

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

NEURONETICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

3841
(Primary Standard Industrial
Classification Code Number)

33-1051425
(I.R.S. Employer
Identification Number)

**3222 Phoenixville Pike
Malvern, Pennsylvania 19355
(610) 640-4202**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Chris Thatcher
President and Chief Executive Officer
Neuronetics, Inc.
3222 Phoenixville Pike
Malvern, Pennsylvania 19355
(610) 640-4202**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Divakar Gupta
Joshua A. Kaufman
Jeffrey Libson
Brandon Fenn
Cooley LLP
1114 Avenue of the Americas
New York, New York 10036
(212) 479-6000**

**B. Shayne Kennedy
Brian J. Cuneo
Drew Capurro
Latham & Watkins LLP
650 Town Center Drive
Costa Mesa, California 92626
(714) 540-1235**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement is declared effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-225307

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)
Common Stock, \$0.01 par value per share	575,000	\$17.00	\$9,775,000	\$1,217

- (1) The registrant previously registered 5,750,000 shares of common stock at a proposed minimum aggregate offering price of \$92,000,000 on the Registration Statement on Form S-1 (File No. 333-225307), which was declared effective on June 27, 2018. In accordance with Rule 462(b) promulgated under the Securities Act, an additional 575,000 shares of common stock are hereby registered, including shares issuable upon exercise of the underwriters' option to purchase additional shares.
- (2) Based on the public offering price.
- (3) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The registrant previously paid a filing of \$11,454 for the Registration Statement on Form S-1 (File No. 333-225307), which was declared effective on June 27, 2018.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This registration statement is being filed with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the public offering of common stock, par value \$0.01 per share, of the Registrant contemplated by the Registration Statement on Form S-1 (File No. 333-225307), initially filed with the Commission by the Registrant on May 31, 2018 (as amended, the “Prior Registration Statement”), and is being filed for the sole purpose of registering additional securities of the same class as were included in the Prior Registration Statement. The contents of the Prior Registration Statement, which was declared effective by the Commission on June 27, 2018, and all exhibits thereto are hereby incorporated by reference.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
1.1(1)	Form of Underwriting Agreement
5.1	Opinion of Cooley LLP
23.1	Consent of KPMG LLP, independent registered public accounting firm
23.2	Consent of Cooley LLP (included in Exhibit 5.1)
24.1(2)	Power of Attorney

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- (1) Previously filed as Exhibit 1.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-225307), initially filed with the Securities and Exchange Commission on May 31, 2018 and incorporated by reference herein.
 - (2) Previously filed on the signature page to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-225307), initially filed with the Securities and Exchange Commission on May 31, 2018 and incorporated by reference herein.

Divakar Gupta
+1 212 479 6474
dgupta@cooley.com

June 27, 2018

Neuronetics, Inc.
3222 Phoenixville Pike
Malvern, Pennsylvania 19355

Ladies and Gentlemen:

You have requested our opinion, as counsel to Neuronetics, Inc., a Delaware corporation (the “**Company**”), in connection with the filing by the Company of a Registration Statement on Form S-1 (the “**Registration Statement**”) with the Securities and Exchange Commission pursuant to Rule 462(b) of Regulation C promulgated under the Securities Act of 1933, as amended, relating to an aggregate of 575,000 shares of common stock, par value \$0.01 (the “**Shares**”), including up to 75,000 shares that may be sold by the Company pursuant to the exercise of an over-allotment option. The Registration Statement incorporates by reference the Registration Statement on Form S-1 (No. 333-225307), which was declared effective on June 27, 2018 (the “**Referenced Registration Statement**”) and, together with the Registration Statement, the “**Registration Statements**”), including the prospectus which forms a part of such Registration Statement (the “**Prospectus**”).

In connection with this opinion, we have examined and relied upon (a) the Registration Statements and the Prospectus, (b) the Company’s Eighth Amended and Restated Certificate of Incorporation, as amended, and Bylaws, each as currently in effect, (c) the Company’s Ninth Amended and Restated Certificate of Incorporation, filed as Exhibit 3.3 to the Referenced Registration Statement, and the Company’s Second Amended and Restated Bylaws, filed as Exhibit 3.4 to the Referenced Registration Statement, each of which is to be in effect immediately following the closing of the offering contemplated by the Registration Statements, and (d) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have undertaken no independent verification with respect to such matters. We have assumed the genuineness and authenticity of all documents submitted to us as originals, and the conformity to originals of all documents submitted to us as copies and the due execution and delivery of all documents (other than by the Company) where due execution and delivery are a prerequisite to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware (the “**DGCL**”). We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued against payment therefor as described in the Registration Statements and the Prospectus, will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Cooley LLP 1114 Avenue of the Americas New York, NY 10036
t: (212) 479-6000 f: (212) 479-6275 cooley.com



June 27, 2018

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Sincerely,

Cooley LLP

By: /s/ Divakar Gupta

Divakar Gupta

Cooley LLP 1114 Avenue of the Americas New York, NY 10036
t: (212) 479-6000 f: (212) 479-6275 cooley.com

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Neuronetics, Inc.:

We consent to the incorporation by reference in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, of our report dated March 16, 2018, except for the recapitalization described in Note 2, as to which the date is June 14, 2018, included in Registration Statement on Form S-1 (No. 333-225307), as amended, and to the reference to our firm under the heading “Experts” in the prospectus included in such Registration Statement.

/s/ KPMG LLP

Philadelphia, Pennsylvania
June 27, 2018