

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. )\*

**GEMPHIRE THERAPEUTICS INC.**

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(Name of Issuer)

**Common Stock, par value \$0.001 per share**

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(Title of Class of Securities)

**36870A108**

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(CUSIP Number)

**August 10, 2018**

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Name of Reporting Persons  
Venrock Healthcare Capital Partners II, L.P.

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (1)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization  
Delaware

---

5. Sole Voting Power  
0

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Number of Shares Beneficially Owned by Each Reporting Person With:

6. Shared Voting Power  
1,383,290(2)

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7. Sole Dispositive Power  
0

---

8. Shared Dispositive Power  
1,383,290(2)

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,383,290(2)

---

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)  
9.7%(3)

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12. Type of Reporting Person (See Instructions)  
PN

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(1) Venrock Healthcare Capital Partners II, L.P., VHCP Co-Investment Holdings II, LLC, Venrock Healthcare Capital Partners III, L.P., VHCP Co-Investment Holdings III, LLC, VHCP Management II, LLC, VHCP Management III, LLC, Nimish Shah and Bong Koh are members of a group for the purposes of this Schedule 13G.

(2) Consists of 365,605 shares owned by Venrock Healthcare Capital Partners II, L.P., 148,147 shares owned by VHCP Co-Investment Holdings II, LLC, 790,552 shares owned by Venrock Healthcare Capital Partners III, L.P. and 78,986 shares owned by VHCP Co-Investment Holdings III, LLC.

(3) This percentage is calculated based upon 14,265,411 shares of the Issuer's common stock outstanding as of August 7, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 14, 2018.

1. Name of Reporting Persons  
 VHCP Co-Investment Holdings II, LLC

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (1)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization  
 Delaware

---

5. Sole Voting Power  
 0

---

Number of Shares Beneficially Owned by Each Reporting Person With:

6. Shared Voting Power  
 1,383,290(2)

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7. Sole Dispositive Power  
 0

---

8. Shared Dispositive Power  
 1,383,290(2)

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
 1,383,290(2)

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)  
 9.7%(3)

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12. Type of Reporting Person (See Instructions)  
 OO

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(1) Venrock Healthcare Capital Partners II, L.P., VHCP Co-Investment Holdings II, LLC, Venrock Healthcare Capital Partners III, L.P., VHCP Co-Investment Holdings III, LLC, VHCP Management II, LLC, VHCP Management III, LLC, Nimish Shah and Bong Koh are members of a group for the purposes of this Schedule 13G.

(2) Consists of 365,605 shares owned by Venrock Healthcare Capital Partners II, L.P., 148,147 shares owned by VHCP Co-Investment Holdings II, LLC, 790,552 shares owned by Venrock Healthcare Capital Partners III, L.P. and 78,986 shares owned by VHCP Co-Investment Holdings III, LLC.

(3) This percentage is calculated based upon 14,265,411 shares of the Issuer's common stock outstanding as of August 7, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 14, 2018.

1. Name of Reporting Persons  
 Venrock Healthcare Capital Partners III, L.P.

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (1)

(b)

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3. SEC Use Only

---

4. Citizenship or Place of Organization  
 Delaware

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5. Sole Voting Power  
 0

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Number of Shares Beneficially Owned by Each Reporting Person With:

6. Shared Voting Power  
 1,383,290(2)

---

7. Sole Dispositive Power  
 0

---

8. Shared Dispositive Power  
 1,383,290(2)

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
 1,383,290(2)

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

---

11. Percent of Class Represented by Amount in Row (9)  
 9.7%(3)

---

12. Type of Reporting Person (See Instructions)  
 PN

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(1) Venrock Healthcare Capital Partners II, L.P., VHCP Co-Investment Holdings II, LLC, Venrock Healthcare Capital Partners III, L.P., VHCP Co-Investment Holdings III, LLC, VHCP Management II, LLC, VHCP Management III, LLC, Nimish Shah and Bong Koh are members of a group for the purposes of this Schedule 13G.

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(3) This percentage is calculated based upon 14,265,411 shares of the Issuer's common stock outstanding as of August 7, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 14, 2018.

1. Name of Reporting Persons  
 VHCP Co-Investment Holdings III, LLC

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (1)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization  
 Delaware

---

5. Sole Voting Power  
 0

---

Number of Shares Beneficially Owned by Each Reporting Person With:

6. Shared Voting Power  
 1,383,290(2)

---

7. Sole Dispositive Power  
 0

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8. Shared Dispositive Power  
 1,383,290(2)

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
 1,383,290(2)

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)  
 9.7%(3)

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12. Type of Reporting Person (See Instructions)  
 OO

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(1) Venrock Healthcare Capital Partners II, L.P., VHCP Co-Investment Holdings II, LLC, Venrock Healthcare Capital Partners III, L.P., VHCP Co-Investment Holdings III, LLC, VHCP Management II, LLC, VHCP Management III, LLC, Nimish Shah and Bong Koh are members of a group for the purposes of this Schedule 13G.

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(3) This percentage is calculated based upon 14,265,411 shares of the Issuer's common stock outstanding as of August 7, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 14, 2018.

1. Name of Reporting Persons  
 VHCP Management II, LLC

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (1)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization  
 Delaware

---

5. Sole Voting Power  
 0

---

Number of Shares Beneficially Owned by Each Reporting Person With:

6. Shared Voting Power  
 1,383,290(2)

---

7. Sole Dispositive Power  
 0

---

8. Shared Dispositive Power  
 1,383,290(2)

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
 1,383,290(2)

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

---

11. Percent of Class Represented by Amount in Row (9)  
 9.7%(3)

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12. Type of Reporting Person (See Instructions)  
 OO

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(1) Venrock Healthcare Capital Partners II, L.P., VHCP Co-Investment Holdings II, LLC, Venrock Healthcare Capital Partners III, L.P., VHCP Co-Investment Holdings III, LLC, VHCP Management II, LLC, VHCP Management III, LLC, Nimish Shah and Bong Koh are members of a group for the purposes of this Schedule 13G.

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(3) This percentage is calculated based upon 14,265,411 shares of the Issuer's common stock outstanding as of August 7, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 14, 2018.

1. Name of Reporting Persons  
 VHCP Management III, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
 (a)  (1)  
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization  
 Delaware

5. Sole Voting Power  
 0

Number of Shares Beneficially Owned by Each Reporting Person With:  
 6. Shared Voting Power  
 1,383,290(2)

7. Sole Dispositive Power  
 0

8. Shared Dispositive Power  
 1,383,290(2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
 1,383,290(2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)  
 9.7%(3)

12. Type of Reporting Person (See Instructions)  
 OO

(1) Venrock Healthcare Capital Partners II, L.P., VHCP Co-Investment Holdings II, LLC, Venrock Healthcare Capital Partners III, L.P., VHCP Co-Investment Holdings III, LLC, VHCP Management II, LLC, VHCP Management III, LLC, Nimish Shah and Bong Koh are members of a group for the purposes of this Schedule 13G.

(2) Consists of 365,605 shares owned by Venrock Healthcare Capital Partners II, L.P., 148,147 shares owned by VHCP Co-Investment Holdings II, LLC, 790,552 shares owned by Venrock Healthcare Capital Partners III, L.P. and 78,986 shares owned by VHCP Co-Investment Holdings III, LLC.

(3) This percentage is calculated based upon 14,265,411 shares of the Issuer's common stock outstanding as of August 7, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 14, 2018.

1. Name of Reporting Persons  
Shah, Nimish

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (1)

(b)

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3. SEC Use Only

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4. Citizenship or Place of Organization  
United States

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5. Sole Voting Power  
0

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Number of Shares Beneficially Owned by Each Reporting Person With:

6. Shared Voting Power  
1,383,290(2)

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7. Sole Dispositive Power  
0

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8. Shared Dispositive Power  
1,383,290(2)

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,383,290(2)

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)  
9.7%(3)

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12. Type of Reporting Person (See Instructions)  
IN

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(1) Venrock Healthcare Capital Partners II, L.P., VHCP Co-Investment Holdings II, LLC, Venrock Healthcare Capital Partners III, L.P., VHCP Co-Investment Holdings III, LLC, VHCP Management II, LLC, VHCP Management III, LLC, Nimish Shah and Bong Koh are members of a group for the purposes of this Schedule 13G.

(2) Consists of 365,605 shares owned by Venrock Healthcare Capital Partners II, L.P., 148,147 shares owned by VHCP Co-Investment Holdings II, LLC, 790,552 shares owned by Venrock Healthcare Capital Partners III, L.P. and 78,986 shares owned by VHCP Co-Investment Holdings III, LLC.

(3) This percentage is calculated based upon 14,265,411 shares of the Issuer's common stock outstanding as of August 7, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 14, 2018.



1. Name of Reporting Persons  
Koh, Bong

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (1)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization  
United States

---

5. Sole Voting Power  
0

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Number of Shares Beneficially Owned by Each Reporting Person With:

6. Shared Voting Power  
1,383,290(2)

---

7. Sole Dispositive Power  
0

---

8. Shared Dispositive Power  
1,383,290(2)

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,383,290(2)

---

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

---

11. Percent of Class Represented by Amount in Row (9)  
9.7%(3)

---

12. Type of Reporting Person (See Instructions)  
IN

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(1) Venrock Healthcare Capital Partners II, L.P., VHCP Co-Investment Holdings II, LLC, Venrock Healthcare Capital Partners III, L.P., VHCP Co-Investment Holdings III, LLC, VHCP Management II, LLC, VHCP Management III, LLC, Nimish Shah and Bong Koh are members of a group for the purposes of this Schedule 13G.

(2) Consists of 365,605 shares owned by Venrock Healthcare Capital Partners II, L.P., 148,147 shares owned by VHCP Co-Investment Holdings II, LLC, 790,552 shares owned by Venrock Healthcare Capital Partners III, L.P. and 78,986 shares owned by VHCP Co-Investment Holdings III, LLC.

(3) This percentage is calculated based upon 14,265,411 shares of the Issuer's common stock outstanding as of August 7, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 14, 2018.

Introductory Note: This Schedule 13G is filed on behalf of Venrock Healthcare Capital Partners II, L.P., a limited partnership organized under the laws of the State of Delaware (“VHCP II LP”), VHCP Co-Investment Holdings II, LLC, a limited liability company organized under the laws of the State of Delaware (“VHCP Co-Investment II”), Venrock Healthcare Capital Partners III, L.P., a limited partnership organized under the laws of the State of Delaware (“VHCP III LP”), VHCP Co-Investment Holdings III, LLC, a limited liability company organized under the laws of the State of Delaware (“VHCP Co-Investment III”), VHCP Management II, LLC, a limited liability company organized under the laws of the State of Delaware (“VHCP Management II”), VHCP Management III, LLC, a limited liability company organized under the laws of the State of Delaware (“VHCP Management III” and collectively with VHCP II LP, VHCP Co-Investment II, VHCP III LP, VHCP Co-Investment III and VHCP Management II, the “Venrock Entities”), Nimish Shah (“Shah”) and Bong Koh (“Koh”) in respect of Common Stock of Gemphire Therapeutics Inc.

**Item 1.**

- (a) Name of Issuer  
Gemphire Therapeutics Inc.

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- (b) Address of Issuer’s Principal Executive Offices  
17199 N. Laurel Park Drive, Suite 401  
Livonia, MI 48152

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**Item 2.**

- (a) Name of Person Filing  
Venrock Healthcare Capital Partners II, L.P.  
VHCP Co-Investment Holdings II, LLC  
Venrock Healthcare Capital Partners III, L.P.  
VHCP Co-Investment Holdings III, LLC  
VHCP Management II, LLC  
VHCP Management III, LLC  
Nimish Shah  
Bong Koh

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- (b) Address of Principal Business Office or, if none, Residence  

New York Office:	Palo Alto Office:	Boston Office:
7 Bryant Park 23rd Floor New York, NY 10018	3340 Hillview Avenue Palo Alto, CA 94304	34 Farnsworth Street 3rd Floor Boston, MA 02210

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- (c) Citizenship  
All of the Venrock Entities were organized in Delaware. The individuals are both United States citizens.

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- (d) Title of Class of Securities  
Common Stock

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- (e) CUSIP Number  
36870A108

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**Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable

**Item 4. Ownership**

## (a) Amount beneficially owned as of August 20, 2018:

Venrock Healthcare Capital Partners II, L.P.	1,383,290(1)
VHCP Co-Investment Holdings II, LLC	1,383,290(1)
Venrock Healthcare Capital Partners III, L.P.	1,383,290(1)
VHCP Co-Investment Holdings III, LLC	1,383,290(1)
VHCP Management II, LLC	1,383,290(1)
VHCP Management III, LLC	1,383,290(1)
Nimish Shah	1,383,290(1)
Bong Koh	1,383,290(1)

## (b) Percent of class as of August 20, 2018:

Venrock Healthcare Capital Partners II, L.P.	9.7%
VHCP Co-Investment Holdings II, LLC	9.7%
Venrock Healthcare Capital Partners III, L.P.	9.7%
VHCP Co-Investment Holdings III, LLC	9.7%
VHCP Management II, LLC	9.7%
VHCP Management III, LLC	9.7%
Nimish Shah	9.7%
Bong Koh	9.7%

## (c) Number of shares as to which the person has, as of August 20, 2018:

## (i) Sole power to vote or to direct the vote

Venrock Healthcare Capital Partners II, L.P.	0
VHCP Co-Investment Holdings II, LLC	0
Venrock Healthcare Capital Partners III, L.P.	0
VHCP Co-Investment Holdings III, LLC	0
VHCP Management II, LLC	0
VHCP Management III, LLC	0
Nimish Shah	0
Bong Koh	0

(ii) Shared power to vote or to direct the vote	
Venrock Healthcare Capital Partners II, L.P.	1,383,290(1)
VHCP Co-Investment Holdings II, LLC	1,383,290(1)
Venrock Healthcare Capital Partners III, L.P.	1,383,290(1)
VHCP Co-Investment Holdings III, LLC	1,383,290(1)
VHCP Management II, LLC	1,383,290(1)
VHCP Management III, LLC	1,383,290(1)
Nimish Shah	1,383,290(1)
Bong Koh	1,383,290(1)
(iii) Sole power to dispose or to direct the disposition of	
Venrock Healthcare Capital Partners II, L.P.	0
VHCP Co-Investment Holdings II, LLC	0
Venrock Healthcare Capital Partners III, L.P.	0
VHCP Co-Investment Holdings III, LLC	0
VHCP Management II, LLC	0
VHCP Management III, LLC	0
Nimish Shah	0
Bong Koh	0
(iv) Shared power to dispose or to direct the disposition of	
Venrock Healthcare Capital Partners II, L.P.	1,383,290(1)
VHCP Co-Investment Holdings II, LLC	1,383,290(1)
Venrock Healthcare Capital Partners III, L.P.	1,383,290(1)
VHCP Co-Investment Holdings III, LLC	1,383,290(1)
VHCP Management II, LLC	1,383,290(1)
VHCP Management III, LLC	1,383,290(1)
Nimish Shah	1,383,290(1)
Bong Koh	1,383,290(1)

- (1) These shares are owned directly as follows: 365,605 shares are owned by Venrock Healthcare Capital Partners II, L.P., 148,147 shares are owned by VHCP Co-Investment Holdings II, LLC, 790,552 shares are owned by Venrock Healthcare Capital Partners III, L.P. and 78,986 shares are owned by VHCP Co-Investment Holdings III, LLC. VHCP Management II, LLC is the general partner of Venrock Healthcare Capital Partners II, L.P. and the manager of VHCP Co-Investment Holdings II, LLC. VHCP Management III, LLC is the general partner of Venrock Healthcare Capital Partners III, L.P. and the manager of VHCP Co-Investment Holdings III, LLC. Messrs. Shah and Koh are the managing members of VHCP Management II, LLC and VHCP Management III, LLC.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not Applicable

**Item 8. Identification and Classification of Members of the Group**

Not Applicable

**Item 9. Notice of Dissolution of a Group**

Not Applicable

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 20, 2018

**Venrock Healthcare Capital Partners II, L.P.**

By: VHCP Management II, LLC  
Its: General Partner

By: /s/ David L. Stepp  
Name: David L. Stepp  
Its: Authorized Signatory

**VHCP Co-Investment Holdings II, LLC**

By: VHCP Management II, LLC  
Its: Manager

By: /s/ David L. Stepp  
Name: David L. Stepp  
Its: Authorized Signatory

**VHCP Management II, LLC**

By: /s/ David L. Stepp  
Name: David L. Stepp  
Its: Authorized Signatory

**Nimish Shah**

By: /s/ David L. Stepp  
David L. Stepp, as attorney-in-fact

**Venrock Healthcare Capital Partners III, L.P.**

By: VHCP Management III, LLC  
Its: General Partner

By: /s/ David L. Stepp  
Name: David L. Stepp  
Its: Authorized Signatory

**VHCP Co-Investment Holdings III, LLC**

By: VHCP Management III, LLC  
Its: Manager

By: /s/ David L. Stepp  
Name: David L. Stepp  
Its: Authorized Signatory

**VHCP Management III, LLC**

By: /s/ David L. Stepp  
Name: David L. Stepp  
Its: Authorized Signatory

**Bong Koh**

By: /s/ David L. Stepp  
David L. Stepp, as attorney-in-fact

**EXHIBITS**

- A: Joint Filing Agreement
- B: Power of Attorney for Nimish Shah
- C: Power of Attorney for Bong Koh

**EXHIBIT A**

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common Stock of Gemphire Therapeutics Inc. and further agree that this agreement be included as an exhibit to such filing. Each party to the agreement expressly authorizes each other party to file on its behalf any and all amendments to such statement. Each party to this agreement agrees that this joint filing agreement may be signed in counterparts.

In evidence whereof, the undersigned have caused this Agreement to be executed on their behalf this 20<sup>th</sup> day of August, 2018.

**Venrock Healthcare Capital Partners II, L.P.**

By: VHCP Management II, LLC  
Its: General Partner

By: /s/ David L. Stepp  
Name: David L. Stepp  
Its: Authorized Signatory

**Venrock Healthcare Capital Partners III, L.P.**

By: VHCP Management III, LLC  
Its: General Partner

By: /s/ David L. Stepp  
Name: David L. Stepp  
Its: Authorized Signatory

**VHCP Co-Investment Holdings II, LLC**

By: VHCP Management II, LLC  
Its: Manager

By: /s/ David L. Stepp  
Name: David L. Stepp  
Its: Authorized Signatory

**VHCP Co-Investment Holdings III, LLC**

By: VHCP Management III, LLC  
Its: Manager

By: /s/ David L. Stepp  
Name: David L. Stepp  
Its: Authorized Signatory

**VHCP Management II, LLC**

By: /s/ David L. Stepp  
Name: David L. Stepp  
Its: Authorized Signatory

**VHCP Management III, LLC**

By: /s/ David L. Stepp  
Name: David L. Stepp  
Its: Authorized Signatory

**Nimish Shah**

By: /s/ David L. Stepp  
David L. Stepp, as attorney-in-fact

**Bong Koh**

By: /s/ David L. Stepp  
David L. Stepp, as attorney-in-fact



**EXHIBIT B**

**POWER OF ATTORNEY FOR NIMISH SHAH**

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of David L. Stepp, Sherman G. Souther and Lisa D. Harris signing individually, the undersigned's true and lawful attorney-in fact and agent to:

- (i) prepare execute and file, for and on behalf of the undersigned, any and all documents and filings that are required or advisable to be made with the United States Securities and Exchange Commission, any stock exchange or similar authority, under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations promulgated thereunder, including without limitation (a) any Joint Filing Agreement under Rule 13d-1(k) of the Exchange Act (or any successor provision thereunder), Schedule 13D and Schedule 13G (or any successor schedules or forms adopted under the Exchange Act ) and any amendments thereto in accordance with Section 13 of the Exchange Act and the rules thereunder, and (b) Forms 3, 4 and 5 and any amendments thereto in accordance with Section 16(a) of the Exchange Act and the rules thereunder; and
- (ii) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of undersigned, is not assuming, nor is Venrock assuming, any of the undersigned's responsibilities to comply with the Exchange Act, including without limitation Sections 13 and 16 of the Exchange Act.

This power of Attorney shall remain in full force and effect until the earliest to occur of (a) revocation by the undersigned in a signed writing delivered to the foregoing attorney-in-fact, or (b) until such attorney-in-fact shall no longer be employed by VR Management, LLC (or its successor).

IN WITNESS WHEREOF, the undersigned has cause this Power of Attorney to be executed as of the date set forth below.

/s/ Nimish Shah

Signed

2/13/17

Date

**EXHIBIT C**

**POWER OF ATTORNEY FOR BONG KOH**

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of David L. Stepp, Sherman G. Souther and Lisa D. Harris signing individually, the undersigned's true and lawful attorney-in fact and agent to:

- (i) prepare execute and file, for and on behalf of the undersigned, any and all documents and filings that are required or advisable to be made with the United States Securities and Exchange Commission, any stock exchange or similar authority, under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations promulgated thereunder, including without limitation (a) any Joint Filing Agreement under Rule 13d-1(k) of the Exchange Act (or any successor provision thereunder), Schedule 13D and Schedule 13G (or any successor schedules or forms adopted under the Exchange Act ) and any amendments thereto in accordance with Section 13 of the Exchange Act and the rules thereunder, and (b) Forms 3, 4 and 5 and any amendments thereto in accordance with Section 16(a) of the Exchange Act and the rules thereunder; and
- (ii) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of undersigned, is not assuming, nor is Venrock assuming, any of the undersigned's responsibilities to comply with the Exchange Act, including without limitation Sections 13 and 16 of the Exchange Act.

This power of Attorney shall remain in full force and effect until the earliest to occur of (a) revocation by the undersigned in a signed writing delivered to the foregoing attorney-in-fact, or (b) until such attorney-in-fact shall no longer be employed by VR Management, LLC (or its successor).

IN WITNESS WHEREOF, the undersigned has cause this Power of Attorney to be executed as of the date set forth below.

/s/ Bong Koh

Signed

2/14/17

Date