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

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**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under § 240.14a-12

**NEURONETICS, INC.**  
(Name of Registrant as Specified in its Charter)

N/A  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
- Fee paid previously with preliminary materials
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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## EXPLANATORY NOTE

On October 4, 2024, Neuronetics, Inc. (the “**Neuronetics**”) filed with the Securities and Exchange Commission its Definitive Proxy Statement on Schedule 14A (the “**Proxy Statement**”) for the Special Meeting of Stockholders (the “**Special Meeting**”), to be held on November 8, 2024. This supplement to the Proxy Statement is being filed to disclose that Neuronetics amended the Registration Rights Agreement with the Madryn Parties (the “**Amendment**”). Pursuant to the Amendment, three-hundred sixty-five (365) days following the consummation of the Arrangement (the “**Demand Registration Period**”), the Madryn Parties will have the right to demand registration of their Consideration Shares, subject to certain limitations. The Demand Registration Period was previously one hundred eighty (180) days.

This supplement should be read together with the Proxy Statement, which should be read in its entirety.