NeuroPace Announces Proposed Public Offering of $65 Million of Common Stock

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MOUNTAIN VIEW, Calif., Feb. 13, 2025 (GLOBE NEWSWIRE) -- NeuroPace, Inc. (Nasdaq: NPCE) today announced that it intends to offer and sell, in an underwritten public offering, $65 million of shares of its common stock. All of the shares are being offered by NeuroPace. In addition, NeuroPace intends to grant the underwriters a 30-day option to purchase up to an additional 15% of the shares of its common stock offered in the public offering. The proposed offering is subject to market and other conditions, and there can be no assurance as to whether or when the offering may be completed, or as to the actual size or terms of the offering.

NeuroPace expects to use a substantial portion of the proceeds from the public offering to repurchase all of the shares held by NeuroPace's significant stockholder, KCK Ltd., at a price per share equal to the price per share at which the underwriters will purchase shares of common stock from NeuroPace in the public offering. NeuroPace intends to use the remaining net proceeds from the offering, together with any net proceeds received from 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 are acting as joint book-running managers for the offering and Lake Street Capital Markets is acting as lead manager for the offering.

The shares of common stock described above are being 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 may be made only by means of a prospectus and a prospectus supplement that form a part of the registration statement. A preliminary prospectus supplement and accompanying prospectus relating to the offering will be filed with the SEC and will be available on the SEC's website located at http://www.sec.gov. Copies of the preliminary prospectus supplement and the accompanying prospectus related to this offering, when available, 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 those relating to the timing and completion of the offering and the satisfaction of customary closing conditions related to the offering, the anticipated total gross proceeds from the offering and the planned use of the proceeds of the offering, including those received from the exercise of the underwriters' option. 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 the consummation of the offering, the completion of the offering on the anticipated terms or at all, uncertainties related to market conditions, the satisfaction of customary closing conditions related to the offering, general economic conditions, 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.

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