SEC Form 4	
FORM	4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

1	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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Check this box to indicate that a transaction was made pursuant to a

contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is

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

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	fy the affirmative ns of Rule 10b5- tion 10.						
1. Name and Addre	ss of Reporting Pers	on [*]	2. Issuer Name and Ticker or Trading Symbol <u>NeuroPace Inc</u> [NPCE]		tionship of Reporting all applicable) Director	Perso	10% Owner
	(First) SE 4TH FLOOR	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/23/2024		Officer (give title below)		Other (specify below)
20 PARLIAME (Street) HAMILTON	D0	HM12	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group F Form filed by One F Form filed by More Person	eport	ing 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)	Transaction D Code (Instr.		4. Securities Disposed Of				6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	10/23/2024		S		147	D	\$6.02	5,494,836	D	
Common Stock	10/25/2024		S		223,991	D	\$5.4513	5,270,845	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. Transa Code (8)		of		of Expiration Date (Month/Day/Year) Securities Acquired A) or Disposed of (D) Instr. 3, 4		of Expiration Date (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		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						

Explanation of Responses:

<u>/s/ Raphael Metz, Corporate</u> <u>Secretary</u> <u>1</u>

10/28/2024

** 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.