

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>RiverVest Venture Fund III, L.P.</u>  (Last) (First) (Middle) 101 S. HANLEY ROAD, SUITE 1850  (Street) ST. LOUIS MO 63105  (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)  Director <input checked="" type="checkbox"/> 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) Form filed by One Reporting Person <input checked="" 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)
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**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 A Preferred Stock	(1)	(1)	Common Stock	1,070,172 <sup>(2)</sup>	(1)	I	See footnote <sup>(3)(4)(5)</sup>
Series B Preferred Stock	(1)	(1)	Common Stock	828,109 <sup>(2)</sup>	(1)	I	See footnote <sup>(4)(5)(6)(7)</sup>

1. Name and Address of Reporting Person* <u>RiverVest Venture Fund III, L.P.</u>  (Last) (First) (Middle) 101 S. HANLEY ROAD, SUITE 1850  (Street) ST. LOUIS MO 63105  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>RiverVest Venture Fund III (Ohio), L.P.</u>  (Last) (First) (Middle) 101 S. HANLEY ROAD, SUITE 1850  (Street) ST. LOUIS MO 63105  (City) (State) (Zip)
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1. Name and Address of Reporting Person*
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**RiverVest Venture Fund IV, L.P.**

(Last) (First) (Middle)

101 S. HANLEY ROAD, SUITE 1850

(Street)

ST. LOUIS MO 63105

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Each share of Series A Preferred Stock and Series B Preferred Stock has no expiration date and are convertible at any time at the election of the holder without payment of further consideration. Each share of Series A Preferred Stock and Series B Preferred Stock will automatically convert into 0.152881822351322 shares of Common Stock upon the closing of the Issuer's initial public offering.
2. Share numbers (including those noted in the footnotes below) 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.
3. RiverVest Venture Fund III, L.P. ("RiverVest III") owns 1,016,236 shares of Series A Preferred Stock. RiverVest Venture Fund III (Ohio), L.P. ("RiverVest (Ohio) III") owns 53,936 shares of Series A Preferred Stock.
4. The shares held by RiverVest III are indirectly held by RiverVest Venture Partners III, L.P. ("RiverVest Partners III"), which is the general partner of RiverVest III. The shares held by RiverVest (Ohio) III are indirectly held by RiverVest Venture Partners III (Ohio), LLC ("RiverVest Partners (Ohio) III"), which is the general partner of RiverVest (Ohio) III. RiverVest Partners III is the sole member of RiverVest Partners (Ohio) III. RiverVest Venture Partners III, LLC is the general partner of RiverVest Partners III.
5. The individual managers of RiverVest Ventures Partners III, LLC are Thomas C. Melzer, Jay Schmelter and John P. McKearn, Ph.D. RiverVest Partners III, RiverVest Partners (Ohio) III, RiverVest Venture Partners III, LLC and each of the individual managers share voting and dispositive power with regard to the Issuer's securities directly held by RiverVest Venture Fund III, L.P. and RiverVest Venture Fund III (Ohio), L.P.
6. RiverVest III owns 362,941 shares of Series B Preferred Stock. RiverVest (Ohio) III owns 19,263 shares of Series B Preferred Stock. RiverVest Venture Fund IV, L.P. ("RiverVest IV") owns 445,905 shares of Series B Preferred Stock.
7. The shares held by RiverVest IV are indirectly held by RiverVest Venture Partners IV, L.P., its general partner ("RiverVest Partners IV"). RiverVest Venture Partners IV, LLC is the general partner of RiverVest Partners IV. The individual managers of RiverVest Ventures Partners IV, LLC are Jay Schmelter, John P. McKearn, Ph.D. and Niall O'Donnell, a member of the Issuer's board of directors. RiverVest Partners IV, RiverVest Venture Partners IV, LLC and each of the individual managers share voting and dispositive power with regard to the Company's securities directly held by RiverVest IV.

**Remarks:**

/s/ Jay Schmelter, Manager  
of RiverVest Venture 10/07/2020  
Partners III, LLC

/s/ Jay Schmelter, Manager  
of RiverVest Venture 10/07/2020  
Partners IV, LLC

\*\* 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.**