

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>Gharib Samir M.</u> (Last) (First) (Middle) <u>C/O SPRUCE BIOSCIENCES, INC.</u> <u>611 GATEWAY BOULEVARD, SUITE 740</u> (Street) <u>SOUTH SAN FRANCISCO CA 94080</u> (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) <u>President & CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/30/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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	06/30/2023		A	V	10,484 ⁽¹⁾	A	\$0.9775	66,302	D	
Common Stock	06/30/2023		M		75,000	A	(2)	141,302	D	
Common Stock	06/30/2023		F		25,936 ⁽³⁾	D	\$2.15	115,366	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	(2)	06/30/2023		M			75,000	(4)	(4)	Common Stock	75,000	\$0.00	150,000 ⁽⁵⁾	D	

Explanation of Responses:

- 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).
- Each restricted stock unit ("RSU") represents a contingent right to receive one share of SPRB common stock.
- 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 each of June 30, 2022 and December 31, 2022 and 50% vested 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 on December 16, 2021, which shall vest upon the achievement of specified performance goals.
- Represents the aggregate balance of 150,000 performance-based RSUs.

Remarks:

/s/ Samir M. Gharib 07/05/2023
 ** 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.