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): January 4, 2023

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 (\underline{see} General Instructions A.2. below):

	W-i44i4i			A -4 (17 CED 220 425)
ш	Written communications	pursuant to Kule 425	under the Securities	ACI (1 / 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:

 Trading Title of each class
 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. \Box

Item 2.02 Results of Operations and Financial Condition.

On January 9, 2023, NeuroPace issued a press release announcing its preliminary unaudited revenue for the fiscal quarter and year ended December 31, 2022. A copy of such press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The foregoing information in this Item 2.02 (including the exhibit hereto) is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of New Director

On January 4, 2023, the NeuroPace Board appointed Dr. Uri Geiger as a Class III director, effective as of January 5, 2023. Dr. Geiger's term as a member of the Board will expire at the meeting of stockholders to be held in 2024. It is not currently contemplated that Mr. Geiger will become a member of a Board committee.

In accordance with NeuroPace's non-employee director compensation policy, Dr. Geiger was granted a non-statutory stock option to purchase 120,521 shares of NeuroPace's common stock with an exercise price per share equal to \$1.535, the per share fair market value of the underlying common stock on the date of grant. Subject to Dr. Geiger's continued service with us on each applicable vesting date, 1/36th of the shares subject to the option will vest on a monthly basis over the three-year period following the date of grant. The option is subject to the terms and conditions of NeuroPace's 2021 Equity Incentive Plan and the related option agreement. Furthermore, Dr. Geiger will be entitled to an annual cash retainer for his service in accordance with NeuroPace's non-employee director compensation policy, which includes an annual retainer of \$40,000 for serving on the Board.

In connection with his appointment to the Board, Dr. Geiger will execute NeuroPace's standard form of indemnification agreement for directors.

Item 7.01 Regulation FD Disclosure

NeuroPace has prepared an investor presentation for use at the J.P. Morgan Healthcare Conference on January 12, 2023, at 9:00 a.m. Pacific Time. A copy of the investor presentation is attached hereto as Exhibit 99.2. A copy of the investor presentation will also be accessible on NeuroPace's website at https://investors.neuropace.com/news-and-events/presentations.

The foregoing information in this Item 7.01 (including the exhibit hereto) is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Press Release dated January 9, 2023
99.2	Investor Presentation dated January 9, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: January 9, 2023

By: /s/ Rebecca Kuhn
Rebecca Kuhn
Chief Financial Officer and Vice President, Finance and

Administration



NeuroPace Announces Preliminary Unaudited Fourth Quarter and Full-Year 2022 Revenue and Appoints Dr. Uri Geiger to Board of Directors

Mountain View, Calif. – January 9, 2023 – NeuroPace, Inc. (Nasdaq: NPCE), a commercial-stage medical device company focused on transforming the lives of people living with epilepsy, today announced preliminary, unaudited revenue results for the fourth quarter and full-year ended December 31, 2022 and the appointment of Dr. Uri Geiger to its Board of Directors.

Preliminary Unaudited Fourth Quarter 2022

- Total revenue is expected to be approximately \$12.8 million, representing growth of 16% compared to \$11.0 million in the fourth quarter of 2021.
- Initial implant revenue is expected to be approximately \$9.8 million, representing growth of 15% compared to \$8.5 million in the fourth quarter of 2021.
- Replacement implant revenue is expected to be approximately \$1.4 million, representing a decline of 44% compared to \$2.5 million in the fourth quarter of 2021.
- DIXI Medical revenue is expected to be approximately \$1.6 million.

Preliminary Unaudited Full-Year 2022

- Total revenue is expected to be approximately \$45.5 million, compared to \$45.2 million in 2021.
- Initial implant revenue is expected to be approximately \$35.7 million, representing growth of 6% compared to \$33.7 million in 2021.
- Replacement implant revenue is expected to be approximately \$8.2 million, representing a decline of 29% compared to \$11.5 million in 2021
- DIXI Medical revenue is expected to be approximately \$1.6 million.

"We finished the year with continued business momentum driven by increasing initial RNS System implants and our first quarter distributing DIXI Medical stereo EEG products," said Mike Favet, Chief Executive Officer of NeuroPace. "We believe that we are entering 2023 well-positioned to further penetrate and expand the drug-resistant epilepsy treatment market through execution of initiatives designed to increase awareness of the differentiated benefits of the RNS System and to engage with patients earlier in the treatment continuum."

NeuroPace plans to release its fourth quarter and full year 2022 financial results in early-March of 2023. The quarterly and annual preliminary revenue estimates for 2022 included in this press release are being provided prior to the completion of review and audit procedures by NeuroPace's independent registered public accounting firm and are therefore subject to adjustment.

Board of Directors Appointment

Additionally, NeuroPace announced the appointment of Dr. Uri Geiger to its Board of Directors, effective January 5, 2023.

"We are pleased to welcome another valued shareholder to the Board of Directors," said Mike Favet. "Dr. Geiger brings financial expertise, operating experience and a healthcare investing background to the Board and underscores our focus on constructive engagement with our shareholders and our goal to have a wide range of perspectives guiding NeuroPace as we continue to focus on driving value for all of our stakeholders."

"As a major investor in NeuroPace, I am looking forward to continue supporting NeuroPace in advancing their goal of bringing life-changing technology to people living with epilepsy," said Dr. Geiger. "NeuroPace has a proven technology and I am excited to have the opportunity to apply my experience to help advance the Company's vital mission."



Dr. Geiger is the founder and Managing Partner of Accelmed Partners, a private equity firm focused on medical device companies. Prior to founding Accelmed, Dr. Geiger was the founder and CEO of Exalenz Bioscience Ltd., the developer of an innovative breath-based technology for diagnosing liver and gastrointestinal disorders, which Dr. Geiger took public in 2007 and later sold to Meridian. Prior to Exalenz, Dr. Geiger co-founded and was the CEO of GalayOr Networks, a developer of optical components, sold in 2003 to MEMSCAP. Dr. Geiger was also the founding partner of Dragon Variation Fund in 2000, one of Israel's first hedge funds, which was sold to Migdal in 2007. Dr. Geiger worked on Wall Street during the 1990s, where he gained a broad understanding of and significant experience in capital markets. Dr. Geiger was formerly an adjunct professor at Tel Aviv University's Recanati School of Business where he lectured on private equity and venture capital and authored the books "Startup Companies and Venture Capital" and "From Concept to Wall Street." He earned his doctorate from New York's Columbia University Center for Law & Economics, where he majored in global equity markets. Dr. Geiger served as Chairman and Board member of over 30 medical device companies including a number of NASDAQ listed companies.

The appointment expands the NeuroPace Board of Directors to eight members, increasing the number of independent directors.

2023 J.P. Morgan Healthcare Conference

Management is scheduled to present at the 41st Annual J.P. Morgan Healthcare Conference on Thursday, January 12th, 2023, at 9:00 am Pacific Time / 12:00 pm Eastern Time.

A live webcast of this event, as well as an archived recording, will be available on the "Investors" section of NeuroPace's website at: https://www.neuropace.com.

About Epilepsy

One in 26 Americans will develop epilepsy in their lifetime, with approximately 150,000 new cases of epilepsy diagnosed annually. An estimated 3.4 million Americans currently live with epilepsy. Epilepsy is a chronic disorder, the hallmark of which is recurrent, unprovoked seizures. More people live with epilepsy than autism spectrum disorders, Parkinson's disease, multiple sclerosis and cerebral palsy combined.

About the RNS® System

The RNS System is the world's first and only closed-loop brain-responsive neuromodulation system, designed to prevent seizures at their source. The RNS System is composed of a neurostimulator, leads that are placed at the seizure foci, a remote monitor used by patients to upload their data, and a RNS Tablet and Patient Data Management System (PDMS) used by physicians. Physicians can view their patient's electrographic data on a secure website and program the device to personalize therapy for each individual. Unlike anti-epileptic drugs or resective surgery, brain-responsive neuromodulation outcomes typically improve with time and do not cause the cognitive side effects that can be associated with those alternatives. The RNS System is now available at nearly all comprehensive epilepsy centers in the United States and is widely covered by private and government insurance.

The RNS® System is an adjunctive therapy for adults with refractory, focal onset seizures with no more than 2 epileptogenic foci. See important safety information at www.neuropace.com/safety/

Epilepsy Foundation. "Facts about Seizures and Epilepsy." http://www.epilepsy.com/learn/epilepsy-101/facts-about-seizures-and-epilepsy



About NeuroPace, Inc.

Based in Mountain View, Calif., NeuroPace is a commercial-stage medical device company focused on transforming the lives of people living with epilepsy by reducing or eliminating the occurrence of debilitating seizures. Its novel and differentiated RNS System is the first and only commercially available, brain-responsive platform that delivers personalized, real-time treatment at the seizure source. This platform can drive a better standard of care for patients living with drug-resistant epilepsy and has the potential to offer a more personalized solution and improved outcomes to the large population of patients suffering from other brain disorders.

Forward Looking Statements

In addition to background and historical information, this press release contains "forward-looking statements" based on NeuroPace's current expectations, forecasts and beliefs. Forward-looking statements include, among others, statements concerning the demand for NeuroPace's products, fourth quarter 2022 revenue and full-year 2022 revenue. The preliminary projections set forth in this press release reflect NeuroPace's current preliminary projections, are subject to the completion of NeuroPace's audit process and are subject to change. NeuroPace's fourth quarter 2022 revenue results and the full-year 2022 revenue results could differ materially from the preliminary projections provided in this press release. These forward-looking statements are subject to inherent uncertainties, risks, and assumptions that are difficult to predict. These and other risks and uncertainties include those described more fully in the section titled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operation" and elsewhere in its public filings with the U.S. Securities and Exchange Commission (SEC), including its quarterly report on Form 10-Q filed on November 8, 2022, as well as any reports that it may file with the SEC in the future. Forward-looking statements contained in this announcement are based on information available to NeuroPace as of the date hereof. NeuroPace undertakes no obligation to update such information except as required under applicable law. Factors that could cause NeuroPace's actual results to vary from the preliminary projections noted in this press release include variances between NeuroPace's preliminary revenue projections and its actual results. These forward-looking statements should not be relied upon as prediction of future events. In light of the foregoing, investors are urged not to rely on any forward-looking statement in reaching any conclusion or making any investment decision about any securities of NeuroPace.

Investor Contact:

Philip Taylor Gilmartin Group investors@neuropace.com



Disclaimer

In addition to background and historical information, this presentation contains "forward-looking statements" based on NeuroPace's current expectations, estimates, forecasts and beliefs, including financial results for the fourth quarter and full-year ended December 31, 2022, information about NeuroPace's market opportunity, growth drivers and market penetration, commercial strategy, future pipeline, indication and TAM expansion opportunities, performance, assumptions and expectations relative to the DIXI Medical partnership, clinical trial timelines, and the statements under the captions "RNS Platform Provides Significant TAM Expansion Opportunities," "Potential Opportunities Beyond Epilepsy," "Distribution of DIXI Stereo EEG Products Leads to Earlier Patient Engagement," "Strategy to Drive Long-Term Growth," " and "2022 Financial Performance" in the slides that follow. These forward-looking statements are subject to inherent uncertainties, risks, and assumptions that are difficult to predict. Additional risks and uncertainties include those described more fully in the section titled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operation" and elsewhere in NeuroPace's public filings with the U.S. Securities and Exchange Commission (the "SEC"), including its Annual Report on Form 10-K for the year ended December 31, 2021 filed with the SEC on March 10, 2022 and its quarterly report on Form 10-Q filed with the SEC on November 8, 2022, as well as any reports that it may file with the SEC in the future. Forward-looking statements contained in this presentation are based on information available to NeuroPace as of the date hereof. NeuroPace undertakes no obligation to update such information except as required under applicable law. These forward-looking statements should not be relied upon as representing NeuroPace's views as of any date subsequent to the date of this presentation and should not be relied upon as predictions of future events. In light of the foregoin

This presentation contains statistical data, estimates, and forecasts that are based on independent industry publications or other publicly available information, as well as other information based on NeuroPace's internal sources. While NeuroPace believes the industry and market data included in this presentation are reliable and are based on reasonable assumptions, these data involve many assumptions and limitations, and investors are cautioned not to give undue weight to these estimates. NeuroPace has not independently verified the accuracy or completeness of the data contained in these industry publications and other publicly available information.

The trademarks included herein are the property of the owners thereof and are used for reference purposes only. Such use should not be construed as an endorsement of such products or services.

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Drug-Resistant Epilepsy (DRE) is a Devastating, Highly Undertreated Disease with Significant Unmet Need



Epilepsy is a disorder in which abnormal electrical activity in the brain causes seizures

- 4th most common neurological disorder in the U.S.¹
- ~\$28B direct medical costs in the U.S.1
- 2-3X higher unemployment among epilepsy patients²

Drug therapy is unable to control seizures for 1 in 3 patients^{3,4}

One Third of Patients Require Specialized Care

DIAGNOSIS & FIRST LINE TREATMENT

Patients diagnosed with epilepsy



3.4M People in the U.S.¹

Try multiple anti-epilepsy drugs



~1 in 3 have drug-resistant epilepsy (DRE)



1.2M People in the U.S.²

U.S. PREVALENCE

SPECIALIZED EPILEPSY CARE

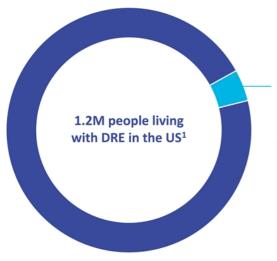
Comprehensive epilepsy centers (CEC) provide advanced diagnostics & treatment options



¹U.S. Center for Disease Control, August 10, 2017. ²Chen, Z., et al., JAMA Neurology, 2017.



Closing the Treatment Gap - Growth Opportunity



50K DRE patients admitted to CECs anually²

>\$2B addressable market today with potential to increase as more patients are moved through specialist care

MACRO TRENDS

- Number of CECs increased from 151 in 2012 to 256 in 2019³
- 150% increase in number of epileptologists per capita from 2012 to 2019³
- Epilepsy monitoring unit (EMU) admissions increased 5% per year from 2016 to 2019³
- Patient advocacy groups advocating for increased care
- ILAEC treatment recommendations for DRE encourage more/earlier evaluation of interventional treatment⁴
- Improved diagnostics and therapies lowering barriers for patients

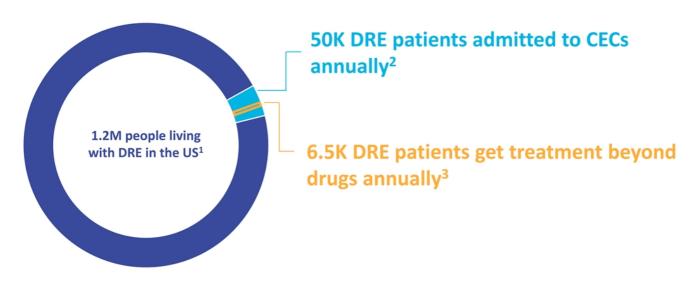
¹Chen, Z., et al., JAMA Neurology, 2017. ¹Definitive Healthcare Claims Database for Epilepsy Patients who received Inpatient VEEG in 2019 ¹Ostendorf, et al, Epilepsia, 2022 ¹Jehi L, Jette N, Kwon C-S, Josephson CB, Burneo JG, Cendes F, Timing of referral to evaluate for epilepsy surgery: Expert Consensus Recommendations from the Surgical Therapies Commission of the International League Against Epilepsy. Epilepsia, 2022-00:1–16. https://doi.org/10.1111/epi.17350

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NEUROPACE :

Closing the Treatment Gap - Growth Opportunity



Chen, Z., et al., JAMA Neurology, 2017. 2 Ostendorf, et al, Neurology, 2022. Definitive Healthcare Claims Database for Epilepsy Patients who received Inpatient VEEG in 201

NEUROPACE

Annual Core U.S. Market Opportunity at CECs >\$2 Billion

50K New DRE Patients¹



¹Definitive Healthcare Claims Database for Epilepsy Patients who received Inpatient VEEG in 2019. ²Includes adolescent patients, <18. ³Hauser, et al., 1993. Incidence of Epilepsy and Unprovoked Seizures in Rochester, Minnesota: 1935-1984. Epilepsia 34, 453-458. ³Enrolling patients in NAUTILUS study and Lennox-Gastaut Syndrome IDE study

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RNS System - Novel Therapy to Address Unmet Need

Brain-Responsive Neuromodulation System Provides Unique Window to the Brain

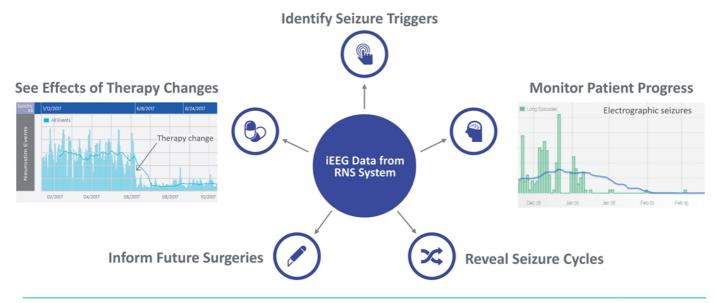
Recognizes & Responds Monitors Records brain activity to patient-specific ongoing iEEG data for continuously seizure patterns physicians to review **Epilepsy Treatment that is** ✓ Personalized Physician Programmer ✓ Targeted ✓ Data-driven Implantable Device with nearly Patient Data Management System Patient Remote Monitor 11-year battery

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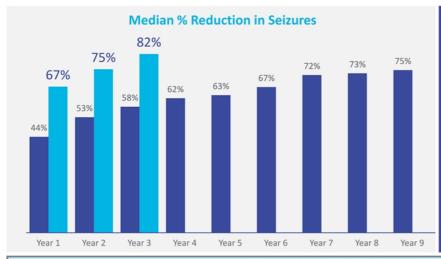
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RNS System Data Allows Physicians to Actively Manage and Customize Ongoing Patient Care



NEUROPACE

Impressive Seizure Reductions Improve Over Time



Original FDA Study Results:1,2

- Statistically greater seizure reduction than sham therapy at 5 months
- 75% median seizure reduction at 9 years
- 28% of patients achieved > 6 months of seizure freedom

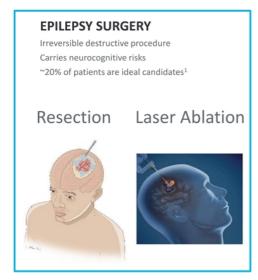
Real World & FDA Post Approval Study Results:

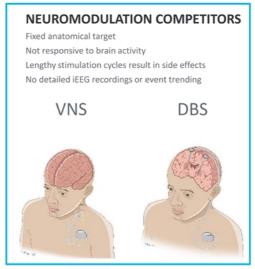
- seizure reduction
- seizure reduction at 3+ years⁴
- with > 90% reduction in

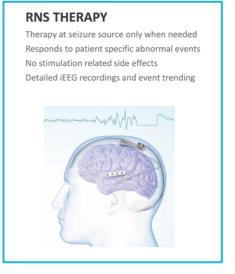
Improvements shown in: Cognitive Function | Quality of Life | Mental Health | SUDEP



Alternative Treatment Options Have Significant Risks and Side Effects







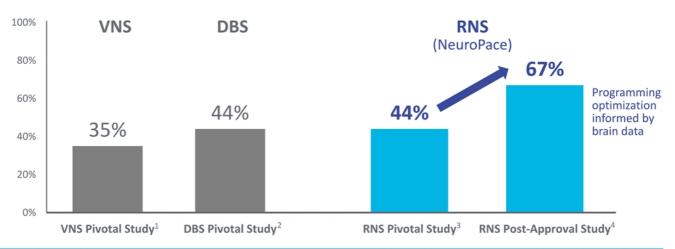
15chiltz, et al., Temporal trends in pre-surgical evaluations and epilepsy surgery in the U.S. from 1998 to 2009, Epilepsy Research, Volume 103, Issues 2–3,2013, Pages 270-278; Dugan, et al., Derivation and initial validation of a surgical grading scale for the preliminary evaluation of adult patients with drug-resistant focal epilepsy. Epilepsia, (2017) 58: 792-800.



Exceptional Clinical Outcomes

MEDIAN SEIZURE FREQUENCY REDUCTION AT 1 YEAR

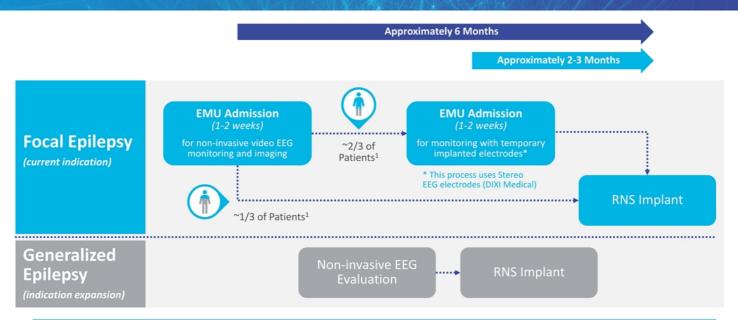
Prospective FDA-Approved Studies in Adults with Focal Seizures*



*Statistically significant differences from RNS Pivotal Study Results. Note: Therapies were studied in different clinical trials. Caution must be exercised when comparing results. ¹FDA VNS PMA, 1997. ²Salanova et al., Neurology, 2018. ³Heck et al., Epilepsia, 2014. ⁴Szaflarski et al., Presented at AES 2019.



CEC Diagnostic and Treatment Process



¹Internal NeuroPace analysis

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DIXI Partnership Offers Comprehensive Solution for Seizure Localization





Focal Seizures

Start in specific locations of the brain

Stereo EEG electrodes are used in CECs for seizure localization

- Determine starting location and transmission network of seizure
- Stereo EEG is less invasive, offers faster patient recovery, and has become the predominate approach for intracranial monitoring

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Distribution of DIXI Stereo EEG Products Leads to Earlier Patient Engagement



Accelerates core RNS business by helping to inform therapy decisions earlier

- ~2/3 of RNS patients go through intracranial EEG monitoring as part of the diagnostic process
- · Most patients that have stereo EEG procedure are not currently getting RNS Therapy growth potential



Provides visibility into diagnostic evaluation pipeline

• Typically 2-3 months from stereo EEG procedure to RNS implant



New revenue source leveraging recently expanded field team

- Same account and physician call point neurosurgeons and epileptologists at CECs
- · Most NeuroPace RNS implanting centers are not currently using DIXI electrodes growth potential
- · Intracranial monitoring market in the United States is estimated to be between \$25 million to \$40 million

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Strategy to Drive Long-Term Growth



NEUROPACE 16

RNS Platform Provides Significant TAM Expansion Opportunities

Generalized Epilepsy

- Stimulates seizure network using same RNS System approved for focal epilepsy
- FDA Breakthrough designation¹
- · Enrolling patients in clinical trials
- ~\$22B U.S. opportunity^{2,3}
 - · No surgical alternatives
 - · Shorter diagnostic process through routine EEG monitoring; localization not required
 - · Same target customer base



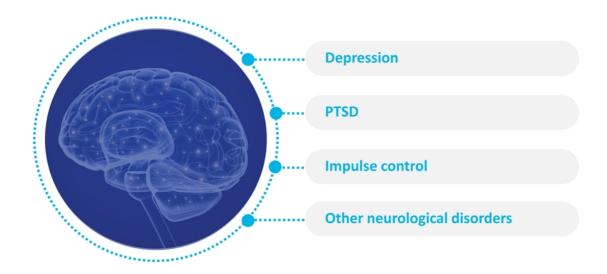
Focal Epilepsy, age <18

- Same RNS System approved for focal epilepsy in adults
- Enrolling patients in clinical trial (12-17 years old)
- ~\$6B U.S. opportunity^{2,3}
 - · Same diagnostic process as adults
 - Same target customer base

¹Breakthrough designation is for primary generalized epilepsy. ²Hauser, et al., 1993. Incidence of Epilepsy and Unprovoked Seizures in Rochester, Minnesota: 1935-1984. Epilepsia 34, 453–458. ³Definitive Healthcare Claims Database for Epilepsy Patients who received Inpatient VEEG in 2019.



Potential Opportunities Beyond Epilepsy



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2022 Financial Performance



	Actual 4Q21	Prelim 4Q22
Revenue Revenue growth (y/y)	\$11.0 million 2%	\$12.8 million <i>16%</i>
Initial Implant Revenue growth (y/y)	\$8.5 million 10%	\$9.8 million
Replacement Implant Revenue growth (y/y)	\$2.5 million -19%	\$1.4 million -44%
DIXI Medical	N/A	\$1.6 million

TOTAL CASH & CASH EQUIVALENTS & MARKETABLE SECURITIES BALANCE OF \$85.4M AND DEBT BALANCE OF \$52.0M AS OF SEPT 30, 2022



NeuroPace Personalized, Data-Driven Treatment for **Epilepsy**

- Novel and differentiated closed loop, brain-responsive neuromodulation system
- Unique data-driven window to the brain
- Compelling clinical evidence demonstrating improved outcomes over time
- >\$2B annual core U.S. addressable market1
- Favorable reimbursement supporting commercial growth
- Efficient commercial model leveraging highly skilled field team to increase pull through within targeted customer base
- Market development efforts to increase patient access to care
- Exclusive US distribution of DIXI Medical products provides new revenue and earlier patient engagement opportunities
- Indication expansion opportunities in generalized epilepsy and younger patients

