

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>ORBIMED ADVISORS LLC</u> <hr/> (Last) (First) (Middle) 601 LEXINGTON AVENUE 54TH FLOOR <hr/> (Street) NEW YORK NY 10022-4629 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/20/2021	3. Issuer Name and Ticker or Trading Symbol <u>NeuroPace Inc</u> [NPCE]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A' Preferred Stock	(1)	(1)	Common Stock	171,895	0.00	I	See Footnotes ⁽²⁾ (3)
Series B' Preferred Stock	(1)	(1)	Common Stock	3,605,386	0.00	I	See Footnotes ⁽²⁾ (3)

1. Name and Address of Reporting Person* <u>ORBIMED ADVISORS LLC</u> <hr/> (Last) (First) (Middle) 601 LEXINGTON AVENUE 54TH FLOOR <hr/> (Street) NEW YORK NY 10022-4629 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>OrbiMed Capital GP VI LLC</u> <hr/> (Last) (First) (Middle) 601 LEXINGTON AVENUE 54TH FLOOR <hr/> (Street) NEW YORK NY 10022-4629 <hr/> (City) (State) (Zip)		
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Explanation of Responses:

1. Each share of Preferred Stock automatically converts on a 1-for-1 basis into Common Stock at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering, for no additional consideration. The Preferred Stock has no expiration date.
2. These shares of the Issuer's Series A' Preferred Stock and Series B' Preferred Stock are held of record by OrbiMed Private Investments VI, LP ("OPI VI"). OrbiMed Capital GP VI LLC ("GP VI") is the general partner of OPI VI, and OrbiMed Advisors LLC ("OrbiMed Advisors"), a registered investment adviser under the Investment Advisors Act of 1940, as amended, is the managing member of GP VI. By virtue of such relationships, GP VI and OrbiMed Advisors may be deemed to have voting and investment power with respect to the securities held by OPI VI and, as a result, may be deemed to beneficially own such securities for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). OrbiMed Advisors exercises this investment and voting power through a management committee comprised of Carl L. Gordon, Sven H. Borho, and Jonathan T. Silverstein, each of whom disclaims beneficial ownership of the shares held by OPI VI.
3. This report is being jointly filed by OrbiMed Advisors and GP VI. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Exchange Act, except to the extent of its pecuniary interest therein, if any. This report shall not be deemed an admission that any of the Reporting Persons are a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

Remarks:

<u>/s/ Douglas Coon, Chief Compliance Officer, OrbiMed Advisors LLC</u>	<u>04/20/2021</u>
<u>/s/ Douglas Coon, Chief Compliance Officer, OrbiMed Capital GP VI LLC</u>	<u>04/20/2021</u>
** 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 5 (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.

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.