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

FORM S-8
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)

33-1051425
(IRS Employer
Identification No.)

**3222 Phoenixville Pike,
Malvern, PA**
(Address of Principal Executive Offices)

19355
(Zip Code)

2020 Inducement Incentive Plan
(Full title of the plan)

W. Andrew Macan
Neuronetics, Inc.

3222 Phoenixville Pike
Malvern, PA 19355
(877) 600-7555

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

Copy to:

G. Scott Lesmes
Morrison & Foerster LLP
2100 L Street NW, Suite 900
Washington, D.C. 20037
(202) 887-1563

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

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.

EXPLANATORY NOTE

This Registration Statement is being filed by Neuronetics, Inc. (the “Company”), in accordance with General Instruction E to Form S-8, to register 500,000 additional shares of common stock for issuance under the Neuronetics, Inc. 2020 Inducement Incentive Plan (the “Plan”), as adopted by the Company’s Board of Directors on December 2, 2020. The contents of the Company’s Registration Statement on Form S-8 (No. 333-252233) filed with the Securities and Exchange Commission (the “Commission”) on January 19, 2021 is incorporated by reference into this Registration Statement.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by the Registrant with the SEC, are incorporated in this Registration Statement by reference:

- (a) the Registrant's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2021 filed with the SEC on March 8, 2022;
- (b) the information specifically incorporated by reference into the Registrant's Annual Report on [Form 10-K](#) from its Definitive Proxy Statement on [Schedule 14A](#), filed with the SEC on April 14, 2022;
- (c) the Registrant's Quarterly Reports on Form 10-Q for the fiscal quarter ended March 31, 2021, filed with the SEC on [May 12, 2022](#) and for the fiscal quarter ended June 30, 2022, filed with the SEC on [August 2, 2022](#);
- (d) the Registrant's Current Reports on Form 8-K filed with the SEC on [February 22, 2022](#), [February 28, 2022](#), [May 5, 2022](#), [May 27, 2022](#) and [July 18, 2022](#); and
- (e) the description of the Common Stock contained in the Registrant's Registration Statement on [Form 8-A](#) (File No. 001-38546) filed with the Commission on June 19, 2018, including any amendments or reports filed for the purpose of updating such description.

All reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act of 1934, as amended, on or after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Our Commission File Number is 001-38546.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Exhibit Number	Description of Document
4.1	<u>Ninth Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Form 8-K filed July 6, 2018).</u>
4.2	<u>Certificate of Amendment to the Registrant's Ninth Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Form 8-K filed May 30, 2019).</u>
4.3	<u>Third Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 10.3 to the Form 10-Q filed August 3, 2021).</u>
4.4	<u>Certificate of Elimination of Series A Junior Participating Preferred Stock of the Registrant (incorporated by reference to Exhibit 3.1 to the Form 8-K filed April 9, 2021).</u>
4.5	<u>Specimen Stock Certificate evidencing shares of common stock of the Registrant (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-225307)).</u>
5.1*	<u>Opinion of Morrison & Foerster LLP.</u>
10.1	<u>Neuronetics, Inc. 2020 Inducement Incentive Plan. (incorporated by reference to Exhibit 10.5 to the Registrant's Registration Statement on Form S-8 (File No. 333-252233)).</u>
23.1*	<u>Consent of KPMG LLP, independent registered public accounting firm.</u>
23.2*	<u>Consent of Morrison & Foerster LLP (included in Exhibit 5.1 hereto).</u>
24.1*	<u>Power of Attorney (set forth on the signature page of this Registration Statement).</u>
107*	<u>Filing Fee Table.</u>

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Malvern, Commonwealth of Pennsylvania, on August 5, 2022.

NEURONETICS, INC.

/s/ Stephen Furlong
Stephen Furlong
SVP, Chief Financial Officer and Treasurer
(Principal Financial and Accounting Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Keith J. Sullivan and Stephen Furlong, and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution, for such individual in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, granting unto said attorney in fact, proxy and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney in fact, proxy and agent, or the individual's substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Keith J. Sullivan</u> Keith J. Sullivan	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	August 5, 2022
<u>/s/ Stephen Furlong</u> Stephen Furlong	Senior VP, Chief Financial Officer and Treasurer <i>(Principal Financial and Accounting Officer)</i>	August 5, 2022
<u>/s/ Megan Rosengarten</u> Megan Rosengarten	Director	August 5, 2022
<u>/s/ Sheryl Conley</u> Sheryl Conley	Director	August 5, 2022
<u>/s/ John Bakewell</u> John Bakewell	Director	August 5, 2022
<u>/s/ Wilfred Jaeger, M.D.</u> Wilfred Jaeger, M.D.	Director	August 5, 2022
<u>/s/ Glenn Muir</u> Glenn Muir	Director	August 5, 2022
<u>/s/ Robert Cascella</u> Robert Cascella	Director	August 5, 2022
<u>/s/ Bruce Shook</u> Bruce Shook	Director	August 5, 2022

MORRISON FOERSTER

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MORRISON & FOERSTER LLP

AUSTIN, BEIJING, BERLIN, BOSTON,
BRUSSELS, DENVER, HONG KONG,
LONDON, LOS ANGELES, NEW YORK,
PALO ALTO, SAN DIEGO, SAN FRANCISCO, SHANGHAI,
SINGAPORE, TOKYO,
WASHINGTON, D.C.

August 5, 2022

Board of Directors
Neuronetics, Inc.
3222 Phoenixville Pike
Malvern, Pennsylvania 19355

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Neuronetics, Inc., a Delaware corporation (the “**Company**”), in connection with its registration statement on Form S-8 (the “**Registration Statement**”), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Securities Act**”), relating to the proposed offering of up to 500,000 shares (the “**Shares**”) of the Company’s common stock, par value \$0.01 per share, all of which Shares may be issued pursuant to awards under the Company’s 2020 Inducement Incentive Plan (the “**Plan**”).

As counsel for the Company, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion, and we are familiar with the proceedings taken and proposed to be taken by the Company in connection with the authorization, issuance and sale of the Shares. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with the originals of all documents submitted to us as copies. For the purpose of the opinion rendered below, we have assumed that in connection with the issuance of the Shares, the Company will receive consideration in an amount not less than the aggregate par value of the Shares covered by each such issuance.

Based upon and subject to the foregoing, it is our opinion that following (i) effectiveness of the Registration Statement, (ii) issuance of the Shares pursuant to the terms of the Plan, and (iii) receipt by the Company of the consideration for the Shares specified in the applicable resolutions of the Board of Directors or a duly authorized committee thereof and the Plan, the Shares will be validly issued, fully paid and nonassessable. The opinion expressed herein is limited to the General Corporation Law of the State of Delaware, the Delaware Constitution and reported judicial decisions interpreting those laws, each as currently in effect.

We consent to the use of this opinion as an exhibit to the Registration Statement, and we consent to the reference of our name wherever appearing in the Registration Statement and any amendments thereto. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Morrison & Foerster LLP

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 8, 2022, with respect to the financial statements of Neuronetics, Inc., incorporated herein by reference.

/s/ KPMG LLP

Philadelphia, Pennsylvania
August 5, 2022

Calculation of Filing Fee Table

Form S-8
(Form Type)

Neuronetics, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1—Newly Registered Securities

Title of each Class of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Fee Calculation Rule	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Common stock, \$0.01 par value per share:						
— Neuronetics, Inc. 2020 Inducement Incentive Plan	500,000 ⁽²⁾	\$4.29 ⁽³⁾	Rule 457(h)	\$2,145,000	\$92.70 per \$1,000,000	\$198.84

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock which become issuable under the above-named plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding shares of common stock.
- (2) Represents additional shares of common stock reserved for issuance under the Neuronetics, Inc. 2020 Inducement Incentive Plan.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h) under the Securities Act of 1933, as amended, based upon the average of the high and low sale prices for the Common Stock on the Nasdaq Global Market on August 3, 2022.