1. Name and Address of Reporting Person:

Tropsha Yelena
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 (Month/Day/Year):

3A. Deemed Disposition Date (Month/Day/Year):

01/15/2020

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

Director
Officer (give title below)
VP of Commercial Access

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>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 4)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 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>01/15/2020</td>
<td></td>
<td>A</td>
<td>19,000(1)</td>
<td>A</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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 Date (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 4)</th>
<th>4. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 5)</th>
<th>5. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>6. 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>
</table>

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

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.