**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) (First) (Middle)  
   
   C/O NEURONETICS, INC.  
   
   3222 PHENIXVILLE PIKE  
   
   (Street)  
   
   MALVERN PA 19355  
   
   (City) (State) (Zip)

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

3. **Date of Earliest Transaction (Month/Day/Year)**
   
   02/01/2021

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

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Number of Shares Purchased or Sold (A) or (D) (Instr. 3, 4 and 5)</th>
<th>Amount or Number of Shares Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/01/2021</td>
<td>125,000 (A)</td>
<td>727,171 (D)</td>
<td>D</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Common stock received for no consideration upon the satisfaction of performance criteria underlying an award of performance based restricted stock units.

/s/ Andrew Macan, as Attorney-in-Fact 02/02/2021

**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).


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.