

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

CIK (Filer ID Number)

Previous Names

X None

Entity Type

[0001638287](#)

Name of Issuer

Gemphire Therapeutics Inc.

X Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

Jurisdiction of Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

Over Five Years Ago

X Within Last Five Years (Specify Year) 2014

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

Gemphire Therapeutics Inc.

Street Address 1

43334 7 MILE ROAD

Street Address 2

SUITE 1000

City

State/Province/Country

ZIP/PostalCode

Phone Number of Issuer

NORTHVILLE

MICHIGAN

48167

248-980-6538

3. Related Persons

Last Name

First Name

Middle Name

Sooch

Mina

Street Address 1

Street Address 2

43334 7 Mile Road

Suite 1000

City

State/Province/Country

ZIP/PostalCode

Northville

MICHIGAN

48167

Relationship: X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Bisgaier

Charles

Street Address 1

Street Address 2

43334 7 Mile Road

Suite 1000

City

State/Province/Country

ZIP/PostalCode

Northville

MICHIGAN

48167

Relationship: X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Lowenschuss	David	
Street Address 1	Street Address 2	
43334 7 Mile Road	Suite 1000	
City	State/Province/Country	ZIP/PostalCode
Northville	MICHIGAN	48167
<b>Relationship:</b> X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
McShane	Margaret	
Street Address 1	Street Address 2	
43334 7 Mile Road	Suite 1000	
City	State/Province/Country	ZIP/PostalCode
Northville	MICHIGAN	48167
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Oniciu	Daniela	
Street Address 1	Street Address 2	
43334 7 Mile Road	Suite 1000	
City	State/Province/Country	ZIP/PostalCode
Northville	MICHIGAN	48167
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Kousky	Kenneth	
Street Address 1	Street Address 2	
Mid Michigan Innovation Center	2007 Austin St., Suite M	
City	State/Province/Country	ZIP/PostalCode
Midland	MICHIGAN	48642
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Board of Directors Member

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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
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Board of Directors Member

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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**

43334 7 Mile Road

Suite 1000

**City**

**State/Province/Country**

**ZIP/PostalCode**

Northville

MICHIGAN

48167

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

**Last Name**

**First Name**

**Middle Name**

Reno

Seth

**Street Address 1**

**Street Address 2**

43334 7 Mile Road

Suite 1000

**City**

**State/Province/Country**

**ZIP/PostalCode**

Northville

MICHIGAN

48167

**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

Health Care

X Biotechnology

Health Insurance

Hospitals & Physicians

Pharmaceuticals

Other Health Care

Manufacturing

Real Estate

Commercial

Construction

REITS & Finance

Residential

Retailing

Restaurants

Technology

Computers

Telecommunications

Other Technology

Travel

Airlines & Airports

Lodging & Conventions

Tourism & Travel Services

Other Travel

Other

Energy  
 Coal Mining  
 Electric Utilities  
 Energy Conservation  
 Environmental Services  
 Oil & Gas  
 Other Energy

Other Real Estate

5. Issuer Size

<b>Revenue Range</b>	<b>OR</b>	<b>Aggregate Net Asset Value Range</b>
<input checked="" type="checkbox"/> 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
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)
<input checked="" type="checkbox"/> 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

New Notice Date of First Sale 2015-07-31 First Sale Yet to Occur  
 Amendment

8. Duration of Offering

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

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

<input type="checkbox"/> Equity	<input type="checkbox"/> Pooled Investment Fund Interests
<input checked="" type="checkbox"/> Debt	<input type="checkbox"/> Tenant-in-Common Securities
<input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	<input type="checkbox"/> Mineral Property Securities
<input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	<input type="checkbox"/> 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  No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$10,000 USD

12. Sales Compensation

Recipient Recipient CRD Number X None
(Associated) Broker or Dealer X None (Associated) Broker or Dealer CRD Number X None

Street Address 1

Street Address 2

City State/Province/Country ZIP/Postal Code
State(s) of Solicitation (select all that apply) All States Foreign/non-US
Check "All States" or check individual States

13. Offering and Sales Amounts

Total Offering Amount \$9,000,000 USD or Indefinite
Total Amount Sold \$5,601,500 USD
Total Remaining to be Sold \$3,398,500 USD or Indefinite

Clarification of Response (if Necessary):

The Original Bridge note was amended to allow for an additional offering. This amended Form D reflects the additional amount sold.

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:

Form boxes containing the number 53

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 \$0 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.

\$900,000 USD X Estimate

Clarification of Response (if Necessary):

The payments listed are for salaries for services to run the business from October 2015 through March 2016. This is not for solicitation and securing the offering.

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.

<b>Issuer</b>	<b>Signature</b>	<b>Name of Signer</b>	<b>Title</b>	<b>Date</b>
Gemphire Therapeutics Inc.	Mina Sooch	Mina Sooch	CEO	2016-03-09

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.

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