FORM 4

to Section 16. Form 4 or Form 5 obligations may continue. See

Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C. 20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Check this box if no longer subject

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 02/05/2021 3. Date of Earliest Transaction (Month/Day/Year) 02/05/2021 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year)	Name and Address of Reporting Person* Sullivan Keith J					2. Issuer Name and Ticker or Trading Symbol Neuronetics, Inc. [STIM]										all app	tor 10% Own		wner	
City	C/O NEURONETICS, INC.					` ' '									below) below)					
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Instr. 4) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Instr. 4) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Instr. 4) 2. Transaction Date (Line Darivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities Acquired (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Date (Month/Day/Year) 2. Conversion or Exercise Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Deneficially Owned (Instr. 4) 5. Amount of Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 4) 2. Conversion or Exercise Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Disposed of (D) (Instr. 4) 5. Amount of Disposed of, or Beneficially Owned (Instr. 8) 6. Date Exercisable and Expiration Date (Month/Day/Year) 8. Number of Date Expiration Date (Month/Day/Year) 9. Number of Securities Underlying Derivative Securities Underlying Derivative Security (Instr. 3) 11. Title of Securities Acquired (A) or Disposed of (D) (Instr. 4) 12. Transaction Date (Month/Day/Year) 13. Transaction Date (Month/Day/Year) 14. Securities Acquired (A) or Disposed of (D) (Instr. 4) 15. Amount of Disposed of (D) (Instr. 4) 16. Owner Ship Securities Acquired (A) or Disposed of (D) (Instr. 4) 17. Title and Amount of Securities Acquired (A) or Date (Instr. 4) 19. Owner Ship Security (Instr. 3) 19. Owner Ship Security (Instr. 3) 10. Owner Ship Security (Instr. 3) 10. Owner Ship Security	MALVERN PA 19355				4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)								X Form filed by One Reporting Person Form filed by More than One Reporting						
Date (Month/Day/Year) Price Pric			Table	I - N	on-Deriva	tive S	Secui	rities	Ac	quire	d, Dis	sposed of	, or E	Benefic	ially	Own	ed			
Common Stock O2/05/2021 S	Date				Year)	Execution Date 'ear) if any			Transa Code (and 5) Secur Benef Owner		ties cially I Following	Form (D) o	n: Direct or Indirect	7. Nature of Indirect Beneficial Ownership	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) 1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security 2. Conversion or Exercise (Month/Day/Year) 3. Transaction Date (Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. 8) 4. Transaction Date (Month/Day/Year) 5. Number of Executities Acquired (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Security (Instr. 5) 8. Price of Derivative Securities Underlying Derivative Security (Instr. 3) 9. Number of Derivative Securities (Month/Day/Year) 9. Number of Derivative Securities (Month/Day/Year) 9. Number of Derivative Securities (Instr. 4) 9. Number of Derivative Securities (Month/Day/Year) 9. Number of Derivative Securities (Instr. 4) 9. Number of Derivative Securities (Instr. 5) 9. Number of Derivative Securities (Instr. 4) 9. Number of Derivative Securities (Instr. 5) 9. Number of Derivative Securities (Instr. 4) 9. Number of Deriva									Code	v	Amount	(A) or (D)	Price	Trans		action(s)			(111301. 4)	
(e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) 1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security (Instr. 3) 1. Title of Date (Conversion or Exercise Price of Derivative Security (Instr. 3) 2. Conversion of Execution Date (Month/Day/Year) 2. Conversion Oate (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Code (Instr. 8) 4. Transaction of Derivative Securities (Month/Day/Year) 5. Number of Expiration Date (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 8. Price of Derivative Security (Instr. 5) 9. Number of Derivative Securities Underlying Derivative Security (Instr. 3 and 4) Ownership Form: Direct (D) or Indirect (Pollowing Reported Transaction(s) (Instr. 4) (Instr. 4)	Common	non Stock 02/05/20)21	21			S		45,632(1)	D	\$17.	96 ⁽²⁾	681,539			D			
Derivative Security (Instr. 3) Price of Derivative Security Securities Security Securities Security Securities Security Securities Security Securities Security Securities Security Security Securities Securities Security Securities Security Securities Security Securities Security Securities Security Securities Securitie																				
Date Expiration of	Derivative Security	Conversion or Exercise Price of Derivative	Date	Execu	ution Date,	Transa Code (Transaction Code (Instr. I)		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		Expiration Date (Month/Day/Year)			int of ities rlying ative ity (Instr. 4) Amount or Number	Derivative Security (Instr. 5)		derivative Securities Beneficially Owned Following Reported Transaction(s)		Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

- 1. The sales reported in this Form 4 were non-discretionary sales to satisfy the reporting person's tax withholding obligation upon vesting of a portion of a performance restricted stock unit award.
- 2. The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$17.18 to \$18.65. The reporting person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote

/s/ W. Andrew Macan, as Attorney-in-Fact

02/09/2021

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.