INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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
   CONLEY SHERYL L
   C/O NEURONETICS, INC.
   3222 PHOENIXVILLE PIKE
   MALVERN, PA 19355

2. Date of Event Requiring Statement
   10/30/2019

3. Issuer Name and Ticker or Trading Symbol
   Neuronetics, Inc. [STIM]

4. Relationship of Reporting Person(s) to Issuer
   X Director
   10% Owner
   Officer (give title below)
   Other (specify below)

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

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 Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 4)</th>
<th>2. Amount of Securities Beneficially Owned (Instr. 4)</th>
<th>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</th>
<th>4. Nature of Indirect Beneficial Ownership</th>
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</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 4)</th>
<th>2. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</th>
<th>4. Conversion or Exercise Price of Derivative Security</th>
<th>5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</th>
<th>6. Nature of Indirect Beneficial Ownership (Instr. 5)</th>
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Explanation of Responses:

Remarks:

No securities are beneficially owned.

/s/ Sheryl L. Conley
11/01/2019

** Signature of Reporting Person**

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 5 (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.
POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes
and appoints Christopher Thatcher and Stephen Furlong of Neuronetics, Inc.
(the "Company"), with full power of substitution, the undersigned's true
and lawful attorney-in-fact to:

(1) prepare, execute in the undersigned's name and on the
undersigned's behalf, and submit to the U.S. Securities and Exchange Commission
(the "SEC") a Form ID, including amendments thereto, and any other documents
necessary or appropriate to obtain codes and passwords enabling the undersigned
to make electronic filings with the SEC of reports required by Section 16(a)
of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, in the undersigned's
capacity as an officer, director and/or trustee of the Company, Forms 3, 4, and
5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and
the rules thereunder;

(3) do and perform any and all acts for and on behalf of the undersigned
which may be necessary or desirable to complete and execute any such Form 3, 4,
or 5, complete and execute any amendment or amendments thereto, and timely file
such form with the SEC and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the
foregoing which, in the opinion of such attorney-in-fact, may be of benefit to,
in the best interest of, or legally required by, the undersigned, it being
understood that the documents executed by such attorney in fact on behalf of
the undersigned pursuant to this Power of Attorney shall be in such form and
shall contain such terms and conditions as such attorney-in-fact may approve
in such attorney-in-fact's discretion.

The undersigned hereby grants such attorney-in-fact full power and
authority to do and perform any and every act and thing whatsoever requisite,
necessary or proper to be done in the exercise of any of the rights and powers
herein granted, as fully to all intents and purposes as the undersigned might
or could do if personally present, with full power of substitution or revocation,
hereby ratifying and confirming all that such attorney-in-fact, or such
attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be
done by virtue of this power of attorney and the rights and powers herein
granted. The undersigned acknowledges that the foregoing attorney-in-fact,
in serving in such capacity at the request of the undersigned, are not assuming,
nor is the Company assuming, any of the undersigned's responsibilities to comply
with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the
undersigned is no longer required to file Forms 3, 4, and 5 with respect to the
undersigned's holdings of and transactions in securities issued by the Company,
unless earlier revoked by the undersigned in a signed writing delivered to the
foregoing attorneys-in-fact. This Power of Attorney revokes all prior Powers of
Attorney given by the undersigned with respect to the matters addressed in (1)
through (4) above.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney
to be executed as of this 1st day of November 2019.

/s/Sheryl L. Conley
Name: Sheryl L. Conley