
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

NeuroPace Inc

(Name of Issuer)

Common Stock, .001 par value per share

(Title of Class of Securities)

641288105

(CUSIP Number)

10/25/2024

(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)
-
-

SCHEDULE 13G

CUSIP No. 641288105

Names of Reporting Persons

1

Kent Lake PR LLC

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

PUERTO RICO

Number of Shares 5 Sole Voting Power

Beneficially Owned by Each Reporting Person With: 0.00 Shared Voting Power 6 1,472,491.00 Sole Dispositive Power 7 0.00 Shared Dispositive Power 8 1,472,491.00

Aggregate Amount Beneficially Owned by Each Reporting Person

1,472,491.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

Percent of class represented by amount in row (9)

5.0 %

Type of Reporting Person (See Instructions)

IA, HC

SCHEDULE 13G

CUSIP No. 641288105

Names of Reporting Persons

Kent Lake Partners LP

Check the appropriate box if a member of a Group (see instructions)

(a)

(b)

Sec Use Only

Citizenship or Place of Organization

DELAWARE

Sole Voting Power

0.00

Shared Voting Power

1,472,491.00

Sole Dispositive Power

0.00

Shared Dispositive Power

1,472,491.00

Aggregate Amount Beneficially Owned by Each Reporting Person

1,472,491.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

Percent of class represented by amount in row (9)

5.0 %
Type of Reporting Person (See Instructions)

12

PN

SCHEDULE 13G

CUSIP No. 641288105

Names of Reporting Persons

1

Benjamin Natter

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

UNITED STATES

Sole Voting Power

5

0.00

Number of
Shares

Shared Voting Power

6

Beneficially
Owned by
Each

1,472,491.00

Reporting
Person

Sole Dispositive Power

7

0.00

With:

Shared Dispositive

8

Power

1,472,491.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

1,472,491.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

5.0 %

Type of Reporting Person (See Instructions)

12

HC, IN

SCHEDULE 13G

Item 1.

Name of issuer:

(a)

NeuroPace Inc

Address of issuer's principal executive offices:

(b)

455 N. BERNARDO AVENUE, MOUNTAIN VIEW, CALIFORNIA, 94043.

Item 2.

(a)

Name of person filing:

This statement is filed by the entities and persons listed below, who are collectively referred herein as "Reporting Persons", with respect to the shares of Common Stock (as defined in Item 2(d) below) of the Company: (i) Kent Lake PR LLC (ii) Kent Lake Partners LP (iii) Benjamin Natter

Address or principal business office or, if none, residence:

- (b) (i) Kent Lake PR LLC 4512 Hacienda Shoppe CTR Ste 11 #26 Anasco, Puerto Rico 00610 (ii) Kent Lake Partners LP 4512 Hacienda Shoppe CTR Ste 11 #26 Anasco, Puerto Rico 00610 (iii) Mr. Benjamin Natter c/o Kent Lake PR LLC 4512 Hacienda Shoppe CTR Ste 11 #26 Anasco, Puerto Rico 00610

Citizenship:

- (c) (i) Kent Lake PR LLC - Puerto Rico (ii) Kent Lake Partners LP - DE (iii) Mr. Benjamin Natter - USA

Title of class of securities:

- (d) Common Stock, .001 par value per share

CUSIP No.:

- (e) 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);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Amount beneficially owned:

- (a) Kent Lake PR LLC (successor to Kent Lake Capital, LLC) is an investment adviser that is registered with the Securities and Exchange Commission. Kent Lake PR LLC, which serves as investment adviser to private funds, including but not limited to Kent Lake Partners LP (collectively, the "Funds"), may be deemed to be the beneficial owner of all shares of Common Stock held by the Funds. Mr. Natter, as Managing Partner of Kent Lake Partners LP, with the power to exercise investment and voting discretion, may be deemed to be the beneficial owner of all shares of Common Stock held by the Funds. Kent Lake PR LLC Amount beneficially owned: 1,472,491 Kent Lake Partners LP Amount beneficially owned: 1,472,491 Benjamin Natter Amount beneficially owned: 1,472,491

Percent of class:

- (b) Based on 29,196,985 shares of Common Stock outstanding as reported in the Issuer's Form 10-Q filed on August 13, 2024. Kent Lake PR LLC Percent of class: 5.0% Kent Lake Partners LP Percent of class: 5.0% Benjamin Natter Percent of class: 5.0% %

- (c) Number of shares as to which the person has:

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

Kent Lake PR LLC Sole power to vote or to direct the vote: 0 Kent Lake Partners LP Sole power to vote or to direct the vote: 0 Benjamin Natter Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote:

Kent Lake PR LLC Shared power to vote or to direct the vote: 1,472,491 Kent Lake Partners LP Shared power to vote or to direct the vote: 1,472,491 Benjamin Natter Shared power to vote or to direct the vote: 1,472,491

(iii) Sole power to dispose or to direct the disposition of:

Kent Lake PR LLC Sole power to dispose or to direct the disposition of: 0 Kent Lake Partners LP Sole power to dispose or to direct the disposition of: 0 Benjamin Natter Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of:

Kent Lake PR LLC Shared power to dispose or to direct the disposition of: 1,472,491 Kent Lake Partners LP Shared power to dispose or to direct the disposition of: 1,472,491 Benjamin Natter Shared power to dispose or to direct the disposition of: 1,472,491

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

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

Pursuant to Rule 13d-4 under the Securities Exchange Act of 1934, as amended, Kent Lake PR LLC and Mr. Natter expressly disclaim beneficial ownership over any of the securities reported in this statement, and the filing of this statement shall not be construed as an admission that Kent Lake PR LLC or Mr. Natter are the beneficial owner of any of the securities reported herein.

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

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

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

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

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.

Kent Lake PR LLC

Signature: /s/ Benjamin Natter

Name/Title: Managing Member

Date: 11/04/2024

Kent Lake Partners LP

Signature: /s/ Benjamin Natter

Name/Title: Managing Member

Date: 11/04/2024

Benjamin Natter

Signature: /s/ Benjamin Natter

Name/Title: Managing Member

Date: 11/04/2024