

**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) October 30, 2019

NEURONETICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38546
(Commission
File Number)

33-1051425
(I.R.S. Employer
Identification No.)

3222 Phoenixville Pike, Malvern, PA
(Address of principal executive offices)

19355
(Zip Code)

Registrant's telephone number, including area code (610) 640-4202

(Former name or former address, if changed since last report.) Not applicable.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol (s)	Name on each exchange on which registered
Common Stock (\$0.01 par value)	STIM	The Nasdaq Global Market

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:

- Written communications pursuant to Rule 425 under the Securities Act (17 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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.

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

On October 30, 2019, the board of directors (the “Board”) of Neuronetics, Inc., upon the recommendation of its Nominating and Corporate Governance Committee, appointed Sheryl L. Conley to the Board to fill a vacancy on the Board. The Board determined that Ms. Conley qualifies as an independent director under the director independence standards set forth by the SEC and applicable NASDAQ Stock Market LLC rules. Ms. Conley’s term will expire at the 2020 annual meeting of stockholders of the Company. Ms. Conley has also been appointed to the audit committee of the Board. In addition, the Company entered into an indemnification agreement with Ms. Conley in connection with her appointment to the Board, in substantially the same form as that entered into with the Company’s other directors.

In connection with her appointment and as approved by the Board, Ms. Conley will receive compensation as a non-employee director. There are no arrangements or understandings between Ms. Conley and any other person pursuant to which she was selected as a director. Ms. Conley has no family relationship with any director or executive officer of the Company and she has no direct or indirect material interest in any transaction involving the Company required to be disclosed under Item 404(a) of Regulation S-K.

Item 8.01 Other Events.

On October 30, 2019, the Company issued a press release announcing Ms. Conley’s appointment to the Board. A copy of such press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated November 1, 2019, of Neuronetics, Inc.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NEURONETICS, INC.

(Registrant)

Date: November 1, 2019

By: /s/ Stephen Furlong

Name: Stephen Furlong

Title: VP, Finance and Chief Financial Officer
(Principal Financial and Accounting Officer)



Neuronetics® Announces Appointment of Sheryl Conley to its Board of Directors

MALVERN, Pa., November 1, 2019 – Neuronetics, Inc. (NASDAQ: STIM), a commercial-stage medical technology company focused on designing, developing and marketing products that improve the quality of life for patients who suffer from psychiatric disorders, today announced the appointment of Sheryl Conley to its Board of Directors, effective immediately. Ms. Conley will be a member of the Audit Committee and after her appointment, the Neuronetics' Board of Directors will have seven members.

“We are thrilled to welcome Sheryl to the Board of Neuronetics as we look to advance our mission of improving the quality of life for patients who suffer from psychiatric disorders,” said Chris Thatcher, President and CEO of Neuronetics. “Sheryl is an enormously talented executive with a unique perspective and a track record of innovation and growth within the medical technology industry. We are confident her experiences will provide valuable contributions to the Board as we continue to grow the business.”

Sheryl Conley brings more than 30 years of leadership experience in the medical device industry. Ms. Conley previously served as the Group President – Americas, Global Brand Management and Chief Marketing Officer at Zimmer Holdings, where she led the company’s largest and most profitable business segments. During her 25-year career at Zimmer, she held a number of escalating management roles across a variety of product segments and geographies, during which she provided key leadership in the development and commercial release of over 50 industry leading brands. She holds a Bachelor of Science in Biology and Chemistry and an MBA from Ball State University in Indiana.

“Neuronetics is a company with a fantastic mission aimed at providing relief and well-being for a suffering population,” said Ms. Conley. “I am honored to be joining the Board of Directors and am excited about the opportunity to provide strategic guidance to further advance the adoption of NeuroStar® Advanced Therapy, thereby allowing more psychiatrists to treat a greater number of patients.”

Ms. Conley also served as the CEO and President of OrthoWorx, Inc. She currently serves as President and Board Director at AcceLINX, Inc., a musculoskeletal-focused business accelerator, and as President of S.L. Conley Consulting, a strategic and leadership consulting firm focused on the medical device space.

About Neuronetics

Neuronetics, Inc. is a commercial-stage medical technology company focused on designing, developing, and marketing products that improve the quality of life for patients who suffer from psychiatric disorders. Our first commercial product, the NeuroStar® Advanced Therapy System, is a non-invasive and non-systemic office-based treatment that uses transcranial magnetic stimulation, or TMS, to create a pulsed, MRI-strength magnetic field that induces electrical currents designed to stimulate specific areas of the brain associated with mood. The system is cleared by the United States Food and Drug Administration, or FDA, for the treatment of major depressive disorder in adult patients who have failed to achieve satisfactory improvement from prior antidepressant medication in the current episode. Additional information can be found at www.neuronetics.com.

Forward-Looking Statements

Statements in the press regarding Neuronetics, Inc. (the “Company”) that are not historical facts constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements may be identified by terms such as “outlook,” “potential,” “believe,” “expect,” “plan,” “anticipate,” “predict,” “may,” “will,” “could,” “would” and “should” as well as the negative of these terms and similar expressions. These statements include those relating to: the Company’s business outlook; the Company’s expectations regarding growth opportunities and the build out of its NeuroStar Advanced Therapy platform; expectations or beliefs regarding future events, potential markets or market size, and technological developments; and any statements of assumptions underlying any of the foregoing items. These statements are subject to significant risks and uncertainties and actual results could differ materially from those projected. The Company cautions investors not to place undue reliance on the forward-looking statements contained in this release. These risks and uncertainties include, without limitation, risks and uncertainties related to: the Company’s ability to achieve or sustain profitable operations due to its history of losses; the Company’s reliance on the sale and usage of its NeuroStar Advanced Therapy to generate revenues; availability of coverage and reimbursement from third-party payors for treatments using the Company’s products; physician and patient demand for treatments using the Company’s products; developments in respect of competing technologies and therapies for the indications that the Company’s products treat; product defects; the Company’s ability to obtain and maintain intellectual property protection for its technology; and developments in regulation in the United States and other applicable jurisdictions. For a discussion of these and other related risks, please refer to the Company’s recent SEC filings which are available on the SEC’s website at www.sec.gov. These forward-looking statements are based on the Company’s expectations and assumptions as of the date of this press release. Except as required by law, the Company undertakes no duty or obligation to update any forward-looking statements contained in this press release as a result of new information, future events or changes in the Company’s expectations.

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