

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

455 N. BERNARDO AVENUE

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

455 N. Bernardo Avenue

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

455 N. Bernardo Avenue

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

455 N. Bernardo Avenue

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

455 N. Bernardo Avenue

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

455 N. Bernardo Avenue

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

455 N. Bernardo Avenue

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

455 N. Bernardo Avenue

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

455 N. Bernardo Avenue

City

State/Province/Country

ZIP/PostalCode

Mountain View

CALIFORNIA

94043

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Ryan	Renee	
Street Address 1	Street Address 2	
455 N. Bernardo Avenue		
City	State/Province/Country	ZIP/PostalCode
Mountain View	CALIFORNIA	94043

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Abati	Isabella	
Street Address 1	Street Address 2	
455 N. Bernardo Avenue		
City	State/Province/Country	ZIP/PostalCode
Mountain View	CALIFORNIA	94043

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Morrell	Martha	
Street Address 1	Street Address 2	
455 N. Bernardo Avenue		
City	State/Province/Country	ZIP/PostalCode
Mountain View	CALIFORNIA	94043

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Smolley	Debra	
Street Address 1	Street Address 2	
455 N. Bernardo Avenue		
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

Revenue Range	OR	Aggregate Net Asset Value Range
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 2013-07-01 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
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

X Other (describe)

(i) Series I Preferred Stock; Common Stock issuable upon conversion and (ii) Series H-2 Preferred Stock; Series H Preferred Stock issuable upon conversion and Common Stock issuable upon conversion

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

Street Address 1

Street Address 2

City State/Province/Country ZIP/Postal Code
State(s) of Solicitation (select all that apply) All States Foreign/non-US
Check "All States" or check individual States

13. Offering and Sales Amounts

Total Offering Amount \$50,000,006 USD or Indefinite
Total Amount Sold \$18,051,777 USD
Total Remaining to be Sold \$31,948,229 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:

Form boxes for investor counts, with the number 20 entered in the bottom box.

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 X Estimate

Clarification of Response (if Necessary):

Proceeds will be used for general corporate purposes including, but not limited to, executive salaries

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.

Issuer	Signature	Name of Signer	Title	Date
NeuroPace Inc	/s/Rebecca Kuhn	Rebecca Kuhn	CFO, VP Fin & Admin and Asst Secy	2013-07-08

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.
