FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

<b>STATEMENT</b>	OF CHANGES	IN BENEFICIAL	<b>OWNERSHIP</b>

OMB APPROVAL									
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*  Kuhn Rebecca					2. Issuer Name and Ticker or Trading Symbol NeuroPace Inc [ NPCE ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner					
(Last) 455 N. B	`	(First) (Middle) RNARDO AVENUE				3. Date of Earliest Transaction (Month/Day/Year) 02/27/2024								X	below)	Officer (give title below)  Chief Finar		Other (s below) Officer	pecify
				_ 4.1	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) MOUNT VIEW	CAIN C	A	94043											X		led by Mor		orting Person	- 1
(City) (State) (Zip)				-   R	Rule 10b5-1(c) Transaction Indication														
											action was m ns of Rule 1					n or written	plan th	at is intended	to
		Tab	le I - Noi	n-Deri	vativ	e Se	curities	s Ac	quired,	Dis	posed o	f, or Be	nefic	cially	Owned				
1. Title of Security (Instr. 3)  2. Trans Date (Month/l				2A. Deemed Execution Date if any (Month/Day/Yea		Date,	, Transaction Disposed Code (Instr. 5)		ties Acquired (A) or d Of (D) (Instr. 3, 4 an			5. Amou Securitie Beneficia Owned F Reported	es Fo ally (D) Following (I)		Form: Direct D) or Indirect I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
								Code	v	Amount	(A) (D)	Pr	rice	Transact (Instr. 3	tion(s)			(Instr. 4)	
Common Stock			02/2	7/202	7/2024					12,500(1)		\$	60.00	0 152,204			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  (Instr. 3)  3. Transaction Date Execution Date, if any (Month/Day/Year)			Fransaction of Code (Instr. De S) Se Ad (A Di of		of E		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)			3. Price of Derivative Security Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)		Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
					Code	v	(A)	(D)	Date Exercisab		Expiration Date	Title	Amo or Num of Shar	nber					
Stock Option (Right to Buy)	\$17.11	02/27/2024			A		24,950		(2)		)2/26/2034	Common Stock	24,9	950	\$0.00	24,950	0	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

\*\* Signature of Reporting Person

02/28/2024

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.