SEC Form 4
FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person
   Donato Peter
   (Last) (First) (Middle)
   C/O NEURONETICS, INC.
   3222 PHOENIXVILLE PIKE
   MALVERN PA 19355

2. Issuer Name and Ticker or Trading Symbol
   Neuronetics, Inc. [ STIM ]

3. Date of Earliest Transaction (Month/Day/Year)
   05/09/2019

4. If Amendment, Date of Original Filed (Month/Day/Year)
   05/09/2019

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   Director
   Officer (give title below)
   Vice President and CFO

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>05/09/2019</td>
<td></td>
<td>M</td>
<td>6,905 A</td>
<td>$2.32</td>
<td>20,912 D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>05/09/2019</td>
<td></td>
<td>M</td>
<td>7,672 A</td>
<td>$4.64</td>
<td>28,584 D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>05/09/2019</td>
<td></td>
<td>M</td>
<td>24,051 A</td>
<td>$3.19</td>
<td>52,635 D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>05/09/2019</td>
<td></td>
<td>S</td>
<td>20,469 D</td>
<td>$15.23(1)</td>
<td>32,166 D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>05/09/2019</td>
<td></td>
<td>S</td>
<td>1,878 D</td>
<td>$15.67(2)</td>
<td>30,288 D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>05/10/2019</td>
<td></td>
<td>S</td>
<td>706 D</td>
<td>$15.3(3)</td>
<td>29,582 D</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 3)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td>$2.32</td>
<td>05/09/2019</td>
<td>M</td>
<td>6,905 (4)</td>
<td>07/19/2027</td>
<td>Common Stock 6,905 $0.00 9,667 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td>$4.64</td>
<td>05/09/2019</td>
<td>M</td>
<td>7,672 (5)</td>
<td>03/15/2028</td>
<td>Common Stock 7,672 $0.00 23,014 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td>$1.19</td>
<td>05/09/2019</td>
<td>M</td>
<td>24,051 (6)</td>
<td>04/11/2027</td>
<td>Common Stock 24,051 $0.00 54,662 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $14.50 to $15.435 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1), (2) and (3) to this Form 4.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $15.02 to $15.435 inclusive.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $15.02 to $15.435 inclusive.

4. Twenty-five percent (25%) of the shares subject to the option vested on July 20, 2018, and one thirty-sixth (1/36th) of the remaining shares subject to the option vested or shall vest each month thereafter, subject to Reporting Person continuing to provide service through each such date.

5. Twenty-five percent (25%) of the shares subject to the option vested on March 16, 2019, and one thirty-sixth (1/36th) of the remaining shares subject to the option vested or shall vest each month thereafter, subject to Reporting Person continuing to provide service through each such date.

6. Twenty-five percent (25%) of the shares subject to the option vested on April 10, 2018, and one thirty-sixth (1/36th) of the remaining shares subject to the option vested or shall vest each month thereafter, subject to Reporting Person continuing to provide service through each such date.

Remarks:

/s/ Michael Schaeppi, Attorney-in-Fact 05/13/2019
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).
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.