
**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) June 26, 2020

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:

<u>Title of each class</u>	<u>Trading Symbol (s)</u>	<u>Name on each exchange on which registered</u>
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.

Departure of Director

Effective June 26, 2020, Cheryl Blanchard, Ph.D., resigned from the board of directors (the “Board”) of Neuronetics, Inc. (the “Company”) and as a member of the compensation committee of the Board and nominating and corporate governance committee of the Board. Dr. Blanchard’s resignation is not due to any disagreement with the Company.

Appointment of Director

On June 26, 2020, upon the recommendation of its Nominating and Corporate Governance Committee, the Board appointed Bruce Shook to the Board to fill the vacancy on the Board created by Dr. Blanchard’s resignation. The Board determined that Mr. Shook qualifies as an independent director under the director independence standards set forth by the SEC and applicable NASDAQ Stock Market LLC rules. Mr. Shook’s term will expire at the 2021 annual meeting of stockholders of the Company. Mr. Shook has also been appointed to the audit committee of the Board. In addition, the Company entered into an indemnification agreement with Mr. Shook in connection with his appointment to the Board, in substantially the same form as that entered into with the Company’s other directors.

In connection with his appointment and as approved by the Board, Mr. Shook will receive compensation as a non-employee director. There are no arrangements or understandings between Mr. Shook and any other person pursuant to which he was selected as a director. Mr. Shook has no family relationship with any director or executive officer of the Company and he 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 7.01 Regulation FD Disclosure.

On June 26, 2020, the Company issued a press release announcing Mr. Shook’s appointment to the Board. A copy of such press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information contained in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed to be “filed” for the purpose of the Securities Exchange Act of 1934, as amended (“Exchange Act”), nor shall it be deemed incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	<u>Press Release, dated June 26, 2020, of Neuronetics, Inc.</u>

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: June 26, 2020

By: /s/ W. Andrew Macan

Name: W. Andrew Macan

Senior Vice President, General Counsel, Chief
Compliance Officer, Corporate Secretary and

Title: Member of the Office of the President
(Co-Principal Executive Officer)



Neuronetics Announces Appointment of Bruce J. Shook to its Board of Directors

MALVERN, Pa., June 26, 2020 (GLOBE NEWSWIRE) — 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 Bruce J. Shook to its Board of Directors and as a member of the Audit Committee effective immediately. Mr. Shook fills the seat vacated by Dr. Cheryl Blanchard today. Neuronetics' Board of Directors will continue to have six members.

“We are delighted to welcome Bruce back to Neuronetics as we continue to advance our mission of improving the quality of life for patients who suffer from psychiatric disorders,” said Brian Farley, Chairman of the Board of Neuronetics. “As one of Neuronetics' founders, Bruce brings a deep knowledge of our business and the field of transcranial magnetic stimulation for the treatment of major depressive disorder. His unique blend of experience with Neuronetics, TMS and the med-tech industry will be invaluable to the Board and Company. I would like to thank Cheryl for her time and contributions to Neuronetics. We wish her continued success with her recent appointment as President and CEO of Anika Therapeutics.”

Mr. Shook brings more than 30 years of medical device industry experience to the Company, including multiple early stage ventures focused on opportunities in cardiac surgery, cardiology, neurosurgery, psychiatry and vascular disease. He currently serves as Director, President and CEO for both Intact Vascular and Vesper Medical. Prior to Intact Vascular and Vesper Medical, Mr. Shook was co-founder, Director, President and CEO of Neuronetics. Previously, Mr. Shook was co-founder, Director, President and CEO at Neuron Therapeutics, a venture-backed company developing a drug/device product for the treatment of CNS disorders, and President of Abiomed (NASDAQ: ABMD), where he obtained PMA approval for the first FDA-approved ventricular assist device. Mr. Shook also developed cardiac pacing and anti-arrhythmia products at Cordis Corporation. Mr. Shook holds advanced degrees in Biomedical Engineering and Business Administration from Columbia University and the MIT Sloan School of Management. He earned a B.S. degree in Chemical Engineering from Penn State University. Mr. Shook currently serves on the Board of Directors at Venarum Medical, the Penn State Research Foundation and Life Sciences Pennsylvania. He previously served as a Director at Surgique, Respicardia and CoTherix.

“Neuronetics is a terrific organization with a critical mission of renewing lives by transforming neurohealth. I am pleased to return to Neuronetics as an independent director, and I look forward to working with the Board and management to further advance the adoption of NeuroStar® Advanced Therapy, thereby allowing more psychiatrists to treat a greater number of patients,” said Mr. Shook.

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. NeuroStar is also available in other parts of the world, including Japan, where it is listed under Japan's national health insurance. Additional information can be found at www.neuronetics.com.

“Safe harbor” statement under the Private Securities Litigation Reform Act of 1995:

Statements in the press release 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 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 System to generate revenues; the scale and efficacy of the Company's salesforce; 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; developments in clinical trials or regulatory review of NeuroStar Advanced Therapy System for additional indications; 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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