

**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) April 9, 2021

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:

Title of each class	Trading Symbol (s)	Name on each exchange on which registered
Common Stock (\$0.01 par value)	STIM	The Nasdaq Stock Market LLC (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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 8, 2021, in accordance with the terms of that certain Rights Agreement dated as of April 8, 2020, by and between Neuronetics, Inc. (“Neuronetics”) and American Stock Transfer & Trust Company, LLC, as rights agent (the “Rights Agreement”), the rights issued thereunder expired.

On April 9, 2021, Neuronetics filed with the office of the Secretary of State of the State of Delaware a Certificate of Elimination (the “Certificate of Elimination”), which, effective upon filing, eliminated from Neuronetics’ Ninth Amended and Restated Certificate of Incorporation all matters set forth in Neuronetics’ Certificate of Designation of Rights, Preferences and Privileges of Series A Junior Participating Preferred Stock (the “Series A Junior Participating Preferred Stock”), as filed with the Secretary of State of the State of Delaware on April 8, 2020. The 50,000 shares of preferred stock previously designated as Series A Junior Participating Preferred Stock were eliminated and returned to the status of authorized but unissued shares of preferred stock, without designation. Neuronetics’ stockholders are not required to take any action as a result of the expiration of the Rights Agreement. No shares of the Series A Junior Participating Preferred Stock were issued and outstanding at the time of filing of the Certificate of Elimination.

The foregoing is a summary of the terms of the Certificate of Elimination. The summary does not purport to be complete and is qualified in its entirety by reference to the Certificate of Elimination, a copy of which is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are filed as part of this report:

Exhibit Number	Description
3.1	Certificate of Elimination of Series A Junior Participating Preferred Stock of Neuronetics, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: April 9, 2021

By: /s/ W. Andrew Macan
Name: W. Andrew Macan
Title: Senior Vice President and General Counsel

NEURONETICS, INC.

**CERTIFICATE OF ELIMINATION
OF
SERIES A JUNIOR PARTICIPATING PREFERRED STOCK**

Pursuant to Section 151(g) of the General Corporation Law
of the State of Delaware

Neuronetics, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Company"), does hereby certify as follows:

1. None of the authorized shares of the Series A Junior Participating Preferred Stock (as defined below) are outstanding, and none will be issued.

2. Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware (the "DGCL"), the Company's Board of Directors (the "Board") adopted the following resolutions respecting the Company's Series A Junior Participating Preferred Stock, which resolutions have not been amended or rescinded:

RESOLVED, that a Certificate of Elimination (the "***Certificate of Elimination***"), which, effective upon filing, will eliminate from the Company's Ninth Amended and Restated Certificate of Incorporation, as amended, all matters set forth in the Company's Certificate of Designation of Rights, Preferences and Privileges of Series A Junior Participating Preferred Stock (the "***Series A Junior Participating Preferred Stock***"), and will eliminate and return the 50,000 shares of preferred stock previously designated as Series A Junior Participating Preferred Stock to the status of authorized but unissued shares of preferred stock, without designation, be, and it hereby is, authorized and approved in all respects and that it be filed after the expiration of the rights issued under that certain Rights Agreement, dated April 8, 2020, between the Company and American Stock Transfer & Trust Company, LLC, as rights agent (the "***Rights Agreement***"); and be it further

RESOLVED, that the Company's Chief Executive Officer, President, Chief Financial Officer, General Counsel and their respective designees (collectively, the "***Authorized Officers***") be, and each of them hereby is, authorized, directed and empowered to make, execute and file, or cause to be filed, with the Secretary of State of the State of Delaware, the Certificate of Elimination; and be it further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized, directed and empowered to prepare and make any other filings or notices, including to the Securities and Exchange Commission and NASDAQ, as the Authorized Officers deem necessary, advisable or appropriate to carry out the purposes and intent, but within the limitations, of the foregoing resolutions, the execution, delivery or taking of such actions to be conclusive evidence that the same have been authorized by these resolutions.

3. In accordance with Section 151(g) of the DGCL, all matters set forth in the previously filed Certificate of Designation of Rights, Preferences and Privileges of Series A Junior Participating Preferred Stock are hereby eliminated.

IN WITNESS WHEREOF, the Company has caused this Certificate to be signed by its duly authorized officer as of April 9, 2021.

NEURONETICS, INC.

By: /s/ W. Andrew Macan

Name: W. Andrew Macan

Title: Senior Vice President and General Counsel