

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Investor Growth Capital, LLC</u> (Last) (First) (Middle) <u>C/O PATRICIA INDUSTRIES</u> <u>1177 AVENUE OF THE AMERICAS, 47TH FLOOR</u> (Street) <u>NEW YORK NY 10036</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Neuronetics, Inc. [STIM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/02/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/02/2018		C		382,854	A	(1)	382,854	I	See Footnote(2)(3)(4)
Common Stock	07/02/2018		C		124,987	A	(1)	507,841	I	See Footnote(2)(3)(4)
Common Stock	07/02/2018		C		147,164	A	(1)	655,005	I	See Footnote(2)(3)(4)
Common Stock	07/02/2018		C		339,342	A	(1)	994,347	I	See Footnote(2)(3)(4)
Common Stock	07/02/2018		C		206,380	A	(1)	1,200,727	I	See Footnote(2)(3)(4)
Common Stock	07/02/2018		C		515,953	A	(1)	1,716,680	I	See Footnote(2)(3)(4)
Common Stock	07/02/2018		C		77,548	A	(1)	1,794,228	I	See Footnote(2)(3)(4)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series A-2 Convertible Preferred Stock	(1)	07/02/2018		C			382,854	(1)	(1)	Common Stock	382,854	(1)	0	I	See Footnote(2)(3)(4)
Series B Convertible Preferred Stock	(1)	07/02/2018		C			124,987	(1)	(1)	Common Stock	124,987	(1)	0	I	See Footnote(2)(3)(4)
Series C Convertible Preferred Stock	(1)	07/02/2018		C			147,164	(1)	(1)	Common Stock	147,164	(1)	0	I	See Footnote(2)(3)(4)
Series D Convertible Preferred Stock	(1)	07/02/2018		C			339,342	(1)	(1)	Common Stock	339,342	(1)	0	I	See Footnote(2)(3)(4)
Series E Convertible Preferred Stock	(1)	07/02/2018		C			206,380	(1)	(1)	Common Stock	206,380	(1)	0	I	See Footnote(2)(3)(4)
Series F Convertible Preferred Stock	(1)	07/02/2018		C			515,953	(1)	(1)	Common Stock	515,953	(1)	0	I	See Footnote(2)(3)(4)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series G Convertible Preferred Stock	(1)	07/02/2018		C			77,548	(1)	(1)	Common Stock	77,548	(1)	0	I	See Footnote ⁽²⁾ (3)(4)

Explanation of Responses:

1. Each share of Convertible Preferred Stock as set forth in Table II above was convertible at any time, at the option of the holder, into shares of Neuronetics, Inc.'s (the "Issuer") Common Stock, on a one-for-one basis, has no expiration date, and will convert automatically into shares of Common Stock upon the closing of the Issuer's initial public offering for no additional consideration.

2. Upon the conversion of the Convertible Preferred Stock as set forth in Table II, (i) 840,511 shares of Common Stock are held by Investor Growth Capital Limited ("Investor Limited"), (ii) 360,217 shares of Common Stock are held by Investor Group, L.P. ("Investor Group"), and (iii) 593,500 shares of Common Stock are held by IGC Fund VI, L.P. ("IGC Fund"). Investor Limited is a wholly-owned subsidiary of Investor Group; Investor Growth Capital, LLC ("Investor Growth") is the general partner of each of Investor Group and IGC Fund. Investor Growth is controlled by a Board of Directors consisting of Michael V. Oporto, Noah Walley, and Lennart Johansson. Investor Growth is deemed to share voting and investment power over the shares held by Investor Limited, Investor Group, and IGC Fund. The address of the foregoing entities is c/o Patricia Industries, 1177 Avenue of the Americas, 47th Floor, New York, New York 10036.

3. An employee of an affiliate of Investor Growth, Mr. Stephen M. Campe is a member of the Issuer's Board of Directors. Mr. Campe may hold options to acquire Common Stock and, in addition, Mr. Campe may hold shares Common Stock, or other securities convertible into Common Stock. Mr. Campe separately files statements pursuant to Section 16 of the Securities Exchange Act of 1934 (the "Act") with respect to such options and securities. Pursuant to Rule 13d-4 under the Act, Investor Growth disclaims beneficial ownership of any of the Issuer's securities held by Mr. Campe. Moreover, Investor Growth disclaims group membership with Mr. Campe for the purposes of Section 13(d) of the Act, or for any other purpose.

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

/s/ Michael V. Oporto

08/02/2018

** 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).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.