

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)

2026 Equity Incentive Plan
RSU Inducement Award
(Full title of the plans)

Pat Devine
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:

Brian Short
Ballard Spahr LLP
1735 Market Street, 51st Floor
Philadelphia, PA 19103
(215) 864-8230

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 ☐

Non-accelerated filer ☒

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

On May 28, 2026, Neuronetics, Inc.'s (the "Company" or the "Registrant") stockholders approved the Neuronetics, Inc. 2026 Equity Incentive Plan (the "2026 Plan"), which was previously approved by the Company's Board of Directors (the "Board") on March 18, 2026. This Registration Statement is being filed by the "Company in accordance with General Instruction E to Form S-8 to register 6,022,333 shares of common stock for issuance under the 2026 Plan.

This Registration Statement also registers 1,500,000 shares of common stock issuable upon vesting of restricted stock units ("RSUs") granted to Daniel L. Reuvers on May 23, 2026, pursuant to an inducement equity award to induce Mr. Reuvers to accept employment with the Company. The RSUs are subject to a vesting schedule in three equal annual installments beginning on March 23, 2027, in each case, subject to Mr. Reuvers' continuous service through such date. The RSUs were recommended by the Compensation Committee of the Board and approved by the Board in compliance with and in reliance on Nasdaq Listing Rule 5635(c)(4). The RSUs and the shares of common stock issuable upon the vesting of the RSUs were granted outside of the 2026 Plan or the Neuronetics, Inc. 2020 Inducement Incentive Plan.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

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

- (a) the Company's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2025 filed with the Commission on March 17, 2026;
- (b) the information specifically incorporated by reference into the Company's Annual Report on Form 10-K from its Definitive Proxy Statement on [Schedule 14A](#), filed with the Commission on April 9, 2026;
- (c) the Company's Quarterly Reports on Form 10-Q for the quarters ended [March 31, 2026](#), and [June 30, 2026](#), filed with the Commission on May 5, 2026 and August 11, 2026, respectively;
- (d) the Company's Current Reports on Form 8-K filed with the Commission on [April 6, 2026](#), [May 5, 2026](#), [May 22, 2026](#), [May 29, 2026](#), [June 23, 2026](#), [July 20, 2026](#), and [August 11, 2026](#) (in each case other than any portions thereof deemed furnished and not filed); and
- (e) the description of the Common Stock contained in the Company'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 Company 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 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

We are incorporated under the laws of the State of Delaware. Section 102 of the Delaware General Corporation Law permits a corporation to eliminate the personal liability of directors of a corporation to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director, except where the director breached his duty of loyalty, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase in violation of Delaware corporate law or obtained an improper personal benefit.

Section 145 of the Delaware General Corporation Law provides that a corporation has the power to indemnify a director, officer, employee or agent of the corporation and certain other persons serving at the request of the corporation in related capacities against expenses (including attorneys' fees), judgments, fines and amounts paid in settlements actually and reasonably incurred by the person in connection with an action, suit or proceeding to which he is or is threatened to be made a party by reason of such position, if such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, in any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that, in the case of actions brought by or in the right of the corporation, no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or other adjudicating court determines that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

As permitted by the Delaware General Corporation Law, our amended and restated certificate of incorporation and amended and restated bylaws provide that: (i) we are required to indemnify our directors to the fullest extent permitted by the Delaware General Corporation Law; (ii) we may, in our discretion, indemnify our officers, employees and agents as set forth in the Delaware General Corporation Law; (iii) we are required, upon satisfaction of certain conditions, to advance all expenses incurred by our directors in connection with certain legal proceedings; (iv) the rights conferred in the bylaws are not exclusive; and (v) we are authorized to enter into indemnification agreements with our directors, officers, employees and agents.

We have entered into with each of our directors and executive officers that require us to indemnify them against expenses, judgments, fines, settlements and other amounts that any such person becomes legally obligated to pay (including with respect to a derivative action) in connection with any proceeding, whether actual or threatened, to which such person may be made a party by reason of the fact that such person is or was a director or officer of us or any of our affiliates, provided such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, our best interests. The indemnification agreements also set forth certain procedures that will apply in the event of a claim for indemnification thereunder. At present, no litigation or proceeding is pending that involves any of our directors or officers regarding which indemnification is sought, nor are we aware of any threatened litigation that may result in claims for indemnification.

We maintain a directors' and officers' liability insurance policy. The policy insures directors and officers against uninsured losses arising from certain wrongful acts in their capacities as directors and officers and reimburses us for those losses for which we have lawfully indemnified the directors and officers. The policy contains various exclusions.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Number	Description of Document
4.1	<u>Ninth Amended and Restated Certificate of Incorporation of the Company (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 Company'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>Certificate of Amendment to the Company's Ninth Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Form 8-K filed December 10, 2024).</u>
4.4	<u>Fourth Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.1 to the Form 8-K filed December 29, 2022).</u>
4.5	<u>Certificate of Designations of Series A Junior Participating Preferred Stock of the Company (incorporated by reference to Exhibit 3.1 to the Form 8-K filed April 8, 2020).</u>
4.6	<u>Certificate of Elimination of Series A Junior Participating Preferred Stock of the Company (incorporated by reference to Exhibit 3.1 to the Form 8-K filed April 9, 2021).</u>
4.7	<u>Specimen Stock Certificate evidencing shares of common stock of the Company (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1/A filed June 26, 2018 (File No. 333-225307)).</u>
4.8	<u>Description of the Company's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934 (incorporated by reference to Exhibit 4.4 to the Company's Annual Report on Form 10-K filed March 3, 2020).</u>
5.1*	<u>Opinion of Ballard Spahr LLP.</u>
10.1	<u>2026 Equity Incentive Plan (incorporated by reference to Exhibit 10.9 to the Form 10-Q filed August 11, 2026).</u>
23.1*	<u>Consent of KPMG LLP, independent registered public accounting firm.</u>
23.2*	<u>Consent of Ballard Spahr 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

Item 9. Undertakings.

(a) The Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933 (the “Securities Act”);

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the “Calculation of Registration Fee” table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement; provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant’s annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan’s annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company 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 11, 2026.

NEURONETICS, INC.

/s/ Francis X. Brown III

Francis X. Brown III

Interim Principal Financial and Accounting Officer

(Principal Financial and Accounting Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Francis X. Brown III, Patrick Devine, Nir Naor, Daniel L. Reuvers, 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 Securities and Exchange Commission, granting unto said attorneys-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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-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:

Signature	Title	Date
<u>/s/ Daniel L. Reuvers</u> Daniel L. Reuvers	President, Chief Executive Officer and Director (Principal Executive Officer)	August 11, 2026
<u>/s/ Francis X. Brown III</u> Francis X. Brown III	Interim Principal Financial and Accounting Officer (Principal Financial and Accounting Officer)	August 11, 2026
<u>/s/ Megan R. Rosengarten</u> Megan R. Rosengarten	Director	August 11, 2026
<u>/s/ Sheryl L. Conley</u> Sheryl L. Conley	Director	August 11, 2026
<u>/s/ Avinash N. Amin, MD</u> Avinash N. Amin, MD	Director	August 11, 2026
<u>/s/ Sasha S. Cucuz</u> Sasha S. Cucuz	Director	August 11, 2026
<u>/s/ Glenn P. Muir</u> Glenn P. Muir	Director	August 11, 2026
<u>/s/ Robert A. Cascella</u> Robert A. Cascella	Director	August 11, 2026

Ballard Spahr LLP

1735 Market Street, 51st Floor
Philadelphia, PA 19103-7599
TEL 215.665.8500
FAX 215.864.8999
www.ballardspahr.com

August 11, 2026

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 registration of additional shares of common stock for issuance (i) under the Neuronetics, Inc. 2026 Equity Incentive Plan (the “Equity Incentive Plan”), as adopted by the Company’s Board of Directors as of March 18, 2026, allocating 6,022,333 shares of common stock for issuance under the Equity Incentive Plan (the “EIP Shares”), and (ii) of 1,500,000 shares of common stock (the “Inducement Shares”) upon vesting of 1,500,000 restricted stock units (“RSUs”) granted to Daniel L. Reuvers on May 23, 2027 pursuant to an inducement award to induce such person to accept employment with the Registrant.

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 EIP Shares and Inducement 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 EIP Shares and the Inducement Shares, the Company will receive consideration in an amount not less than the aggregate par value of the EIP Shares and the Inducement 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, and (ii) issuance of the EIP Shares and Inducement Shares pursuant to the terms and conditions of the Equity Incentive Plan and the terms of the RSUs (including, where applicable, the payment of any exercise price, the satisfaction of any vesting or forfeiture restrictions and the achievement of any applicable performance goals), respectively, the RSUs and EIP 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/ Ballard Spahr LLP



KPMG LLP
Suite 4000
1735 Market Street
Philadelphia, PA 19103-7501

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 17, 2026, with respect to the consolidated financial statements of Neuronetics, Inc. and subsidiaries, incorporated herein by reference.

/s/ KPMG LLP

Philadelphia, Pennsylvania
August 11, 2026

KPMG LLP, a Delaware limited liability partnership, and its subsidiaries are part of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

Calculation of Filing Fee Tables

S-8

Neuronetics, Inc.

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Common stock, \$0.01 par value per share, to be issued under the Neuronetics, Inc. 2026 Equity Incentive Plan	Other	6,022,333	\$ 2.17	\$ 13,068,462.61	0.0001381	\$ 1,804.76
2	Equity	Common stock, \$0.01 par value per share, to be issued under the RSU Inducement Award	Other	1,500,000	\$ 2.17	\$ 3,255,000.00	0.0001381	\$ 449.52
Total Offering Amounts:						\$ 16,323,462.61		\$ 2,254.28
Total Fee Offsets:								\$ 2,098.40
Net Fee Due:								\$ 155.88

Offering Note

¹ (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 plans 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 shares of common stock reserved for issuance under the Neuronetics, Inc. 2026 Equity Incentive Plan (the "2026 Plan"), which consists of 6,022,333 shares of common stock that rolled into the 2026 Plan from the unallocated share reserve of the 2018 Plan (as defined below). (4) 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 10, 2026. (6) Rounded to the nearest cent.

² (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 plans 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. (3) Represents 1,500,000 restricted stock units ("RSUs") granted to Daniel L. Reuvers on May 23, 2026, pursuant to an inducement award to induce such person to accept employment with the Registrant. (4) 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 10, 2026. (6) Rounded to the nearest cent.

Table 2: Fee Offset Claims and Sources

☐ Not Applicable

	Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
Rule 457(p)											
Fee Offset Claims	1 Neuronetics, Inc.	S-8	333-284691	02/04/2025		\$ 2,098.40	Equity	Common Stock	4,210,766	\$ 13,706,043.33	
Fee	Neuronetics,	S-8	333-		02/04/2025						\$

Offset Sources	Inc.		284691								2,098.40
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Rule 457(p) Statement of Withdrawal, Termination, or Completion:

¹ (5) The Registrant previously paid \$2,098.40 for the registration of 4,210,766 shares of common stock under the Neuronetics, Inc. 2018 Equity Incentive Plan (the "2018 Plan"), as adopted by the Company's Board of Directors as of December 9, 2024, pursuant to the Registration Statement on Form S-8 (No. No. 333-284691) filed on February 4, 2025. The Registrant has terminated any offering under the 2018 Plan. The registration fee due hereunder is offset by such previously paid amount with respect to the unsold shares of common stock under the 2018 Plan.
