

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person * <u>Donato Peter</u>  (Last) (First) (Middle) C/O NEURONETICS, INC. 3222 PHOENIXVILLE PIKE  (Street) MALVERN PA 19355  (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Vice President and CFO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 05/09/2019	
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	05/09/2019		M		6,905	A	\$2.32	20,912	D	
Common Stock	05/09/2019		M		7,672	A	\$4.64	28,584	D	
Common Stock	05/09/2019		M		24,051	A	\$3.19	52,635	D	
Common Stock	05/09/2019		S		20,469	D	\$15.23 <sup>(1)</sup>	32,166	D	
Common Stock	05/09/2019		S		1,878	D	\$15.67 <sup>(2)</sup>	30,288	D	
Common Stock	05/10/2019		S		706	D	\$15.3 <sup>(3)</sup>	29,582	D	

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						Amount or Number of Shares
Employee Stock Option (right to buy)	\$2.32	05/09/2019		M			6,905	(4)	07/19/2027	Common Stock	6,905	\$0.00	9,667	D	
Employee Stock Option (right to buy)	\$4.64	05/09/2019		M			7,672	(5)	03/15/2028	Common Stock	7,672	\$0.00	23,014	D	
Employee Stock Option (right to buy)	\$3.19	05/09/2019		M			24,051	(6)	04/11/2027	Common Stock	24,051	\$0.00	54,662	D	

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.50 to \$15.4925 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1), (2) and (3) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.50 to \$15.935 inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.02 to \$15.435 inclusive.
- Twenty-five percent (25%) of the shares subject to the option vested on July 20, 2018, 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.
- Twenty-five percent (25%) of the shares subject to the option vested on March 16, 2019, 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.
- Twenty-five percent (25%) of the shares subject to the option vested on April 10, 2018, 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/ Michael Schaeppi, Attorney-in-Fact 05/13/2019

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.**