

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>Gharib Samir M.</u> (Last) (First) (Middle) C/O SPRUCE BIOSCIENCES, INC. 611 GATEWAY BOULEVARD, SUITE 740 (Street) SOUTH SAN FRANCISCO CA 94080 (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) President & CFO
	3. Date of Earliest Transaction (Month/Day/Year) 12/14/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	12/15/2023		M		75,000 ⁽¹⁾	A	\$0.00 ⁽²⁾	190,366	D	
Common Stock	12/15/2023		F		23,213 ⁽¹⁾	D	\$1.66	167,153	D	
Common Stock	12/15/2023		M		37,250 ⁽³⁾	A	\$0.00 ⁽²⁾	204,403	D	
Common Stock	12/15/2023		F		12,882 ⁽³⁾	D	\$1.66	191,521	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	Amount or Number of Shares				
Restricted Stock Units	\$0.00 ⁽²⁾	12/14/2023		A		308,000		(4)(5)	(4)(5)	Common Stock	308,000	\$0.00	308,000	D	
Restricted Stock Units	\$0.00 ⁽²⁾	12/15/2023		M		75,000 ⁽¹⁾		(1)	(1)	Common Stock	75,000	\$0.00	75,000 ⁽⁶⁾	D	
Restricted Stock Units	\$0.00 ⁽²⁾	12/15/2023		M		37,250 ⁽³⁾		(3)	(3)	Common Stock	37,250	\$0.00	111,750 ⁽⁷⁾	D	

Explanation of Responses:

- On December 16, 2021, the Reporting Person was granted 150,000 time-based restricted stock units ("RSUs"), all of which were fully vested as of June 30, 2023. The Reporting Person was also granted 150,000 performance-based RSUs, which vest in two equal installments upon the achievement of specified performance goals, subject to the Reporting Person's Continuous Service (as defined in the Issuer's 2020 Equity Incentive Plan). On November 8, 2023, the Compensation Committee of the Issuer's Board of Directors certified the achievement of certain specified performance goals, resulting in the vesting of 75,000 performance-based RSUs effective December 15, 2023. On December 15, 2023, 23,213 shares were withheld for taxes, resulting in a net issuance of 51,787 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 RSUs, subject to a 4-year vesting schedule, with 25% of the total number of RSUs to vest 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, 2023, 37,250 RSUs vested, with 12,882 shares being withheld for taxes, resulting in a net issuance of 24,368 shares.
- 154,000 of the RSUs shall vest as to 25% 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).
- 154,000 of the RSUs shall vest upon the achievement of specified performance goals, subject to the Reporting Person's Continuous Service (as defined in the Issuer's 2020 Equity Incentive Plan).
- Represents the aggregate balance of 75,000 performance-based RSUs.
- Represents the aggregate balance of 111,750 time-based RSUs.

Remarks:

/s/ Samir M. Gharib 12/18/2023
 ** 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.

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