
**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) **May 27, 2022**

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 5.07. Submission of Matters to a Vote of Security Holders.

Neuronetics, Inc. (the “Company”) held its Annual Meeting of Stockholders on May 26, 2022 (the “Annual Meeting”). A total of 21,862,987 shares of common stock, representing approximately 81.83% of the shares outstanding and eligible to vote and constituting a quorum, were represented in person or by valid proxies at the Annual Meeting. The final results for each of the matters submitted to a vote of stockholders at the Annual Meeting are as follows:

Proposal 1: All of the nominees for director were elected to serve a one-year term until the 2023 Annual Meeting, or until their respective successors are elected and qualified, by the votes set forth in the table below:

Nominees	For	Withheld	Broker Non-Votes
John Bakewell	15,365,320	2,956,754	3,540,913
Robert Cascella	17,539,948	782,126	3,540,913
Sheryl Conley	10,186,275	8,135,799	3,540,913
Wilfred Jaeger	14,954,659	3,367,415	3,540,913
Glenn Muir	15,365,320	2,956,754	3,540,913
Megan Rosengarten	15,405,025	2,917,049	3,540,913
Bruce Shook	8,041,357	10,280,717	3,540,913
Keith J. Sullivan	18,232,953	89,121	3,540,913

Proposal 2: The appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022 was ratified by the Company’s stockholders by the votes set forth in the table below:

For	Against	Abstained
21,708,643	122,783	31,561

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: May 27, 2022

By: /s/ W. Andrew Macan _____

Name: W. Andrew Macan

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