

**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) August 2, 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 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

- (d) On August 2, 2021, upon the recommendation of its Nominating and Corporate Governance Committee, the Board of Directors (the “Board”) of Neuronetics, Inc. (the “Company”) appointed Megan Rosengarten as a director and member of the Board’s Compensation Committee. The Board determined that Ms. Rosengarten qualifies as an independent director under the director independence standards set forth by the Securities and Exchange Commission and applicable NASDAQ Stock Market LLC rules. Ms. Rosengarten’s term will expire at the 2022 annual meeting of stockholders of the Company. The Company will enter into an indemnification agreement with Ms. Rosengarten in connection with her appointment to the Board, in substantially the same form as that entered into with the Company’s other directors.

In connection with her appointment and as approved by the Board, Ms. Rosengarten will receive compensation as a non-employee director as described in the Company’s proxy statement for the 2021 Annual Meeting of Stockholders. There are no arrangements or understandings between Ms. Rosengarten and any other person pursuant to which she was selected as a director. Ms. Rosengarten has no family relationship with any director or executive officer of the Company and she has no direct or indirect material interest in any transaction involving the Company required to be disclosed under Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

On August 5, 2021, the Company issued a press release announcing Ms. Rosengarten’s appointment to the Board. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference. The information contained in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed to be “filed” for the purpose of the Securities Exchange Act of 1934, as amended (“Exchange Act”), nor shall it be deemed incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated by reference.

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits:

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|--|
| 99.1 | Press Release, dated August 5, 2021 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: August 6, 2021

By: /s/ W. Andrew Macan

Name: W. Andrew Macan

Title: SVP, General Counsel, Chief Compliance Officer
and Corporate Secretary

Neuronetics Announces Appointment of Megan Rosengarten to its Board of Directors

MALVERN, Pa., August 05, 2021 (GLOBE NEWSWIRE) — Neuronetics, Inc. (NASDAQ: STIM), a commercial stage medical technology company focused on designing, developing, and marketing products that improve the quality of life for patients who suffer from psychiatric disorders, today announced the appointment of Megan Rosengarten as a new member of its Board of Directors. Following her appointment, the Neuronetics' Board of Directors now has eight members.

"I am very pleased to have Megan join Neuronetics' Board of Directors," said Keith Sullivan, President and Chief Executive Officer of Neuronetics, Inc. "Her background in medical technology product development, marketing, and strategic communications sets her apart as a highly qualified individual who will help guide Neuronetics as we continue to seek to grow our leadership position and bring the benefits of NeuroStar Advanced Therapy for Mental Health to the people who need it."

Megan has extensive experience in the healthcare sector, spanning over two decades of marketing and strategic leadership. Megan serves as President of Surgical Robotics at Medtronic, which is part of Medtronic's Medical Surgical portfolio. Prior to joining Medtronic, she served as Vice President of Global Marketing at Hologic in the Breast and Skeletal Health division. In addition, Megan held a variety of roles in product management, marketing, and strategy at Covidien and Johnson & Johnson. Megan earned a B.S. in Biological Anthropology and Anatomy from Duke University, and an M.B.A. from the University of North Carolina – Chapel Hill's Kenan-Flagler School of Business.

"I'm honored to join Neuronetics as a member of the Board of Directors," said Megan Rosengarten. "NeuroStar is a unique, highly effective therapy for a disease state that impacts millions of patients annually. I am looking forward to helping drive awareness among both customers and patients, and ultimately drive the expanded adoption of NeuroStar Advanced Therapy for Mental Health."

About Neuronetics

Neuronetics, Inc. is a commercial-stage medical technology company focused on designing, developing, and marketing products that improve the quality of life for patients who suffer from psychiatric disorders. Our first commercial product, the NeuroStar® Advanced Therapy System, is a non-invasive and non-systemic office-based treatment that uses transcranial magnetic stimulation, or TMS, to create a pulsed, MRI-strength magnetic field that induces electrical currents designed to stimulate specific areas of the brain associated with mood. The system is cleared by the United States Food and Drug Administration, or FDA, for the treatment of major depressive disorder in adult patients who have failed to achieve satisfactory improvement from prior antidepressant medication in the current episode. NeuroStar is also available in other parts of the world, including Japan, where it is listed under Japan's national health insurance. Additional information can be found at www.neuronetics.com.

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