

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 Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

<p>CIK (Filer ID Number) 0001638287</p> <p>Name of Issuer Gemphire Therapeutics Inc.</p> <p>Jurisdiction of Incorporation/Organization DELAWARE</p> <p>Year of Incorporation/Organization Over Five Years Ago <input checked="" type="checkbox"/> Within Last Five Years (Specify Year) 2014 <input type="checkbox"/> Yet to Be Formed</p>	<p>Previous Names <input checked="" type="checkbox"/> None</p>	<p>Entity Type</p> <p><input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Business Trust <input type="checkbox"/> Other (Specify)</p>
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2. Principal Place of Business and Contact Information

Name of Issuer			
Gemphire Therapeutics Inc.			
Street Address 1		Street Address 2	
17199 N. LAUREL PARK DRIVE		SUITE 401	
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
LIVONIA	MICHIGAN	48152	248-681-9815

3. Related Persons

Last Name	First Name	Middle Name
Sooch	Mina	
Street Address 1	Street Address 2	
17199 N. Laurel Park Drive	Suite 401	
City	State/Province/Country	ZIP/PostalCode
Livonia	MICHIGAN	48152
Relationship: <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Bisgaier	Charles	
Street Address 1	Street Address 2	
17199 N. Laurel Park Drive	Suite 401	
City	State/Province/Country	ZIP/PostalCode
Livonia	MICHIGAN	48152
Relationship: <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Kousky	Kenneth	
Street Address 1	Street Address 2	
8687 Winding Brook Circle		
City	State/Province/Country	ZIP/PostalCode
Freeland	MICHIGAN	48623
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Board of Directors Member

Last Name	First Name	Middle Name
Sassine	Andy	
Street Address 1	Street Address 2	
P.O. Box 9826		
City	State/Province/Country	ZIP/PostalCode
Rancho Santa Fe	CALIFORNIA	92067
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Board of Directors Member

Last Name	First Name	Middle Name
Hawryluk	P.	Kent
Street Address 1	Street Address 2	
12406 Horesham Street		
City	State/Province/Country	ZIP/PostalCode
Carmel	INDIANA	46032
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Board of Directors Member

Last Name	First Name	Middle Name
Lichtinger	Pedro	
Street Address 1	Street Address 2	
322 W. 57th St.	Apt. 35B	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10019
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Board of Directors Member

Last Name	First Name	Middle Name
Mathiesen	Jeffrey	
Street Address 1	Street Address 2	
17199 N. Laurel Park Drive	Suite 401	
City	State/Province/Country	ZIP/PostalCode
Livonia	MICHIGAN	48152
Relationship:	X Executive Officer	Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
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Reno
Street Address 1
17199 N. Laurel Park Drive
City

Seth
Street Address 2
Suite 401
State/Province/Country
MICHIGAN
ZIP/PostalCode
48152

Livonia
Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name
Gullans
Street Address 1
800 Boylston Street
City
Boston

First Name
Steve
Street Address 2
Suite 2825
State/Province/Country
MASSACHUSETTS
ZIP/PostalCode
02199

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Board of Directors Member

Last Name
Golden
Street Address 1
17199 N. Laurel Park Drive
City
Livonia

First Name
Lee
Street Address 2
Suite 401
State/Province/Country
MICHIGAN
ZIP/PostalCode
48152

Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

Agriculture
Banking & Financial Services
 Commercial Banking
 Insurance
 Investing
 Investment Banking
 Pooled Investment Fund
Is the issuer registered as
an investment company under
the Investment Company
Act of 1940?
 Yes No
 Other Banking & Financial Services
Business Services
Energy
 Coal Mining
 Electric Utilities
 Energy Conservation
 Environmental Services
 Oil & Gas
 Other Energy

Health Care
 Biotechnology
 Health Insurance
 Hospitals & Physicians
X Pharmaceuticals
 Other Health Care
Manufacturing
Real Estate
 Commercial
 Construction
 REITS & Finance
 Residential
 Other Real Estate

Retailing
Restaurants
Technology
 Computers
 Telecommunications
 Other Technology
Travel
 Airlines & Airports
 Lodging & Conventions
 Tourism & Travel Services
 Other Travel
Other

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
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 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Investment Company 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)	Section 3(c)(4)	Section 3(c)(12)
Rule 505	Section 3(c)(5)	Section 3(c)(13)
X Rule 506(b)	Section 3(c)(6)	Section 3(c)(14)
Rule 506(c)	Section 3(c)(7)	
Securities Act Section 4(a)(5)		

7. Type of Filing

X New Notice Date of First Sale 2017-03-15 First Sale Yet to Occur
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

X Equity	Pooled Investment Fund Interests
Debt	Tenant-in-Common Securities
X Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
X Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number	None
Piper Jaffray & Co.	665	
(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number	X None

None

None

Street Address 1

Street Address 2

800 Nicollet Mall

City

State/Province/Country

ZIP/Postal Code

Minneapolis

MINNESOTA

55402-7020

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

All States

Foreign/non-US

CALIFORNIA
FLORIDA
ILLINOIS
INDIANA
MARYLAND
MASSACHUSETTS
NEW YORK
TEXAS

Recipient

Recipient CRD Number None

LifeSci Capital LLC

168404

(Associated) Broker or Dealer X None

(Associated) Broker or Dealer CRD Number X None

None

None

Street Address 1

Street Address 2

250 West 55th Street

Suite 16B

City

State/Province/Country

ZIP/Postal Code

New York

NEW YORK

10019

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

All States

Foreign/non-US

CALIFORNIA
FLORIDA
ILLINOIS
INDIANA
MARYLAND
MASSACHUSETTS
NEW YORK
TEXAS

13. Offering and Sales Amounts

Total Offering Amount \$12,540,704 USD or Indefinite

Total Amount Sold \$12,540,704 USD

Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

These amounts exclude proceeds the company will receive in the future upon the exercise of the warrants.

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:

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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 \$1,000,000 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 Estimate

Clarification of Response (if Necessary):

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 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 Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) 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
Gemphire Therapeutics Inc.	/s/ Mina Sooch	Mina Sooch	CEO	2017-03-30

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.