

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 7, 2024**

**NEUROPACE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-40337**  
(Commission  
File Number)

**22-3550230**  
(IRS Employer  
Identification No.)

**455 N. Bernardo Avenue**  
**Mountain View, CA**  
(Address of principal executive offices)

**94043**  
(Zip Code)

**(650) 237-2700**  
Registrant's telephone number, including area code

**Not Applicable**  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	NPCE	Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On June 7, 2024, NeuroPace, Inc. held its 2024 Annual Meeting of Stockholders (the “Annual Meeting”) virtually via live webcast. The following proposals were voted upon, and the final voting results with respect to each such proposal are set forth below. The proposals set forth below are described in detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 22, 2024.

*Proposal 1 - Election of Directors.* NeuroPace’s stockholders elected each of the following Class III director nominees to hold office until NeuroPace’s 2027 Annual Meeting of Stockholders and until his or her successor is duly elected and qualified or until his or her earlier death, resignation or removal. The results of the vote were:

<b>Nominee</b>	<b>For</b>	<b>Withhold</b>	<b>Broker Non-Votes</b>
Uri Geiger	10,710,133	363,203	7,926,126
Rakhi Kumar	10,629,853	443,483	7,926,126
Renee Ryan	9,556,538	1,516,798	7,926,126

*Proposal 2 - Ratification of Independent Registered Public Accounting Firm.* NeuroPace’s stockholders ratified the appointment of PricewaterhouseCoopers LLP as NeuroPace’s independent registered public accounting firm for the fiscal year ending December 31, 2024. The results of the vote were:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
18,989,774	9,305	383	—

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**NeuroPace, Inc.**

Dated: June 10, 2024

By: /s/ Rebecca Kuhn

Rebecca Kuhn

Chief Financial Officer, Vice President, Finance and  
Administration, and Corporate Secretary