**1. Name and Address of Reporting Person**

**Thatcher Christopher**

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)**

09/04/2019

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


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

- X Director
- X Officer (give title below)
- Officer (specify below)
- Other (specify below)

President and CEO

**6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)**

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

**Explanation of Responses:**

1. These shares were sold in compliance with a trading plan adopted by the reporting person pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.

2. Ten percent (10%) of the shares subject to the option vested on February 19, 2015, Twenty-five percent (25%) of the shares subject to the option vested on November 1, 2015, and one thirty-sixth (1/36th) of the remaining shares subject to the option vested or shall vest each month thereafter, subject to Reporting Person continuing to provide service through each such date.

**Remarks:**

/s/ Joshua Kaufman, Attorney-in-Fact 09/06/2019

**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.

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Transaction Code</th>
<th>Amount</th>
<th>Price</th>
<th>Code</th>
<th>V</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>09/04/2019</td>
<td>M</td>
<td>20,000</td>
<td>$0.87</td>
<td></td>
<td></td>
<td>74,811</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>09/04/2019</td>
<td>S(1)</td>
<td>20,000</td>
<td>$0.00</td>
<td></td>
<td></td>
<td>355,297</td>
<td>D</td>
</tr>
</tbody>
</table>

**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>Transaction Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee Stock Option (Right to Buy)</td>
<td>$0.87</td>
<td>09/04/2019</td>
<td>M</td>
<td>20,000</td>
<td>02/18/2025</td>
<td>Common Stock</td>
<td>20,000</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. These shares were sold in compliance with a trading plan adopted by the reporting person pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.

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**Remarks:**

/s/ Joshua Kaufman, Attorney-in-Fact 09/06/2019

**Signature of Reporting Person**

**Date**

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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