

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

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden
hours per response: 4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number) Previous Names None Entity Type

[0001853816](#)

Name of Issuer

Dermata Therapeutics, Inc.

Jurisdiction of Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year) [2021](#)

Yet to Be Formed

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

Dermata Therapeutics, Inc.

Street Address 1

[3525 DEL MAR HEIGHTS RD.](#)

Street Address 2

#322

City

SAN DIEGO

State/Province/Country

[CALIFORNIA](#)

ZIP/PostalCode

92130

Phone Number of Issuer

[858-223-0882](#)

3. Related Persons

Last Name First Name Middle Name

Proehl Gerald

Street Address 1 Street Address 2

[3525 DEL MAR HEIGHTS RD.](#) #322

City State/Province/Country

SAN DIEGO [CALIFORNIA](#)

ZIP/PostalCode

92130

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Van Hoose Kyri K.

Street Address 1 Street Address 2

[3525 DEL MAR HEIGHTS RD.](#) #322

City State/Province/Country

SAN DIEGO [CALIFORNIA](#)

ZIP/PostalCode

92130

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Nardo Christopher J.

Street Address 1 Street Address 2

[3525 DEL MAR HEIGHTS RD.](#) #322

City State/Province/Country

SAN DIEGO [CALIFORNIA](#)

ZIP/PostalCode

92130

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name Bedoya Toro Munera	First Name Maria	Middle Name
Street Address 1 3525 DEL MAR HEIGHTS RD.	Street Address 2 #322	
City SAN DIEGO	State/Province/Country CALIFORNIA	ZIP/PostalCode 92130
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name Hale	First Name David	Middle Name
Street Address 1 3525 DEL MAR HEIGHTS RD.	Street Address 2 #322	
City SAN DIEGO	State/Province/Country CALIFORNIA	ZIP/PostalCode 92130
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name Wierenga	First Name Wendell	Middle Name
Street Address 1 3525 DEL MAR HEIGHTS RD.	Street Address 2 #322	
City SAN DIEGO	State/Province/Country CALIFORNIA	ZIP/PostalCode 92130
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name Sandler	First Name Andrew	Middle Name
Street Address 1 3525 DEL MAR HEIGHTS RD.	Street Address 2 #322	
City SAN DIEGO	State/Province/Country CALIFORNIA	ZIP/PostalCode 92130
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name Bradrick	First Name Brittany	Middle Name
Street Address 1 3525 DEL MAR HEIGHTS RD.	Street Address 2 #322	
City SAN DIEGO	State/Province/Country CALIFORNIA	ZIP/PostalCode 92130
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name Scott	First Name Kathleen	Middle Name
Street Address 1 3525 DEL MAR HEIGHTS RD.	Street Address 2 #322	
City SAN DIEGO	State/Province/Country CALIFORNIA	ZIP/PostalCode 92130
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name Fisher	First Name Mary	Middle Name
Street Address 1	Street Address 2	

3525 DEL MAR HEIGHTS RD.

City

SAN DIEGO

#322

State/Province/Country

CALIFORNIA

ZIP/PostalCode

92130

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name

Mento

Street Address 1

3525 DEL MAR HEIGHTS RD.

First Name

Steven

Middle Name

J.

Street Address 2

#322

City

SAN DIEGO

State/Province/Country

CALIFORNIA

ZIP/PostalCode

92130

Relationship: 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
 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

Decline to Disclose

Decline to Disclose

Not Applicable

Not Applicable

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

<input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/> Investment Company Act Section 3(c)	
<input type="checkbox"/> Rule 504 (b)(1)(i)	<input type="checkbox"/> Section 3(c)(1)	<input type="checkbox"/> Section 3(c)(9)
<input type="checkbox"/> Rule 504 (b)(1)(ii)	<input type="checkbox"/> Section 3(c)(2)	<input type="checkbox"/> Section 3(c)(10)
<input type="checkbox"/> Rule 504 (b)(1)(iii)	<input type="checkbox"/> Section 3(c)(3)	<input type="checkbox"/> Section 3(c)(11)
<input checked="" type="checkbox"/> Rule 506(b)	<input type="checkbox"/> Section 3(c)(4)	<input type="checkbox"/> Section 3(c)(12)
<input type="checkbox"/> Rule 506(c)	<input type="checkbox"/> Section 3(c)(5)	<input type="checkbox"/> Section 3(c)(13)
<input type="checkbox"/> Securities Act Section 4(a)(5)	<input type="checkbox"/> Section 3(c)(6)	<input type="checkbox"/> Section 3(c)(14)
	<input type="checkbox"/> Section 3(c)(7)	

7. Type of Filing

New Notice Date of First Sale 2025-12-29 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 checked="" type="checkbox"/> Equity	<input type="checkbox"/> Pooled Investment Fund Interests
<input type="checkbox"/> Debt	<input type="checkbox"/> Tenant-in-Common Securities
<input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	<input type="checkbox"/> Mineral Property Securities
<input checked="" 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 \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number	<input type="checkbox"/> None
H.C. Wainwright & Co., LLC	000000375	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	
Street Address 1	Street Address 2	
430 Park Avenue	4th Floor	
City	State/Province/Country	
New York	NEW YORK	
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	<input checked="" type="checkbox"/> All States <input type="checkbox"/> Foreign/non-US	

13. Offering and Sales Amounts

Total Offering Amount \$4,124,591 USD or Indefinite

Total Amount Sold \$4,124,591 USD

Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

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: 14

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 \$342,500 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

Includes a cash fee of 7% of gross proceeds from outside investors and 3.5% from inside investors, 1% management fee, \$25,000 non-accountable expense allowance, and \$40,000 accountable expense allowance.

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):

Some of the proceeds may be used for working capital and general corporate purposes, including the payment of salaries and other fees to those listed in Item 3.

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 Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) 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
Dermata Therapeutics, Inc.	/s/ Gerald Proehl	Gerald Proehl	Chief Executive Officer	2026-01-05

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.