

**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 30, 2024**

**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.

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))

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

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 30, 2024 (the “Annual Meeting”). A total of 23,160,764 shares of common stock, representing approximately 77.26% 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 2025 Annual Meeting, or until their respective successors are elected and qualified, by the votes set forth in the table below:

<b>Nominees</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Robert A. Cascella	17,030,474	682,887	5,447,403
Sheryl L. Conley	15,346,682	2,366,679	5,447,403
Glenn P. Muir	17,678,156	35,205	5,447,403
Megan Rosengarten	15,580,509	2,132,852	5,447,403
Keith J. Sullivan	17,635,574	77,787	5,447,403

Proposal 2: The appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024 was ratified by the Company’s stockholders by the votes set forth in the table below:

20,820,189 votes	FOR the proposal
2,340,133 votes	AGAINST the proposal
442 votes	ABSTAIN

Proposal 3: The approval, on a non-binding, advisory basis, of the compensation of the individual who served as our principal executive officer during 2023 and our two other most highly compensated executive officers who were serving as executive officers as of December 31, 2023 (collectively, our “Named Executive Officers”) was ratified by the Company’s stockholders by the votes set forth in the table below:

12,125,947 votes	FOR the proposal
5,576,257 votes	AGAINST the proposal
11,157 votes	ABSTAIN
5,447,403 votes	Broker Non-Votes

Proposal 4: The approval, on a non-binding, advisory basis, of the frequency of future stockholder advisory votes on the compensation of our Named Executive Officers was ratified by the Company’s stockholders by the votes set forth in the table below:

17,435,845 votes	1 Year
2,162 votes	2 Years
248,764 votes	3 Years
26,590 votes	Abstain

**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 3, 2024

By: /s/ W. Andrew Macan  
Name: W. Andrew Macan  
Title: Executive Vice President, General Counsel,  
Chief Compliance Officer and Corporate Secretary