

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>LACOB JOSEPH</u>  (Last) (First) (Middle) <u>C/O NEUROPACE, INC.</u> <u>455 N. BERNARDO AVENUE</u>  (Street) <u>MOUNTAIN VIEW CA 95131</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NeuroPace Inc [ NPCE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/26/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/26/2021		A		334,027	A	\$0.00	351,920	I	See Footnote <sup>(1)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A' Preferred Stock	\$0.00	04/26/2021		C			8,594	(2)	(2)	Common Stock	8,594	\$0.00	0	I	See Footnote <sup>(3)</sup>
Series A' Preferred Stock	\$0.00	04/26/2021		C			17,189	(2)	(2)	Common Stock	17,189	\$0.00	0	I	See Footnote <sup>(4)</sup>
Series B; Preferred Stock	\$0.00	04/26/2021		C			102,747	(2)	(2)	Common Stock	102,747	\$0.00	0	I	See Footnote <sup>(3)</sup>
Series B' Preferred Stock	\$0.00	04/26/2021		C			205,497	(2)	(2)	Common Stock	20,549	\$0.00	0	I	See Footnote <sup>(4)</sup>

**Explanation of Responses:**

- Includes 111,341 shares held by Lacob Ventures LLC and 222,686 shares held by LCT18 Investments, LLC.
- Each share of Preferred Stock automatically converted on a 1-for-1 basis into Common Stock upon the closing of the Issuer's initial public offering, for no additional consideration. The Preferred Stock has no expiration date.
- Shares are held by Lacob Ventures LLC.
- Shares are held by LCT18 Investments.

**Remarks:**

/s/ Mark B. Weeks, Attorney-in-Fact 04/26/2021

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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