

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Gharib Samir M.</u>			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) PRESIDENT AND CFO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/10/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O SPRUCE BIOSCIENCES, INC. 611 GATEWAY BOULEVARD, SUITE 740			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) SOUTH SAN FRANCISCO CA 94080								
(City)	(State)	(Zip)						

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	12/10/2024		M		154,000 ⁽¹⁾	A	\$0 ⁽²⁾	356,776	D	
Common Stock	12/10/2024		F		54,948 ⁽¹⁾	D	\$0.537	301,828	D	
Common Stock	12/16/2024		M		38,500 ⁽¹⁾	A	\$0 ⁽²⁾	340,328	D	
Common Stock	12/16/2024		F		13,737 ⁽¹⁾	D	\$0.3887	326,591	D	
Common Stock	12/16/2024		M		37,250 ⁽³⁾	A	\$0 ⁽²⁾	363,841	D	
Common Stock	12/16/2024		F		13,291 ⁽³⁾	D	\$0.3887	350,550	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	\$0 ⁽²⁾	12/10/2024		M			154,000	(1)	(1)	Common Stock	154,000	\$0	154,000	D	
Restricted Stock Units	\$0 ⁽²⁾	12/16/2024		M			38,500	(1)	(1)	Common Stock	38,500	\$0	115,500 ⁽⁴⁾	D	
Restricted Stock Units	\$0 ⁽²⁾	12/16/2024		M			37,250	(3)	(3)	Common Stock	37,250	\$0	74,500	D	

Explanation of Responses:

- On December 14, 2023, the Reporting Person was granted a total of 308,000 RSUs. 50% or 154,000 of the total RSUs are performance-based and since certain specified performance goals were met, they all vested on December 10, 2024. An additional 50% or 154,000 of the total RSUs are time-based. 25% of which vested on December 15, 2024, and in equal annual installments thereafter, subject to the Reporting Person's Continuous Service (as defined in the Issuer's 2020 Equity Incentive Plan). On December 15, 2024, 38,500 shares vested and 13,737 shares were withheld for taxes, resulting in a net issuance of 24,763 shares.
- Each RSU represents a contingent right to receive one share of SPRB common stock.
- On December 5, 2022, the Reporting Person was granted 149,000 time-based restricted stock units ("RSUs"), subject to a 4-year vesting schedule, with 25% of the total number of RSUs vested on December 15, 2023 (the "Annual Vesting Date") and 25% of the total number of RSUs to vest in annual installments on each anniversary of the Annual Vesting Date thereafter, subject to the Reporting Person's Continuous Service (as defined in the Issuer's 2020 Equity Incentive Plan). On December 15, 2024, 37,250 RSUs vested, with 13,291 shares being withheld for taxes, resulting in a net issuance of 23,959 shares.
- Represents the aggregate balance of time-based RSUs.

/s/ Samir Gharib

12/20/2024

** 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.