NeuroPace Announces Completion of Public Offering of Common Stock and Exercise in Full of Underwriters' Option to Purchase Additional Shares

February 18, 2025 at 4:05 PM EST

MOUNTAIN VIEW, Calif., Feb. 18, 2025 (GLOBE NEWSWIRE) -- NeuroPace, Inc. (Nasdaq: NPCE) today announced the completion of its previously announced underwritten public offering of 7,475,000 shares of its common stock at a public offering price of $10.00 per share, including 975,000 shares sold pursuant to the exercise in full of the underwriters' option to purchase additional shares. All of the shares were sold by NeuroPace. The aggregate gross proceeds from the offering were approximately $74.8 million, before deducting the underwriting discounts and commissions and offering expenses.

NeuroPace expects to use approximately $49.5 million of the net proceeds from the offering to repurchase 5,270,845 shares of the Company's common stock held by NeuroPace's significant stockholder, KCK Ltd., at $9.40 per share, which is the price per share at which the underwriters purchased shares of NeuroPace's common stock from the company in the public offering. NeuroPace intends to use the remaining net proceeds from the offering, including the net proceeds received from the exercise of the underwriters' option, for general corporate purposes, which may include clinical trial and other research and development expenses, selling, general and administrative expenses, debt reduction and working capital.

J.P. Morgan, Cantor, Wells Fargo Securities and Leerink Partners acted as joint book-running managers for the offering and Lake Street Capital Markets acted as lead manager for the offering.

The shares of common stock described above were offered by NeuroPace pursuant to a shelf registration statement filed by NeuroPace with the Securities and Exchange Commission (SEC) that was declared effective by the SEC on November 22, 2022. The offering was made only by means of a prospectus and prospectus supplement that form a part of the registration statement. A final prospectus supplement and accompanying prospectus relating to the offering were filed with the SEC and are available on the SEC's website located at http://www.sec.gov. Copies of the final prospectus supplement and the accompanying prospectus related to this offering may be obtained from J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, New York 11717, or email: prospectus-eq_fi@jpmchase.com and postsalemanualrequests@broadridge.com; Cantor Fitzgerald & Co., Attn: Capital Markets, 110 East 59th Street, 6th Floor, New York, New York, 10022, or email: prospectus@cantor.com; Wells Fargo Securities, LLC, 90 South 7th Street, 5th Floor, Minneapolis, Minnesota 55402, at 800-645-3751 (option #5) or email a request to WFScustomerservice@wellsfargo.com; Leerink Partners LLC, Syndicate Department, 53 State Street, 40th Floor, Boston, Massachusetts 02109, by telephone at (800) 808-7525 ext. 6105, or by email at syndicate@leerink.com; or Lake Street Capital Markets, LLC, 920 Second Avenue South, Suite 700, Minneapolis, Minnesota 55402, telephone: (612) 326-1305, or email: prospectus@lakestreetcm.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

About NeuroPace

Based in Mountain View, Calif., NeuroPace is a 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

Certain statements in this press release are forward-looking statements that involve a number of risks and uncertainties. These statements may be identified by introductory words such as "anticipate," "believe," "expects," "intends," "may," "plan," "should," "subject to," "will," "would" or words of similar meaning, or by the fact that they do not relate strictly to historical or current facts. Such forward-looking statements include statements regarding the planned use of the net proceeds of the offering, including those used for the repurchase of the shares of the Company's common stock held by KCK Ltd. For such statements, NeuroPace claims the protection of the Private Securities Litigation Reform Act of 1995. Actual events or results may differ materially from NeuroPace's expectations. Factors that could cause actual results to differ materially from the forward-looking statements include, but are not limited to, risks and uncertainties associated with market conditions and the satisfaction of customary closing conditions related to the proposed share repurchase, and those factors disclosed in NeuroPace's filings with the SEC, including its Quarterly Report on Form 10-Q for the quarter ended September 30, 2024. These forward-looking statements represent NeuroPace's judgment as of the time of this release. NeuroPace disclaims any intent or obligation to update these forward-looking statements, other than as may be required under applicable law.

Contact:
Jeremy Feffer
Managing Director
LifeSci Advisors
jfeffer@lifesciadvisors.com