

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

**FORM S-1  
REGISTRATION STATEMENT**  
*UNDER  
THE SECURITIES ACT OF 1933*

**NeuroPace, Inc.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>3841</b> (Primary Standard Industrial Classification Code Number)	<b>22-3550230</b> (I.R.S. Employer Identification Number)
<b>55 N. Bernardo Avenue Mountain View, CA 94043 (650) 237-2700</b> (Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)		

**Michael Favet**  
**President and Chief Executive Officer**  
**NeuroPace, Inc.**  
**455 N. Bernardo Avenue**  
**Mountain View, CA 94043**  
**(650) 237-2700**  
 (Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Mark B. Weeks**  
**Seth J. Gottlieb**  
**Brett D. White**  
**Cooley LLP**  
**3175 Hanover Street**  
**Palo Alto, California 94304**  
**(650) 843-5000**

**Alan F. Denenberg**  
**Emily Roberts**  
**Davis Polk & Wardwell LLP**  
**1600 El Camino Real**  
**Menlo Park, CA 94025**  
**(650) 752-2000**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this registration statement is declared effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  (File No. 333-254663)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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.

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share <sup>(2)(3)</sup>	Proposed Maximum Aggregate Offering Price <sup>(3)</sup>	Amount of Registration Fee <sup>(3)</sup>
Common Stock, par value \$0.001 per share	790,050	\$17.00	\$13,430,850	\$1,465.31

(1) Represents only the number of shares being registered pursuant to this Registration Statement, which includes 103,050 shares that the underwriters have the option to purchase, and are in addition to the 6,109,950 shares that were registered pursuant to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-254663), which included 796,950 shares that the underwriters have the option to purchase.

(2) Based on the public offering price.

(3) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended (the "Securities Act"), based on the proposed maximum aggregate offering price.

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.**



**EXPLANATORY NOTE AND  
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement (the “Registration Statement”) is being filed with the Securities and Exchange Commission (the “Commission”) with respect to the registration of additional shares of common stock, par value \$0.001 per share (the “Common Stock”), of NeuroPace, Inc. (the “Registrant”), pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”). This Registration Statement incorporates by reference the contents of, including all amendments and exhibits thereto, the Registration Statement on Form S-1, as amended (File No. [333-254663](#)) (collectively, the “Prior Registration Statement”), which the Commission declared effective on April 20, 2021, and a post-effective amendment to the Prior Registration Statement, which the Commission subsequently declared effective on April 21, 2021. This Registration Statement is being filed solely for the purpose of increasing the number of shares to be offered in the public offering by 790,050 shares of Common Stock, which includes 103,050 shares of Common Stock that may be sold pursuant to the underwriters’ option to purchase additional shares. The additional shares of Common Stock that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement.

The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

## EXHIBIT INDEX

Exhibit Number	Description of Exhibit
5.1	<a href="#">Opinion of Cooley LLP.</a>
23.1	<a href="#">Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.</a>
23.2	<a href="#">Consent of Cooley LLP (included in Exhibit 5.1).</a>
24.1	<a href="#">Power of Attorney (included on the signature page of the Registration Statement on Form S-1, as amended (File No. 333-254663), filed with the Commission on March 24, 2021 and incorporated herein by reference).</a>

### Signatures

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 April 21, 2021.

#### NEUROPACE, INC.

By: /s/ Michael Favet

Michael Favet

President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael Favet</u> Michael Favet	Direct, President and Chief Executive Officer (Principal Executive Officer)	April 21, 2021
<u>/s/ Rebecca Kuhn</u> Rebecca Kuhn	Chief Financial Officer and Vice President, Finance and Administration (Principal Financial and Accounting Officer)	April 21, 2021
<u>*</u> Frank Fischer	Director	April 21, 2021
<u>*</u> Greg Garfield	Director	April 21, 2021
<u>/s/ Rakhi Kumar</u> Rakhi Kumar	Director	April 21, 2021
<u>*</u> Joseph S. Lacob	Director	April 21, 2021
<u>*</u> Evan Norton	Director	April 21, 2021
<u>*</u> Renee Ryan	Director	April 21, 2021

\*By: /s/ Rebecca Kuhn

Rebecca Kuhn

Attorney-in-Fact



Mark Weeks  
+ 1650 843 5011  
mweeks@cooley.com

April 21, 2021  
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-1 (the "**Registration Statement**") with the Securities and Exchange Commission pursuant to Rule 462(b) promulgated under the Securities Act of 1933, covering an underwritten public offering of up to 790,050 shares of the Company's common stock, par value \$0.001 ("**Shares**"). The Registration Statement incorporates by reference the registration statement on Form S-1 (No. 333-254663), which was declared effective on April 20, 2021 and the post-effective amendment to such registration statement on Form S-1, which was declared effective on April 21, 2021 (collectively, the "**Prior Registration Statement**"), including the prospectus which forms a part of the Prior Registration Statement (the "**Prospectus**").

In connection with this opinion, we have examined and relied upon (a) the Prior Registration Statement and Prospectus, (b) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, as currently in effect as of the date hereof, (c) the form of the Company's Amended and Restated Certificate of Incorporation and the Company's Amended and Restated Bylaws, filed as Exhibits 3.2 and 3.4, respectively, to the Prior Registration Statement, each of which is to be in effect upon the closing of the offering contemplated by the Prior Registration Statement and (d) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other 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 a prerequisite 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 only 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 against payment therefor as described in the Prior Registration Statement and the Prospectus, will be validly issued, fully paid and nonassessable.

We consent to the reference to our firm under the caption "Legal Matters" in the Prospectus included in the Prior Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement.



NeuroPace, Inc.  
April 21, 2021  
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Sincerely,

Cooley LLP

By: /s/ Mark Weeks

Mark Weeks

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

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated March 24, 2021, except for the effects of the reverse stock split discussed in Note 2 to the financial statements, as to which the date is April 14, 2021, relating to the financial statements, which appears in Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 (No. 333-254663) of NeuroPace, Inc. We also consent to the reference to us under the heading "Experts" in Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 (No. 333-254663) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP  
San Jose, California  
April 21, 2021