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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

NEUROPACE, INC.

(Name of Issuer)

Common Stock
(Title of Class of Securities)

641288105
(CUSIP Number)

December 31, 2022
(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).

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Soleus Private Equity Fund I, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
	(a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER
		0
	6	SHARED VOTING POWER
		592,186 (1)
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		592,186 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	592,186 (1)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
	<input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	2.4% (2)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	
	PN	

FOOTNOTES

- (1) The shares are owned directly by Soleus Private Equity Fund I, L.P. ("Soleus PE"). Soleus Private Equity GP I, LLC ("Soleus GP") is the sole general partner of Soleus PE. Soleus GP holds voting and dispositive power over the shares held by Soleus PE. Soleus PE GP I, LLC is the sole manager of Soleus GP. Mr. Guy Levy is the sole managing member of Soleus PE GP I, LLC. Each of Mr. Guy Levy, Soleus PE GP I, LLC and Soleus GP disclaims beneficial ownership of these securities held by Soleus PE and this report shall not be deemed an admission that they are the beneficial owners of such securities for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, except to the extent of their respective pecuniary interests therein.
- (2) This percentage is calculated based upon 24,903,146 shares of common stock outstanding of NeuroPace, Inc. (the "Issuer") as of November 4, 2022, as set forth on the cover of the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2022, which was filed with the Securities and Exchange Commission (the "SEC") on November 8, 2022 (the "Form 10-Q").

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Soleus Private Equity GP I, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
	(a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER
		0
	6	SHARED VOTING POWER
		592,186 (1)
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		592,186 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	592,186 (1)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
	<input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	2.4% (2)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	
	OO	

FOOTNOTES

- (1) The shares of common stock reported in this row are owned directly by Soleus PE. Soleus GP is the sole general partner of Soleus PE. Soleus GP holds voting and dispositive power over the shares held by Soleus PE. Soleus PE GP I, LLC is the sole manager of Soleus GP. Mr. Guy Levy is the sole managing member of Soleus PE GP I, LLC.
- (2) This percentage is calculated based upon 24,903,146 shares of common stock outstanding of the Issuer as of November 4, 2022, as set forth on the front cover of the Form 10-Q.

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Soleus PE GP I, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
	(a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER
		0
	6	SHARED VOTING POWER
		592,186 (1)
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		592,186 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	592,186 (1)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
	<input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	2.4% (2)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	
	OO	

FOOTNOTES

- (1) The shares of common stock reported in this row are owned directly by Soleus PE. Soleus GP is the sole general partner of Soleus PE. Soleus GP holds voting and dispositive power over the shares held by Soleus PE. Soleus PE GP I, LLC is the sole manager of Soleus GP. Mr. Guy Levy is the sole managing member of Soleus PE GP I, LLC.
- (2) This percentage is calculated based upon 24,903,146 shares of common stock outstanding of the Issuer as of November 4, 2022, as set forth on the front cover of the Form 10-Q.

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Soleus Capital Master Fund, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
	(a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER
		0
	6	SHARED VOTING POWER
		1,776,817 (1)
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		1,776,817 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,776,817 (1)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
	<input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	7.1% (2)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	
	FI	

FOOTNOTES

- (1) The shares of common stock reported in this row are held by Soleus Capital Master Fund, L.P. ("Master Fund"). Soleus Capital, LLC is the sole general partner of Master Fund and thus holds voting and dispositive power over the shares held by Master Fund. Soleus Capital Group, LLC is the sole managing member of Soleus Capital, LLC. Mr. Guy Levy is the sole managing member of Soleus Capital Group, LLC. Each of Soleus Capital Group, LLC, Soleus Capital, LLC and Mr. Guy Levy disclaims beneficial ownership of these securities held by Master Fund and this report shall not be deemed an admission that they are the beneficial owners of such securities for purposes of Section 13(d) of the Exchange Act, or for any other purpose, except to the extent of their respective pecuniary interests therein.
- (2) This percentage is calculated based upon 24,903,146 shares of common stock outstanding of the Issuer as of November 4, 2022, as set forth on the front cover of the Form 10-Q.

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Soleus Capital, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
	(a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER
		0
	6	SHARED VOTING POWER
		1,776,817 (1)
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		1,776,817 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,776,817 (1)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
	<input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	7.1% (2)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	
	OO	

FOOTNOTES

- (1) The shares of common stock reported in this row are held by Master Fund. Soleus Capital, LLC is the sole general partner of Master Fund and thus holds voting and dispositive power over the shares held by Master Fund. Soleus Capital Group, LLC is the sole managing member of Soleus Capital, LLC. Mr. Guy Levy is the sole managing member of Soleus Capital Group, LLC.
- (2) This percentage is calculated based upon 24,903,146 shares of common stock outstanding of the Issuer as of November 4, 2022, as set forth on the front cover of the Form 10-Q.

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Soleus Capital Group, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
	(a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER
		0
	6	SHARED VOTING POWER
		1,776,817 (1)
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		1,776,817 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,776,817 (1)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
	<input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	7.1% (2)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	
	OO	

FOOTNOTES

- (1) The shares of common stock reported in this row are held by Master Fund. Soleus Capital, LLC is the sole general partner of Master Fund and thus holds voting and dispositive power over the shares held by Master Fund. Soleus Capital Group, LLC is the sole managing member of Soleus Capital, LLC.
- (2) This percentage is calculated based upon 24,903,146 shares of common stock outstanding of the Issuer as of November 4, 2022, as set forth on the front cover of the Form 10-Q.

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Guy Levy	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
	(a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER
		0
	6	SHARED VOTING POWER
		2,369,003 (1)
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		2,369,003 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	2,369,003 (1)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
	<input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	9.5% (2)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	
	IN	

FOOTNOTES

- (1) 592,186 of the shares of common stock reported in this row are held directly by Soleus PE and 1,776,817 of the shares of common stock reported in this row are held directly by Master Fund. Soleus GP is the sole general partner of Soleus PE, Soleus PE GP I, LLC is the sole manager of Soleus GP, and Mr. Guy Levy is the sole managing member of Soleus PE GP I, LLC. Soleus Capital, LLC is the sole general partner of Master Fund, Soleus Capital Group, LLC is the sole managing member of Soleus Capital, LLC, and Mr. Guy Levy is the sole managing member of Soleus Capital Group, LLC. Mr. Guy Levy disclaims beneficial ownership of these securities held by Soleus PE and Master Fund, and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 13(d) of the Exchange Act, or for any other purpose, except to the extent of his pecuniary interest therein.
- (2) This percentage is calculated based upon 24,903,146 shares of common stock outstanding of the Issuer as of November 4, 2022, as set forth on the front cover of the Form 10-Q.

Item 1.

(a) Name of Issuer

NeuroPace, Inc.

(b) Address of Issuer's Principal Executive Offices

455 N. Bernardo Avenue
Mountain View, CA 94043

Item 2.

(a) Name of Person(s) Filing

Soleus Private Equity GP I, LLC
Soleus Private Equity Fund I, L.P.
Soleus PE GP I, LLC
Soleus Capital Master Fund, L.P.
Soleus Capital, LLC
Soleus Capital Group, LLC
Guy Levy

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

Soleus Private Equity GP I, LLC
104 Field Point Road, 2nd Floor
Greenwich, CT 06830

Soleus Private Equity Fund I, L.P.
104 Field Point Road, 2nd Floor
Greenwich, CT 06830

Soleus PE GP I, LLC
104 Field Point Road, 2nd Floor
Greenwich, CT 06830

Soleus Capital Master Fund, L.P.
104 Field Point Road, 2nd Floor
Greenwich, CT 06830

Soleus Capital, LLC
104 Field Point Road, 2nd Floor
Greenwich, CT 06830

Soleus Capital Group, LLC
104 Field Point Road, 2nd Floor
Greenwich, CT 06830

Guy Levy
c/o Soleus Capital Management, L.P
104 Field Point Road, 2nd Floor
Greenwich, CT 06830

(c) Citizenship

Soleus Private Equity GP I, LLC – Delaware
Soleus Private Equity Fund I, L.P. – Delaware
Soleus PE GP I, LLC – Delaware
Soleus Capital Master Fund, L.P. – Cayman Islands
Soleus Capital, LLC – Delaware
Soleus Capital Group, LLC – Delaware
Guy Levy – United States

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

641288105

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:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of
- (i) 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J).
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

Reference is made to Items 5 – 11 on the preceding pages of this Schedule 13G.

As of December 31, 2022, Master Fund and Soleus PE (collectively, the “Funds”) collectively hold an aggregate of 2,369,003 common shares (the “Shares”) of the Issuer.

As the general partner of Soleus PE, Soleus GP may be deemed to have shared power to vote or direct the vote and to dispose or to direct the disposition of the Shares held by Soleus PE. As the sole manager of Soleus GP, Soleus PE GP I, LLC may be deemed to have shared power to vote or to direct the vote and to dispose or direct the disposition of the Shares held by Soleus PE. As the sole managing member of Soleus PE GP I, LLC, Mr. Guy Levy may be deemed to have shared power to vote or direct the vote and to dispose or to direct the disposition of the Shares held by Soleus PE.

As the general partner of Master Fund, Soleus Capital, LLC may be deemed to have shared power to vote or direct the vote and to dispose or to direct the disposition of the Shares held by Master Fund. As the sole managing member of Soleus Capital, LLC, Soleus Capital Group, LLC may be deemed to have shared power to vote or to direct the vote and to dispose or direct the disposition of the Shares held by Master Fund. As the sole managing member of Soleus Capital Group, LLC, Mr. Guy Levy may be deemed to have shared power to vote or direct the vote and to dispose or to direct the disposition of the Shares held by Master Fund.

Neither the filing of this Schedule 13G nor any of its contents shall be deemed to constitute an admission that Mr. Levy, Soleus PE GP I, LLC, Soleus GP, Soleus Capital, LLC or Soleus Capital Group, LLC is the beneficial owner of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, except to the extent of their respective pecuniary interest therein, and such beneficial ownership is expressly disclaimed.

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

Not applicable.

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

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of 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, 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.

SIGNATURE

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

Date: February 14, 2023

Soleus Private Equity Fund I, L.P.

By: Soleus Private Equity GP I, LLC, its General Partner

By: Soleus PE GP I, LLC, its Manager

By: /s/ Guy Levy

Name: Guy Levy

Title: Managing Member

Date: February 14, 2023

Soleus Private Equity GP I, LLC

By: Soleus PE GP I, LLC, its Manager

By: /s/ Guy Levy

Name: Guy Levy

Title: Managing Member

Date: February 14, 2023

Soleus PE GP I, LLC

By: /s/ Guy Levy

Name: Guy Levy

Title: Managing Member

Date: February 14, 2023

Soleus Capital Master Fund, L.P.

By: Soleus Capital, LLC, its General Partner

By: Soleus Capital Group, LLC, its Managing Manager

By: /s/ Guy Levy

Name: Guy Levy

Title: Managing Member

Date: February 14, 2023

Soleus Capital, LLC

By: Soleus Capital Group, LLC, its Managing Manager

By: /s/ Guy Levy

Name: Guy Levy

Title: Managing Member

Date: February 14, 2023

Soleus Capital Group, LLC

By: /s/ Guy Levy

Name: Guy Levy

Title: Managing Member

Date: February 14, 2023

/s/ Guy Levy

Name: Guy Levy

Footnotes:

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)