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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. ____)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to § 240.14a-12

NEUROPACE, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
 Fee paid previously with preliminary materials
 Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
-
-
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Your **Vote** Counts!

NEUROPACE, INC.

2024 Annual Meeting

Vote by June 6, 2024

11:59 p.m. ET



NEUROPACE, INC.
C/O BROADRIDGE CORPORATE ISSUER SOLUTIONS
P.O. BOX 1342
BRENTWOOD, NY 11717



V45640-P10153

You invested in NEUROPACE, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 7, 2024.**

Get informed before you vote

View the Notice and Proxy Statement and Annual Report on Form 10-K online at www.proxyvote.com OR you can receive a free paper or email copy of the material(s) by submitting a request prior to May 24, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

June 7, 2024
10:30 a.m., Pacific Time

Virtually at:
www.virtualshareholdermeeting.com/NPCE2024

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This communication contains only an overview of the proposals being presented at the upcoming stockholder meeting, which are more fully described in the proxy materials that are available to you on the Internet or by mail. We encourage you to access and review all of the important information contained in the proxy materials before voting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
<p>1. Election of three director nominees for Class III directors, each to serve until our 2027 Annual Meeting of stockholders and until their successors are duly elected and qualified, subject to their earlier death, resignation or removal.</p> <p>Nominees:</p> <ul style="list-style-type: none">01) Uri Geiger02) Rakhi Kumar03) Renee Ryan	✔ For
<p>2. Ratification of the selection of PricewaterhouseCoopers LLP ("PwC") as NeuroPace's independent registered public accounting firm for fiscal year ending December 31, 2024.</p>	✔ For
<p>NOTE: At their discretion, the proxies are authorized, to the extent permitted by SEC rules, to vote on any other business as may properly come before the meeting or any adjournment or postponement thereof.</p>	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".