**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. **Name and Address of Reporting Person**
   
   **CAMPE STEPHEN M**
   
   (Last) (First) (Middle)
   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)**
   
   10/01/2019

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

5. **Relationship of Reporting Person(s) to Issuer**
   
   X Director
   Officer (give title below)
   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>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. 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>10/01/2019</td>
<td>A(1)</td>
<td>1,656</td>
<td>A</td>
<td>17,410</td>
<td>D(2)(3)(4)</td>
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</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>1. Title of Derivative Security (Instr. 3)</th>
<th>2. 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>
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</tbody>
</table>

**Explanation of Responses:**

1. Pursuant to the Issuer's non-employee directors' compensation plan the Reporting Person elected to receive shares of the Issuer's Common Stock in lieu of a cash retainer.
2. Mr. Stephen M. Campe is an advisor to 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. (the "Issuer").
3. 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.
4. 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.

**Remarks:**

/s/ Joshua Kaufman, Attorney-in-Fact 10/03/2019

**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.