**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

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1. Name and Address of Reporting Person
   - **Sullivan Keith J**
     - (Last) C/O NEURONETICS, INC.
     - (First) 3222 PHEONIXVILLE PIKE
     - (Middle) MALVERN, PA 19355

2. Issuer Name and Ticker or Trading Symbol
   - **Neuronetics, Inc. (STIM)**

3. Date of Earliest Transaction (Month/Day/Year)
   - 07/14/2020

4. Transaction Date (Month/Day/Year)
   - 02/03/2021

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

6. Amount of Securities Beneficially Owned Following Transaction(s) (Instr. 3 and 4)
   - **50,000**

7. Nature of Indirect Beneficial Ownership (Instr. 4)
   - **10% Owner**

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**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. 5)</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>02/03/2021</td>
<td></td>
<td>A</td>
<td>50,000</td>
<td>50,000</td>
<td>D</td>
<td>350,000</td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/03/2021</td>
<td></td>
<td>A</td>
<td>50,000</td>
<td>50,000</td>
<td>D</td>
<td>300,000</td>
</tr>
<tr>
<td>Common Stock</td>
<td>07/14/2020</td>
<td></td>
<td>A</td>
<td>500,000</td>
<td>500,000</td>
<td>D</td>
<td>250,000</td>
</tr>
</tbody>
</table>

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<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>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 5)</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>Performance Restricted Stock Unit</td>
<td>(1) 02/03/2021</td>
<td>A</td>
<td>50,000</td>
<td>(1) (1)</td>
<td>Common Stock</td>
<td>50,000</td>
<td>D</td>
<td><strong>50,000</strong></td>
<td>D</td>
<td><strong>350,000</strong></td>
<td>D</td>
</tr>
<tr>
<td>Performance Restricted Stock Unit</td>
<td>(2) 02/03/2021</td>
<td>A</td>
<td>50,000</td>
<td>(2) (2)</td>
<td>Common Stock</td>
<td>50,000</td>
<td>D</td>
<td><strong>50,000</strong></td>
<td>D</td>
<td><strong>300,000</strong></td>
<td>D</td>
</tr>
<tr>
<td>Performance Restricted Stock Unit</td>
<td>(3) 07/14/2020</td>
<td>A</td>
<td>500,000</td>
<td>(3) (3)</td>
<td>Common Stock</td>
<td>500,000</td>
<td>D</td>
<td><strong>500,000</strong></td>
<td>D</td>
<td><strong>250,000</strong></td>
<td>D</td>
</tr>
</tbody>
</table>

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**Explanation of Responses:**

1. Each performance restricted stock unit ("PRSUs") represents a contingent right to receive one share of the Issuer's common stock. The PRSUs rights vest upon the Issuer's common stock achieving a volume weighted average price of $30 per share.
2. Each PRSU represents a contingent right to receive one share of the Issuer's common stock. The PRSUs rights vest upon the Issuer's common stock achieving a volume weighted average price of $35 per share.
3. Effective as of July 14, 2020, Mr. Sullivan received 500,000 PRSUs, which vest ratably based on appreciation of the Issuer's common stock price to $10, $15, $20 and $25 per share, measured using a trailing 30-day volume weighted average price of a share of the Issuer's common stock. Mr. Sullivan has vested 250,000 PRSUs to 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).

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.

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**Signature of Reporting Person**

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

02/05/2021