

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number) Previous Names X None Entity Type

0001528287

Name of Issuer

NeuroPace Inc

- X Corporation
- Limited Partnership
- Limited Liability Company
- General Partnership
- Business Trust
- Other (Specify)

Jurisdiction of Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

- X Over Five Years Ago
- Within Last Five Years (Specify Year)
- Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

NeuroPace Inc

Street Address 1

1375 SHOREBIRD WAY

Street Address 2

City State/Province/Country ZIP/PostalCode Phone Number of Issuer

MOUNTAIN VIEW CALIFORNIA 94043 6502372700

3. Related Persons

Last Name First Name Middle Name

Fischer Frank

Street Address 1 Street Address 2

1375 Shorebird Way

City State/Province/Country ZIP/PostalCode

Mountain View CALIFORNIA 94043

Relationship: X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Kuhn Rebecca

Street Address 1 Street Address 2

1375 Shorebird Way

City State/Province/Country ZIP/PostalCode

Mountain View CALIFORNIA 94043

Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

**Last Name**

**First Name**

**Middle Name**

Blair

James

**Street Address 1**

**Street Address 2**

1375 Shorebird Way

**City**

**State/Province/Country**

**ZIP/PostalCode**

Mountain View

CALIFORNIA

94043

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

**Last Name**

**First Name**

**Middle Name**

Fischell

David

**Street Address 1**

**Street Address 2**

1375 Shorebird Way

**City**

**State/Province/Country**

**ZIP/PostalCode**

Mountain View

CALIFORNIA

94043

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

**Last Name**

**First Name**

**Middle Name**

Lacob

Joseph

**Street Address 1**

**Street Address 2**

1375 Shorebird Way

**City**

**State/Province/Country**

**ZIP/PostalCode**

Mountain View

CALIFORNIA

94043

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

**Last Name**

**First Name**

**Middle Name**

Larkin

Ray

**Street Address 1**

**Street Address 2**

1375 Shorebird Way

**City**

**State/Province/Country**

**ZIP/PostalCode**

Mountain View

CALIFORNIA

94043

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

**Last Name**

**First Name**

**Middle Name**

Pless

Benjamin

**Street Address 1**

**Street Address 2**

1375 Shorebird Way

**City**

**State/Province/Country**

**ZIP/PostalCode**

Mountain View

CALIFORNIA

94043

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

**Last Name**

**First Name**

**Middle Name**

Newhall

Chuck

**Street Address 1**

**Street Address 2**

1375 Shorebird Way

**City**

**State/Province/Country**

**ZIP/PostalCode**

Mountain View

CALIFORNIA

94043

**Relationship:** Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Vale	Brad	
Street Address 1	Street Address 2	
1375 Shorebird Way		
City	State/Province/Country	ZIP/PostalCode
Mountain View	CALIFORNIA	94043

**Relationship:** Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Abati	Isabella	
Street Address 1	Street Address 2	
1375 Shorebird Way		
City	State/Province/Country	ZIP/PostalCode
Mountain View	CALIFORNIA	94043

**Relationship:**  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Morrell	Martha	
Street Address 1	Street Address 2	
1375 Shorebird Way		
City	State/Province/Country	ZIP/PostalCode
Mountain View	CALIFORNIA	94043

**Relationship:**  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Smolley	Debra	
Street Address 1	Street Address 2	
1375 Shorebird Way		
City	State/Province/Country	ZIP/PostalCode
Mountain View	CALIFORNIA	94043

**Relationship:**  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

#### 4. Industry Group

Agriculture  
Banking & Financial Services  
    Commercial Banking  
    Insurance  
    Investing  
    Investment Banking  
    Pooled Investment Fund  
Is the issuer registered as  
an investment company under

Health Care  
    Biotechnology  
    Health Insurance  
    Hospitals & Physicians  
    Pharmaceuticals  
 Other Health Care  
Manufacturing  
Real Estate

Retailing  
Restaurants  
Technology  
    Computers  
    Telecommunications  
    Other Technology  
Travel  
Airlines & Airports

the Investment Company Act of 1940?  
 Yes  No  
 Other Banking & Financial Services  
 Business Services  
 Energy  
 Coal Mining  
 Electric Utilities  
 Energy Conservation  
 Environmental Services  
 Oil & Gas  
 Other Energy

Commercial  
 Construction  
 REITS & Finance  
 Residential  
 Other Real Estate

Lodging & Conventions  
 Tourism & Travel Services  
 Other Travel  
 Other

5. Issuer Size

<b>Revenue Range</b>	<b>OR</b>	<b>Aggregate Net Asset Value Range</b>
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505
Rule 504 (b)(1)(i)	X Rule 506
Rule 504 (b)(1)(ii)	Securities Act Section 4(5)
Rule 504 (b)(1)(iii)	Investment Company Act Section 3(c)
	Section 3(c)(1)      Section 3(c)(9)
	Section 3(c)(2)      Section 3(c)(10)
	Section 3(c)(3)      Section 3(c)(11)
	Section 3(c)(4)      Section 3(c)(12)
	Section 3(c)(5)      Section 3(c)(13)
	Section 3(c)(6)      Section 3(c)(14)
	Section 3(c)(7)

7. Type of Filing

X New Notice    Date of First Sale 2011-08-16    First Sale Yet to Occur  
 Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year?    Yes X No

9. Type(s) of Securities Offered (select all that apply)

X Equity	Pooled Investment Fund Interests
Debt	Tenant-in-Common Securities
X Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities

Security to be Acquired Upon Exercise of Option, Warrant or  
Other Right to Acquire Security      Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?      Yes  No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient      Recipient CRD Number  None  
(Associated) Broker or Dealer  None      (Associated) Broker or Dealer CRD Number  None

**Street Address 1**

**Street Address 2**

City      State/Province/Country      ZIP/Postal Code

State(s) of Solicitation (select all that apply)  
Check "All States" or check individual States      All States      Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount      \$61,914,481 USD or Indefinite

Total Amount Sold      \$49,126,004 USD

Total Remaining to be Sold \$12,788,477 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

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15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions      \$0 USD      Estimate

Finders' Fees      \$0 USD      Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD      Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

## Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

<b>Issuer</b>	<b>Signature</b>	<b>Name of Signer</b>	<b>Title</b>	<b>Date</b>
NeuroPace Inc	/s/Rebecca Kuhn	Rebecca Kuhn	VP Finance & Administration	2011-08-30

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.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

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