       Core Direction of Response (if Necessary):     Street Address 1     Street Address 2       Street Address 1     Street Address 2     Street Address 2       Core Spruce Biosciences, Inc.     611 Gateway Boulevard, Suite 740     ZIP/PostalCode       Street Address 1     Street Address 2     Street Address 1     Street Address 2       Core Spruce Biosciences, Inc.     611 Gateway Boulevard, Suite 740     ZIP/PostalCode       Street Address 1     Street Address 2     Street Address 1     Street Address 2       Core Spruce Biosciences, Inc.     611 Gateway Boulevard, Suite 740     ZIP/PostalCode <td><b>Relationship:</b> Executive Office</td> <td>r X Director Promoter</td> <td></td>	<b>Relationship:</b> Executive Office	r X Director Promoter	
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Street Address 1     Street Address 2       cho Spruce Biosciences, Inc.     611 Gateway Boulevard, Suite 740       South San Francisco     CALIFORNIA     94080       Relationship:     Executive Officer X Director     Promoter       Clarification of Response (if Necessary):     Middle Name     Image: Comparison of	Last Name	First Name	Middle Name
Street Address 1     Street Address 2       Co Spruce Biosciences, Inc.     G11 Gateway Boolevard, Suite 740     YP/PostalCode       South San Francisco     CALIFORNIA     94080       Relationship:     Executive Officer X Director     Promoter       Last Name     First Name     Middle Name       Grey     Michael     XIP/PostalCode       Street Address 1     611 Gateway Boulevard, Suite 740     ZIP/PostalCode       Co Spruce Biosciences, Inc.     611 Gateway Boulevard, Suite 740     YIP/PostalCode       Co Spruce Biosciences, Inc.     611 Gateway Boulevard, Suite 740     YIP/PostalCode       Street Address 1     Street Address 2     YIP/PostalCode       Co Spruce Biosciences, Inc.     611 Gateway Boulevard, Suite 740     YIP/PostalCode       Camilla     Simpson     XIP/PostalCode       Street Address 1     Street Address 2     YIP/PostalCode       Co Spruce Biosciences, Inc.     611 Gateway Boulevard, Suite 740     ZIP/PostalCode       Street Address 1     Street Address 2     YIP/PostalCode       Co Spruce Biosciences, Inc.     611 Gateway Boulevard, Suite 740     ZIP/PostalCode       Street Address 1     Street Address 2     YIP/PostalCode       Co Spruce Biosciences, Inc.     611 Gateway Boulevard, Suite 740     ZIP/PostalCode       Street Address 1     Street Address 2     YIP	Spiegelman	Daniel	
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Clarification of Response (if Necessary):       Last Name     First Name     Middle Name       Grey     Michael     Street Address 1     Street Address 2       Street Address 1     Street Address 2     Co Sprace Biosciences, Inc.     611 Gateway Boulevard, Suite 740       City     State/Province/Country     ZIP/PostalCode       South San Francisco     CALLFORNIA     94080       Relationship: X Executive Officer X Director     Promoter       Clarification of Response (if Necessary):     Middle Name       Last Name     First Name     Middle Name       Carrification of Response (if Necessary):     Street Address 2     ZIP/PostalCode       Co Sprace Biosciences, Inc.     611 Gateway Boulevard, Suite 740     ZIP/PostalCode       South San Francisco     CALLFORNIA     94080       Relationship:     Executive Officer X Director     Promoter       Clarification of Response (if Necessary):     ZIP/PostalCode       South San Francisco     CALLFORNIA     94080       Relationship:     Executive Officer X Director     Promoter       Clarification of Response (if Necessary):     ZIP/PostalCode       South San Francisco     CALLFORNIA     94080       Street Address 1     Street Address 2     Zip/PostalCode       South San Francisco     CALLFORNIA     94080       Relationship: <td< td=""><td>South San Francisco</td><td></td><td>94080</td></td<>	South San Francisco		94080
Clarification of Response (if Necessary):       Last Name     First Name     Middle Name       Grey     Michael     Street Address 1     Street Address 2       Street Address 1     Street Address 2     Co Sprace Biosciences, Inc.     611 Gateway Boulevard, Suite 740       City     State/Province/Country     ZIP/PostalCode       South San Francisco     CALLFORNIA     94080       Relationship: X Executive Officer X Director     Promoter       Clarification of Response (if Necessary):     Middle Name       Last Name     First Name     Middle Name       Carrification of Response (if Necessary):     Street Address 2     ZIP/PostalCode       Co Sprace Biosciences, Inc.     611 Gateway Boulevard, Suite 740     ZIP/PostalCode       South San Francisco     CALLFORNIA     94080       Relationship:     Executive Officer X Director     Promoter       Clarification of Response (if Necessary):     ZIP/PostalCode       South San Francisco     CALLFORNIA     94080       Relationship:     Executive Officer X Director     Promoter       Clarification of Response (if Necessary):     ZIP/PostalCode       South San Francisco     CALLFORNIA     94080       Street Address 1     Street Address 2     Zip/PostalCode       South San Francisco     CALLFORNIA     94080       Relationship: <td< td=""><td><b>Relationship:</b> Executive Office</td><td>r X Director Promoter</td><td></td></td<>	<b>Relationship:</b> Executive Office	r X Director Promoter	
Grey     Michael       Street Address 1     Street Address 2       (o' Spruce Biosciences, Inc.     611 Gateway Boulevard, Suite 740     ZIP/PostalCode       South San Francisco     CALIFORNIA     94080       Relationship: X Executive Officer X Director     Promoter     Time       Clarification of Response (if Necessary):     First Name     Middle Name       Camilla     Street Address 2     Street Address 2     ZIP/PostalCode       Co's Spruce Biosciences, Inc.     611 Gateway Boulevard, Suite 740     ZIP/PostalCode       Co's Spruce Biosciences, Inc.     611 Gateway Boulevard, Suite 740     ZIP/PostalCode       Street Address 1     Street Address 2     ZIP/PostalCode       Co's Spruce Biosciences, Inc.     611 Gateway Boulevard, Suite 740     ZIP/PostalCode       Street Address 1     Street Address 2     ZIP/PostalCode       Co's Spruce Biosciences, Inc.     611 Gateway Boulevard, Suite 740     ZIP/PostalCode       Street Address 1     Street Address 2     ZIP/PostalCode       Street Address 1     Street Address 2     ZIP/PostalCode       South San Francisco     CALIFORNIA     94080       Relationship:     Executive Officer X     Promore       City     Street Address 2     ZIP/PostalCode       South San Francisco     CALIFORNIA     94080       Relationship	_		
Grey     Michael       Street Address 1     Street Address 2       C/o Spuce Biosciences, Inc.     611 Gateway Boulevard, Suite 740     ZIP/PostalCode       South San Francisco     CALIFORNIA     94080       Relationship: X Executive Officer X Director     Promoter     Time Promoter       Clarification of Response (if Necessar):     First Name     Middle Name       Camilla     Simpson     ZIP/PostalCode       Street Address 1     Street Address 2     ZIP/PostalCode       C/o Spruce Biosciences, Inc.     611 Gateway Boulevard, Suite 740     ZIP/PostalCode       Street Address 1     Street Address 2     ZIP/PostalCode       Co Spruce Biosciences, Inc.     611 Gateway Boulevard, Suite 740     ZIP/PostalCode       State/Province/Country     ZIP/PostalCode     ZIP/PostalCode       Street Address 1     Time     Ying Street Address 2       C/o Spruce Biosciences, Inc.     611 Gateway Boulevard, Suite 740     ZIP/PostalCode       Relationship:     Executive Officer X Director     Promoter       Clarification of Response (if Necessar):     ZIP/PostalCode       Street Address 1     Street Address 2     ZIP/PostalCode       Street Address 1     First Name     Middle Name       Aparchi     Taw     Promoter     ZIP/PostalCode       Street Address 1     Street Address 2<	Last Name	First Name	Middle Name
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South San Francisco CALIFORNIA 94080 Relationship: X Executive Officer X Director Promoter Clarification of Response (if Necessary): Last Name First Name Middle Name Camilla Simpson Street Address 1 Street Address 2 c/o Spruce Biosciences, Inc. 611 Gateway Boulevard, Suite 740 City State/Province/Country ZIP/PostalCode South San Francisco CALIFORNIA 94080 Relationship: Executive Officer X Director Promoter Clarification of Response (if Necessary): Last Name First Name Middle Name Aynechi Tiba Street Address 1 Street Address 2 c/o Spruce Biosciences, Inc. 611 Gateway Boulevard, Suite 740 City State/Province/Country ZIP/PostalCode South San Francisco CALIFORNIA 94080 Relationship: Executive Officer X Director Promoter Clarification of Response (if Necessary): Last Name First Name Middle Name Aynechi Tiba Street Address 1 Street Address 2 c/o Spruce Biosciences, Inc. 611 Gateway Boulevard, Suite 740 City State/Province/Country ZIP/PostalCode South San Francisco CALIFORNIA 94080 Relationship: Executive Officer X Director Promoter Clarification of Response (if Necessary): Last Name First Name Middle Name Aynechi Tiba Street Address 1 Street Address 2 c/o Spruce Biosciences, Inc. 611 Gateway Boulevard, Suite 740 City State/Province/Country ZIP/PostalCode South San Francisco CALIFORNIA 94080 Relationship: Executive Officer X Director Promoter Clarification of Response (if Necessary): Last Name First Name Middle Name Mays Kirk Street Address 1 Street Address 2 c/o Spruce Biosciences, Inc. 611 Gateway Boulevard, Suite 740 City State/Province/Country ZIP/PostalCode	-	-	ZIP/PostalCode
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Clarification of Response (if Necessary):       Last Name     First Name     Middle Name       Camilla     Simpson     Street Address 1     Street Address 2       C/o Spruce Biosciences, Inc.     611 Gateway Boulevard, Suite 740     ZIP/PostalCode       City     State/Province/Country     ZIP/PostalCode       South San Francisco     CALIFORNIA     94080       Relationship:     Executive Officer X Director     Promoter       Clarification of Response (if Necessary):     Middle Name       Last Name     First Name     Middle Name       Aynechi     Tiba     Street Address 1     Street Address 2       C/o Spruce Biosciences, Inc.     611 Gateway Boulevard, Suite 740     ZIP/PostalCode       Street Address 1     Street Address 2     ZIP/PostalCode       C/o Spruce Biosciences, Inc.     611 Gateway Boulevard, Suite 740     ZIP/PostalCode       Suth San Francisco     CALIFORNIA     94080       Relationship:     Executive Officer X Director     Promoter       Clarification of Response (if Necessary):     ZIP/PostalCode     ZIP/PostalCode       Suter Address 1     Street Address 2     Middle Name       Relationship:     Executive Officer X Director     Promoter       Clarification of Response (if Necessary):     ZIP/PostalCode     ZIP/PostalCode       Street Address 1     Street Address	Relationshin · X Executive Office		
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civ     611 Gateway Boulevard, Suite 740     ZIP/PostalCode       Civ     State/Province/Country     94080       South San Francisco     CALIFORNIA     94080       Relationship:     Executive Officer X Director     Promoter       Clarification of Response (if Necessar)     Promoter     Middle Name       Aynechi     Tiba     Middle Name       Aynechi     Tiba     Street Address 1       Street Address 1     Street Address 2     ZIP/PostalCode       Civ     State/Province/Country     ZIP/PostalCode       South San Francisco     CALIFORNIA     94080       Relationship:     Executive Officer X Director     Promoter       Civ     Street Address 2     ZIP/PostalCode       Civ     State/Province/Country     ZIP/PostalCode       South San Francisco     CALIFORNIA     94080       Relationship:     Executive Officer X Director     Promoter       City     State/Province/Country     ZIP/PostalCode       Vary     Kirk     Middle Name       Ways     Kirk     Street Address 1       Street Address 1     Street Address 2       Cio Spruce Biosciences, Inc.     611 Gateway Boulevard, Suite 740       Civ     Street Address 1     Street Address 2       Cio Spruce Biosciences, Inc.     611 Gateway Boul	Camilla	-	
CityState/Province/CountryZIP/PostalCodeSouth San FranciscoCALIFORNIA94080Relationship:Executive Officer X DirectorPromoterClarification of Response (if Necessary):Middle NameMiddle Street Address 1Street Address 2C/o Spruce Biosciences, Inc.611 Gateway Boulevard, Suite 740CityState/Province/CountryZIP/PostalCodeSouth San FranciscoCALIFORNIA94080Relationship:Executive Officer X DirectorPromoterCityState/Province/CountryZIP/PostalCodeSouth San FranciscoCALIFORNIA94080Relationship:Executive Officer X DirectorPromoterClarification of Response (if Necessary):Middle NameKirkStreet Address 1Street Address 2Co Spruce Biosciences, Inc.first NameMiddle NameWaysKirkStreet Address 2Co Spruce Biosciences, Inc.611 Gateway Boulevard, Suite 740CityStreet Address 2Co Spruce Biosciences, Inc.611 Gateway Boulevard, Suite 740CityState/Province/CountryZIP/PostalCode			
South San Francisco CALIFORNIA 94080 Relationship: Executive Officer X Director Promoter Clarification of Response (if Necessary): Last Name First Name Middle Name Aynechi Tiba Street Address 1 Street Address 2 c/o Spruce Biosciences, Inc. 611 Gateway Boulevard, Suite 740 City State/Province/Country ZIP/PostalCode South San Francisco CALIFORNIA 94080 Relationship: Executive Officer X Director Promoter Clarification of Response (if Necessary): Last Name First Name Middle Name Ways Kirk Street Address 1 Street Address 2 c/o Spruce Biosciences, Inc. 611 Gateway Boulevard, Suite 740 Clarification of Response (if Necessary): Last Name First Name Middle Name Ways Kirk Street Address 1 Street Address 2 c/o Spruce Biosciences, Inc. 611 Gateway Boulevard, Suite 740 City State/Province/Country ZIP/PostalCode	-	0	
Relationship: Executive Officer X Director Promoter         Clarification of Response (if Necessary):         Middle Name         Middle Name         Aynechi       Tiba         Street Address 1       Street Address 2         c/o Spruce Biosciences, Inc.       611 Gateway Boulevard, Suite 740       ZIP/PostalCode         Oity       State/Province/Country       ZIP/PostalCode         South San Francisco       CALIFORNIA       94080         Relationship:       Executive Officer X Director       Promoter         Clarification of Response (if Necessary):         Last Name       First Name       Middle Name         Ways       Kirk       Street Address 1       Street Address 2         c/o Spruce Biosciences, Inc.       611 Gateway Boulevard, Suite 740       ZIP/PostalCode         Coord Street Address 1       Street Address 2         c/o Spruce Biosciences, Inc.       611 Gateway Boulevard, Suite 740         City       State/Province/Country       ZIP/PostalCode	5	-	
Last Name       First Name       Middle Name         Aynechi       Tiba       Street Address 1       Street Address 2         c/o Spruce Biosciences, Inc.       611 Gateway Boulevard, Suite 740       ZIP/PostalCode         City       State/Province/Country       ZIP/PostalCode         South San Francisco       CALIFORNIA       94080         Relationship:       Executive Officer X Director       Promoter         Clarification of Response (if Necessary):       Middle Name         Last Name       First Name       Middle Name         Ways       Kirk       Middle Name         Street Address 1       Street Address 2       Git Gateway Boulevard, Suite 740         Co Spruce Biosciences, Inc.       611 Gateway Boulevard, Suite 740       ZIP/PostalCode         City       State/Province/Country       ZIP/PostalCode			94080
Last NameFirst NameMiddle NameAynechiTibaStreet Address 1Street Address 2c/o Spruce Biosciences, Inc.611 Gateway Boulevard, Suite 740CityState/Province/CountryZIP/PostalCodeSouth San FranciscoCALIFORNIA94080Relationship:Executive Officer X DirectorPromoterClarification of Response (if Necessary):Last NameFirst NameMiddle NameWaysKirkStreet Address 1Street Address 2c/o Spruce Biosciences, Inc.611 Gateway Boulevard, Suite 740CityState/Province/CountryCityState/Province/CountryZIP/PostalCode	<b>Relationship:</b> Executive Office	r X Director Promoter	
AynechiTibaStreet Address 1Street Address 2c/o Spruce Biosciences, Inc.611 Gateway Boulevard, Suite 740CityState/Province/CountryCityState/Province/CountrySouth San FranciscoCALIFORNIASouth San FranciscoCALIFORNIARelationship:Executive Officer XDirect Address 1First NameKirkMiddle NameStreet Address 1Street Address 2c/o Spruce Biosciences, Inc.611 Gateway Boulevard, Suite 740LastStreet Address 1Street Address 1Street Address 2c/o Spruce Biosciences, Inc.611 Gateway Boulevard, Suite 740LastStreet Address 1Street Address 1Street Address 7Street Address 2Street Address 7Street Address 3Street Address 7Street Address 4Street Address 7Street Address 5Street Address 7Street Address 6Street Address 7Street Address 7Street Address 7Street Address 7	Clarification of Response (if Nece	ssary):	
Street Address 1Street Address 2c/o Spruce Biosciences, Inc.611 Gateway Boulevard, Suite 740CityState/Province/CountryZIP/PostalCodeSouth San FranciscoCALIFORNIA94080Relationship:Executive Officer X DirectorPromoterClarification of Response (if Necessary):Middle NameKirkStreet Address 1Street Address 2c/o Spruce Biosciences, Inc.611 Gateway Boulevard, Suite 740CityState/Province/CountryZIP/PostalCode			Middle Name
c/o Spruce Biosciences, Inc. 611 Gateway Boulevard, Suite 740   City State/Province/Country   South San Francisco CALIFORNIA   94080   Relationship: Executive Officer X Director   Promoter   Clarification of Response (if Necessary):   Last Name   Kirk   Street Address 1   Street Address 1   City   Street Address 1   Street Address 1   Street Address 1   City   State/Province/Country   ZIP/PostalCode	5		
CityState/Province/CountryZIP/PostalCodeSouth San FranciscoCALIFORNIA94080Relationship:Executive Officer X DirectorPromoterClarification of Response (if Necessary):			
South San FranciscoCALIFORNIA94080Relationship:Executive Officer X DirectorPromoterClarification of Response (if Necessary):Middle NameLast NameFirst NameMiddle NameWaysKirkStreet Address 1Street Address 2C/o Spruce Biosciences, Inc.611 Gateway Boulevard, Suite 740ZIP/PostalCode	-	-	
Relationship:       Executive Officer X Director       Promoter         Clarification of Response (if Necessary):	5	-	
Last Name       First Name       Middle Name         Ways       Kirk       Street Address 1       Street Address 2         c/o Spruce Biosciences, Inc.       611 Gateway Boulevard, Suite 740       ZIP/PostalCode	South San Francisco	CALIFORNIA	94080
Last NameFirst NameMiddle NameWaysKirkStreet Address 1Street Address 2c/o Spruce Biosciences, Inc.611 Gateway Boulevard, Suite 740CityState/Province/CountryZIP/PostalCode	<b>Relationship:</b> Executive Office	r X Director Promoter	
WaysKirkStreet Address 1Street Address 2c/o Spruce Biosciences, Inc.611 Gateway Boulevard, Suite 740CityState/Province/CountryZIP/PostalCode	Clarification of Response (if Nece	essary):	
Street Address 1Street Address 2c/o Spruce Biosciences, Inc.611 Gateway Boulevard, Suite 740CityState/Province/CountryZIP/PostalCode	Last Name	First Name	Middle Name
c/o Spruce Biosciences, Inc. 611 Gateway Boulevard, Suite 740 City State/Province/Country ZIP/PostalCode	Ways	Kirk	
City State/Province/Country ZIP/PostalCode	Street Address 1	Street Address 2	
	c/o Spruce Biosciences, Inc.	611 Gateway Boulevard, Suite 740	
South San Francisco CALIFORNIA 94080	City	State/Province/Country	ZIP/PostalCode
	South San Francisco	CALIFORNIA	94080

# Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Gharib	Samir	
Street Address 1	Street Address 2	
c/o Spruce Biosciences, Inc.	611 Gateway Boulevard, Suite 740	
City	State/Province/Country	ZIP/PostalCode
South San Francisco	CALIFORNIA	94080
<b>Relationship:</b> X Executive Officer	Director Promoter	

Clarification of Response (if Necessary):

Last Name	First Name		Middle Name
Charlton III	Ralph	William	
Street Address 1	Street Address 2		
c/o Spruce Biosciences, Inc.	611 Gateway Boulevard, Suite 740		
City	State/Province/Country		ZIP/PostalCode
South San Francisco	CALIFORNIA	94080	
<b>Relationship:</b> X Executive Officer	Director Promoter		

Clarification of Response (if Necessary):

## 4. Industry Group

Agriculture Banking & Financia Commercial Bank Insurance Investing Investment Bankin Pooled Investment Is the issuer regist an investment con the Investment Con Act of 1940?	ing ng t Fund ered as npany under	Health Care X Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals Other Health Care Manufacturing Real Estate Commercial	Retailing Restaurants Technology Computers Telecommunications Other Technology Travel Airlines & Airports Lodging & Conventions
Yes	No	Construction	Tourism & Travel Services
Other Banking &	Financial Services	<b>REITS &amp; Finance</b>	Other Travel
<b>Business Services</b>		Residential	Other
Energy		Other Real Estate	
Coal Mining			

### 5. Issuer Size

Oil & Gas

Other Energy

**Electric Utilities** 

Energy Conservation Environmental Services

<b>Revenue Range</b>	OR	Aggregate Net Asset Value Range
X No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 -		\$25,000,001 - \$50,000,000

\$25,000,000			
\$25,000,001 - \$100,000,000	\$50,000,001 - \$100,0	00,000	
Over \$100,000,000	Over \$100,000,000		
Decline to Disclose	Decline to Disclose		
Not Applicable	Not Applicable		
6. Federal Exemption(s) and Exclusion(s) Clair	ned (select all that apply	y)	
	Investment Comp	any Act Section 3(c)	
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1)	Section 3(c)(9)	
Rule 504 (b)(1)(i)	Section 3(c)(2)	Section 3(c)(10)	
Rule 504 (b)(1)(ii)	Section 3(c)(3)	Section 3(c)(11)	
Rule 504 (b)(1)(iii) X Rule 506(b)	Section 3(c)(4)	Section 3(c)(12)	
Rule 506(c)	Section 3(c)(5)	Section $3(c)(13)$	
Securities Act Section 4(a)(5)	Section 3(c)(6)	Section 3(c)(14)	
	Section 3(c)(7)		
7. Type of Filing			
X New Notice Date of First Sale 2023-02-16 Amendment	First Sale Yet to Occ	ur	
8. Duration of Offering			
Does the Issuer intend this offering to last more	e than one year? Yes	X No	
9. Type(s) of Securities Offered (select all that	apply)		
X Equity	Po	oled Investment Fund Interes	sts
Debt		nant-in-Common Securities	
X Option, Warrant or Other Right to Acquire A	Another Security Mi	neral Property Securities	
Security to be Acquired Upon Exercise of O Other Right to Acquire Security	ption, Warrant or X Otl	ner (describe)	
		y offering includes common non stock and pre-funded wa	
10. Business Combination Transaction			
Is this offering being made in connection with as a merger, acquisition or exchange offer?	a business combination	transaction, such Yes X	No
Clarification of Response (if Necessary):			
11. Minimum Investment			
Minimum investment accepted from any outsid	le investor \$0 USD		
12. Sales Compensation			
Recipient	Recipient C	CRD Number None	
SVB Securities LLC	39011		
(Associated) Broker or Dealer X None	Number	l) Broker or Dealer CRD	X None
None	None		

53 State Street, 40th Floor

**Street Address 1** 

Street Address 2

City	
CILY	

Boston

All

States

State(s) of Solicitation (select all that apply) Check "All States" or check individual States

X Foreign/non-US

MASSACHUSETTS

ZIP/Postal Code 02109

CALIFORNIA
ILLINOIS
MARYLAND
MASSACHUSETTS
MISSOURI
NEW YORK
PENNSYLVANIA

### 13. Offering and Sales Amounts

Total Offering Amount	\$53,615,720 USD	or	Indefinite
Total Amount Sold	\$53,615,720 USD		
Total Remaining to be Sold	\$0 USD	or	Indefinite

Clarification of Response (if Necessary):

### 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering. Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$2,437,603 USD	Estimate
Finders' Fees	\$0 USD	Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

### \$0 USD X Estimate

Clarification of Response (if Necessary):

The Company shall use the net proceeds of the sale of the securities for non-clinical and clinical development activities for its product candidate, pre-commercial activities and general corporate purposes.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

## Terms of Submission

In submitting this notice, each issuer named above is:

• Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to

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furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*

- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
SPRUCE BIOSCIENCES, INC.	/s/ Samir Gharib	Samir Gharib	President & CFO	2023-02-28

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.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.