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)

09/06/2019

5. Relationship of Reporting Person(s) to Issuer

X Director
X Officer (give title below)

President and CEO

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

X Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Remarks:

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.

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.

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.

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>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 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>09/04/2019</td>
<td>M</td>
<td>20,000</td>
<td>A</td>
<td>$0.87</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>D</td>
<td>$10,735</td>
<td>54,811</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>1. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. 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>
<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>(2) 02/18/2025</td>
<td>Common Stock 20,000</td>
<td>$0.00</td>
<td>355,297</td>
<td>D</td>
<td>Direct (D)</td>
<td>Indirect (I)</td>
</tr>
</tbody>
</table>