
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

NeuroPace, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

22-3550230
(I.R.S. Employer
Identification No.)

**455 N. Bernardo Avenue
Mountain View, California 94043
(650) 237-2700**
(Address of Principal Executive Offices) (Zip Code)

**NeuroPace, Inc. 2021 Equity Incentive Plan
NeuroPace, Inc. 2021 Employee Stock Purchase Plan**
(Full titles of the plans)

**Joel Becker
Chief Executive Officer
NeuroPace, Inc.
455 N. Bernardo Avenue
Mountain View, California 94043
(650) 237-2700**
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Copies to:

**Mark B. Weeks
Jaime L. Chase
Cooley LLP
3175 Hanover Street
Palo Alto, California 94304
(650) 843-5000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by NeuroPace, Inc. (the “**Registrant**”) with the Securities and Exchange Commission (the “**Commission**”) for the purpose of registering (i) an additional 1,391,173 shares of the Registrant’s common stock, par value \$0.001 per share (the “**Common Stock**”), to be issued pursuant to the Registrant’s 2021 Equity Incentive Plan (the “**2021 Plan**”) and (ii) an additional 278,234 shares of Common Stock to be issued pursuant to the Registrant’s 2021 Employee Stock Purchase Plan (the “**2021 ESPP**”). The Registrant previously registered shares of its Common Stock for issuance under the 2021 Plan and 2021 ESPP on Registration Statements on Form S-8 filed with the Commission on April 23, 2021 ([File No. 333-255453](#)), March 11, 2022 ([File No. 333-263462](#)) and March 2, 2023 ([File No. 333-270246](#)) (collectively, the “**Prior Registration Statements**”).

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate and is submitted in accordance with General Instruction E to Form S-8. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements, to the extent relating to the registration of Common Stock issuable under the 2021 Plan and 2021 ESPP, are incorporated herein by reference and made part of this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents By Reference.

The following documents filed by NeuroPace, Inc. (the “**Registrant**”) with the Commission are incorporated by reference into this Registration Statement:

(a) the Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2023, filed with the Commission on March 5, 2024 (File No. 001-40337);

(b) the description of the Registrant’s common stock which is contained in a registration statement on [Form 8-A](#) filed on April 14, 2021 (File No. 001-40337) under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), including any amendment or report filed for the purpose of updating such description; and

(c) all other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The exhibits to this Registration Statement are listed below:

Exhibit Number	Description	Incorporated by Reference			
		Schedule Form	File Number	Exhibit	Filing Date
4.1	Amended and Restated Certificate of Incorporation of the Registrant.	8-K	001-40337	3.1	April 26, 2021
4.2	Amended and Restated Bylaws of the Registrant.	S-1/A	333-254663	3.4	April 14, 2021
4.3	Form of common stock certificate of the Registrant.	S-1/A	333-254663	4.1	April 14, 2021
5.1*	Opinion of Cooley LLP.				
23.1*	Consent of Cooley LLP (included in Exhibit 5.1).				
23.2*	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.				
24.1*	Power of Attorney (included on the signature page of this Form S-8).				
99.1	2021 Equity Incentive Plan.	S-1/A	333-254663	10.6	April 14, 2021
99.2	Forms of Option Agreement, Stock Option Grant Notice and Notice of Exercise under the 2021 Equity Incentive Plan.	S-1/A	333-254663	10.7	April 14, 2021
99.3	2021 Employee Stock Purchase Plan.	S-1/A	333-254663	10.8	April 14, 2021
107*	Filing Fee Table				

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mountain View, State of California, on this 5th day of March 2024.

NeuroPace, Inc.

By: /s/ Joel Becker

Joel Becker
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Joel Becker and Rebecca Kuhn, and each of them, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him or her in any and all capacities, to sign the Registration Statement on Form S-8 of NeuroPace, Inc., and any or all amendments (including post-effective amendments thereto), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Joel Becker Joel Becker	Director and Chief Executive Officer (Principal Executive Officer)	March 5, 2024
/s/ Rebecca Kuhn Rebecca Kuhn	Chief Financial Officer and Vice President, Finance and Administration (Principal Financial Officer and Principal Accounting Officer)	March 5, 2024
/s/ Lisa Andrade Lisa Andrade	Director	March 5, 2024
/s/ Frank Fischer Frank Fischer	Director	March 5, 2024
/s/ Uri Geiger Uri Geiger	Director	March 5, 2024
/s/ Rakhi Kumar Rakhi Kumar	Director	March 5, 2024
/s/ Joseph S. Lacob Joseph S. Lacob	Director	March 5, 2024
/s/ Renee Ryan Renee Ryan	Director	March 5, 2024



March 5, 2024

Mark B. Weeks
T: +1 650 843 5011
mweeks@cooley.com

NeuroPace, Inc.
455 N. Bernardo Avenue
Mountain View, CA 94043

Ladies and Gentlemen:

We have acted as counsel to NeuroPace, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") covering the offering of up to 1,669,407 shares (the "**Shares**") of the Company's Common Stock, \$0.001 par value, ("**Common Stock**") consisting of (a) 1,391,173 shares of Common Stock issuable pursuant to the Company's 2021 Equity Incentive Plan (the "**2021 EIP**") and (b) 278,234 shares of Common Stock issuable pursuant to the Company's 2021 Employee Stock Purchase Plan (together with the 2021 EIP, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectuses, (b) the Plans, (c) the Company's certificate of incorporation and bylaws, each as currently in effect, and (d) such other records, documents, opinions, certificates, memoranda and instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed solely with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and the related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof and we have no obligation or responsibility to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130
t: (650) 843-5000 f: (650) 849-7400 cooley.com



Very truly yours,

COOLEY LLP

By: /s/ Mark B. Weeks

Mark B. Weeks

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of NeuroPace, Inc. of our report dated March 5, 2024 relating to the financial statements, which appears in NeuroPace, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ PricewaterhouseCoopers LLP
San Jose, California
March 5, 2024

CALCULATION OF FILING FEE TABLES

Form S-8
(Form Type)**NeuroPace, Inc.**

(Exact Name of Registrant as Specified in its Charter)

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.001 par value per share, 2021 Equity Incentive Plan	Rule 457(c) and 457(h) ⁽²⁾	1,391,173 ⁽³⁾	\$15.06 ⁽²⁾	\$20,951,065.38	0.00014760	\$3,092.38
Equity	Common stock, \$0.001 par value per share, 2021 Employee Stock Purchase Plan	Rule 457(c) and 457(h) ⁽⁴⁾	278,234 ⁽⁵⁾	\$12.80 ⁽⁴⁾	\$3,561,395.20	0.00014760	\$525.67
Total Offering Amounts				—	\$24,512,460.58	—	\$3,618.05
Total Fees Previously Paid				—	—	—	—
Total Fee Offsets				—	—	—	—
Net Fee Due				—	—	—	\$3,618.05

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of common stock of NeuroPace, Inc. (the “**Registrant**”) that become issuable under the Registrant’s 2021 Equity Incentive Plan (the “**2021 Plan**”) and the Registrant’s 2021 Employee Stock Purchase Plan (the “**2021 ESPP**”) by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Registrant’s common stock, as applicable.
- (2) Estimated in accordance with Rule 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of \$15.06 per share of common stock, which represents the average of the high and low prices of the Registrant’s common stock as reported on The Nasdaq Global Market on March 4, 2024.
- (3) Represents 1,391,173 additional shares of Registrant’s common stock that were automatically added to the shares authorized for issuance under the 2021 Plan on January 1, 2024 pursuant to an annual “evergreen” increase provision contained in the 2021 Plan. Pursuant to such provision, the number of shares reserved for issuance under the 2021 Plan will automatically increase on the first day of each calendar year, starting on January 1, 2022 and continuing through January 1, 2031, by the lesser of (a) 5% of the total number of shares of the Registrant’s common stock outstanding on December 31st of the immediately preceding calendar year and (b) a number of shares determined by the Registrant’s board of directors.
- (4) Estimated in accordance with Rule 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of \$12.80 per share of common stock, which represents the average of the high and low prices of the Registrant’s common stock as reported on The Nasdaq Global Market on March 4, 2024, multiplied by 85%, which is the percentage of the price per share applicable to shares issued under the 2021 ESPP.
- (5) Represents 278,234 additional shares of common stock reserved for issuance under, and which annual increase is provided for in, the 2021 ESPP that were automatically added to the shares authorized for issuance under the 2021 ESPP on January 1, 2024 pursuant to an annual “evergreen” increase provision contained in the 2021 ESPP. Pursuant to such provision, the number of shares reserved for issuance under the 2021 ESPP will automatically increase on the first day of each calendar year, starting on January 1, 2022 and continuing through January 1, 2031, by the lesser of (a) 1% of the total number of shares of the Registrant’s common stock outstanding on December 31st of the immediately preceding calendar year, (b) 1,160,000 and (c) a number of shares determined by the Registrant’s board of directors.