

OMB APPROVAL	
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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>MACAN WILLIAM ANDREW</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) <u>EVP, GC, CCO and CS</u>
	3. Date of Earliest Transaction (Month/Day/Year) 12/10/2024	
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			

**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				
Performance Restricted Stock Unit	\$0 <sup>(1)</sup>	12/10/2024		A		135,000 <sup>(2)</sup>		12/31/2025 <sup>(2)</sup>	12/31/2025 <sup>(2)</sup>	Common Stock	135,000	\$0 <sup>(1)</sup>	135,000	D	

**Explanation of Responses:**

- Each performance restricted stock unit ("PRSU") represents a contingent right to receive one share of the Issuer's common stock.
- Represents a PRSU award granted on December 10, 2024 and vesting on December 31, 2025, subject to satisfaction of the applicable performance metrics and continuous service of the Reporting Person through such date. The performance metrics are as follows: (i) 25% of the award will be attained if the Issuer achieves Cash Flow Breakeven (as defined in the applicable PRSU grant notice) for the fiscal quarter ended June 30, 2025; (ii) 50% of the award will be attained if the Issuer achieves Cash Flow Breakeven for the fiscal quarter ended September 30, 2025 and (iii) 25% of the award will be attained if the Issuer achieves Cash Flow Breakeven for the fiscal quarter ended December 31, 2025.

/s/ Patrick Devine, as Attorney-in-Fact 12/12/2024

\*\* 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.

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.