SEC Form 4

FORM 4

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

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*] Morrell Martha	2. Issuer Name **and** Ticker or Trading Symbol NeuroPace Inc [NPCE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last)	(First)	(Middle)
455 N. BERNARDO AVENUE		

3. Date of Earliest Transaction (Month/Day/Year)   06/04/2021

		Director	10% Owner
X	Officer (give title below)		Other (specify below)

Chief Medical officer

(Street)
MOUNTAIN VIEW CA 94043

4. If Amendment, Date of Original Filed (Month/Day/Year)   06/08/2021

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
Form filed by More than One Reporting Person

(City)	(State)	(Zip)

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	06/04/2021		A		8,310[(1)]	A	$0.00	9,828	D	

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				
Stock Option (Right to Buy)	$21.67	06/04/2021		A		16,620		06/04/2021[(2)]	06/03/2031	Common Stock	16,620	$0.00	16,620	D	

Explanation of Responses:

1. Each share is represented by a restricted stock unit ("RSU"). Each RSU represents a contingent right to receive one share of the Issuer's common stock upon settlement. 25% of the RSUs vest on April 22, 2022 and the remaining RSUs vest in twelve (12) equal quarterly installments thereafter.

2. 25% of the shares subject to the option vest on April 22, 2022. The remaining shares subject to the option vest in twelve (12) equal quarterly installments thereafter. The option is early exercisable.

Remarks:

This amendment to Form 4 is being filed to correct (a) the amount of RSUs acquired and the amount of securities shares beneficially owned directly by the Reporting Person following the transaction in Table I, and (b) the amount of options acquired and the amount of options of this class beneficially owned directly by the Reporting Person following the transaction in Table II.

/s/ Mark B. Weeks, Attorney-in-Fact	06/29/2021
** 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.

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.