

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>CANNELL CAPITAL LLC</u>  (Last) (First) (Middle) 245 MERIWETHER CIRCLE  (Street) ALTA WY 83414  (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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/05/2022	
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			
Neuronetics, Inc. Ordinary Stock	05/05/2022		P		8,056	A	\$2.44	3,190,410	I <sup>(1)(2)</sup>	By partnerships and separately-managed accounts <sup>(1)(2)</sup>
Neuronetics, Inc. Ordinary Stock	05/06/2022		P		10,000	A	\$2.42	3,200,410	I <sup>(1)(2)</sup>	By partnerships and separately-managed accounts <sup>(1)(2)</sup>
Neuronetics, Inc. Ordinary Stock	05/09/2022		P		7,094	A	\$2.31	3,207,504	I <sup>(1)(2)</sup>	By partnerships and separately-managed accounts <sup>(1)(2)</sup>

**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)		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)					

**Explanation of Responses:**

1. As of May 9, 2022, Tonga Partners, LP, Tristan Partners, LP, and Tristan Offshore Fund, Ltd., and sundry separately-managed accounts advised by Cannell Capital LLC (collectively the "Cannell Investment Vehicles") owned in the aggregate 3,207,504 shares of the common stock of Neuronetics, Inc.  
 2. Cannell Capital LLC acts as the general partner of and investment adviser to Tonga Partners, LP, and Tristan Partners, L.P. and as the investment adviser to the Tristan Offshore Fund, Ltd and the sundry separately-managed accounts. J. Carlo Cannell is the sole managing member of Cannell Capital LLC. As such, Mr. Cannell possesses sole power to vote and direct the disposition of all securities of Neuronetics, Inc. held by the Cannell Investment Vehicles. Thus, for the purposes of Reg. Section 240.13d-3, as of May 9, 2022, Mr. Cannell beneficially owned 3,207,504 shares. Mr. Cannell's interest in the securities reported herein is limited to the extent of his pecuniary interest in each of the Cannell Investment Vehicles, if any.

Nichole Rousseau-McAllister 05/09/2022

\*\* 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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