**1. Name and Address of Reporting Person**
Thatcher Christopher

* (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)**
01/15/2020

**4. If Amendment, Date of Original Filed**

**5. Relationship of Reporting Person(s) to Issuer**
- Director
- 10% Owner
- Officer (give title below)
- President and CEO

**6. Individual or Joint/Group Filing (Check Applicable Line)**
- 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>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Acquired 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>01/15/2020</td>
<td></td>
<td>A</td>
<td>175,000(1)</td>
<td>(2) 229,811</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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

**Explanation of Responses:**
1. One-third (1/3rd) of the shares subject to the restricted stock unit ("RSU") grant shall vest on each of January 15, 2021, January 15, 2022 and January 15, 2023, subject to Reporting Person continuing to provide service through each such date.
2. Each RSU represents a contingent right to receive one share of the Issuer's common stock.

**Remarks:**
/s/ Joshua Kaufman, Attorney-in-Fact  
01/17/2020

**Signature of Reporting Person**

**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.