1. Name and Address of Reporting Person

CAMPE STEPHEN M

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)

05/28/2019

4. Date of Amendment, Date of Original Filed (Month/Day/Year)

5/30/2019

5. Relationship of Reporting Person(s) to Issuer (Check applicable)

X Director

10% Owner

Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

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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>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Number of Securities Acquired (A) or Disposed Of (D) (Instr. 4)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 4)</th>
<th>Price</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>05/28/2019</td>
<td></td>
<td>A</td>
<td>3,723</td>
<td>$13.43</td>
<td>49,341</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 4)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 4)</th>
<th>Price</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Option (right to buy)</td>
<td>$13.43</td>
<td>05/28/2019</td>
<td></td>
<td>A</td>
<td>7,347</td>
<td>$13.43</td>
<td>97,347</td>
</tr>
</tbody>
</table>

** Explanation of Responses:**

1. Represents a restricted stock unit ("RSU") award that vests on the earlier of (a) May 28, 2029, and (b) the Company's next annual meeting of stockholders, in each case subject to continuous service of the Reporting Person through such date.

2. Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock.

3. Mr. Stephen M. Campe is a senior executive employee of an affiliate of Investor Growth Capital, LLC ("Investor"). Investor, pursuant to Section 13 and Section 16 of the Securities Exchange Act of 1934 (the "Act"), separately reports its holdings with respect to the securities of Neuronetics, Inc.'s (the "Issuer").

4. Pursuant to Rule 13d-4 under the Act, Mr. Campe disclaims beneficial ownership of any of the Issuer's securities held by Investor. Moreover, Mr. Campe disclaims group membership with Investor (or any other entity or person) for the purposes of Section 13(d) of the Act, or for any other purpose.

5. Mr. Campe's interest in all of the Issuer's securities is limited to the extent of his pecuniary interest in such securities, if any, and neither the filing of this statement nor any of its contents will be deemed to constitute an admission by Mr Campe or any other person/entity, that he or it was, or is, the beneficial owner of any of the Issuer's securities for purposes of Section 16 of the Act, or for any other purpose.

6. The option shall vest on the earlier of (a) May 28, 2029, and (b) the Company's next annual meeting of stockholders, in each case subject to continuous service of the Reporting Person through such date.

** Remarks:**

/s/ Michael Schaeppi, Attorney-in-Fact

05/30/2019

** 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.