NEURONETICS, INC.
(Exact name of registrant as specified in its charter)

Delaware 001-38546 33-1051425
(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

3222 Phoenixville Pike, Malvern, PA 19355
(Address of principal executive offices) (Zip Code)

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

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

<table>
<thead>
<tr>
<th>Title of each class</th>
<th>Trading Symbol (s)</th>
<th>Name on each exchange on which registered</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock ($0.01 par value)</td>
<td>STIM</td>
<td>The Nasdaq Global Market</td>
</tr>
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</table>

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. ☐
On February 22, 2022, the Compensation Committee of the Board of Directors (the “Board”) of Neuronetics, Inc. (the “Company”) approved annual incentive compensation awards for Stephen Furlong, the Company’s Senior Vice President and Chief Financial Officer, and W. Andrew Macan, the Company’s Senior Vice President and General Counsel, in the amounts of $186,480 and $170,325, respectively. In addition, the Compensation Committee recommended that the Board approve an annual incentive compensation award for Keith J. Sullivan, the Company’s President and Chief Executive Officer, in the amount of $585,000, which the Board considered and approved effective as of February 26, 2022.
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: February 28, 2022

By:  /s/ W. Andrew Macan

Name: W. Andrew Macan

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