

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>Farley Brian E</u> (Last) (First) (Middle) <u>C/O NEURONETICS, INC.</u> <u>3222 PHOENIXVILLE PIKE</u> (Street) <u>MALVERN PA 19355</u> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/02/2018</u>	
	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	07/02/2018		C		8,483	A	(1)	84,065	D		
Common Stock	07/02/2018		C		15,342	A	(1)	99,407	D		
Common Stock	07/02/2018		C		9,525	A	(1)	108,932	D		
Common Stock	07/02/2018		C		1,506	A	(1)	110,438	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	Title	Amount or Number of Shares				
Series D Convertible Preferred Stock	(1)	07/02/2018		C			8,483	(1)	(1)	Common Stock	8,483	\$0.00	0	D	
Series E Convertible Preferred Stock	(1)	07/02/2018		C			15,342	(1)	(1)	Common Stock	15,342	\$0.00	0	D	
Series F Convertible Preferred Stock	(1)	07/02/2018		C			9,525	(1)	(1)	Common Stock	9,525	\$0.00	0	D	
Series G Convertible Preferred Stock	(1)	07/02/2018		C			1,506	(1)	(1)	Common Stock	1,506	\$0.00	0	D	
Stock Option Grant (Right to Buy)	\$5.22	07/02/2018		A			10,959	(2)	04/25/2028	Common Stock	10,959	\$0.00	10,959	D	

Explanation of Responses:

- Each share of Series D Convertible Preferred Stock, Series E Convertible Preferred Stock, Series F Convertible Preferred Stock and Series G Convertible Preferred Stock was convertible at any time, at the option of the holder, into Common Stock, on a one-for-one basis, had no expiration date and converted into shares of Common Stock immediately prior to the closing of the Issuer's initial public offering.
- The performance criterion for vesting of this option was met upon the closing of the Issuer's initial public offering. One twelfth (1/12th) of the shares subject to the option vested or shall vest monthly commencing on March 16, 2018, subject to Reporting Person continuing to provide service through each such date.

Remarks:

/s/ Joshua Kaufman, Attorney-in-Fact 07/05/2018

** 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).

** 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.

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