SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Kuhn Rebecca	NeuroPace Inc [NPCE]	Director / 10% Owner / X Officer (give title below) / Other (specify below)

(Last)	(First)	(Middle)

455 N. BERNARDO AVENUE

(Street)

MOUNTAIN VIEW   CA   94043

| (City) | (State) | (Zip) |

3. Date of Earliest Transaction (Month/Day/Year) 02/27/2024

4. If Amendment, Date of Original Filed (Month/Day/Year)

Chief Financial Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
Form filed by More than One Reporting Person

Rule 10b5-1(c) Transaction Indication

□ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/27/2024		A		12,500(1)	A	$0.00	152,204	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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				
Stock Option (Right to Buy)	$17.11	02/27/2024		A		24,950		(2)	02/26/2034	Common Stock	24,950	$0.00	24,950	D	

Explanation of Responses:

1. Each share is represented by a restricted stock unit ("RSU"). Each RSU represents a contingent right to receive one share of the Issuer's common stock upon settlement. 25% of the RSUs vest on February 27, 2025 and the remaining RSUs vest in twelve (12) equal quarterly installments thereafter.

2. 25% of the shares subject to the option vest on February 27, 2025. The remaining shares subject to the option vest in thirty six (36) equal consecutive monthly installments thereafter.

Remarks:

/s/ Rebecca Kuhn   02/28/2024

** Signature of Reporting Person   Date