Form 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

1. Name and Address of Reporting Person
   Sullivan Keith J
   C/O NEURONETICS, INC.
   3222 PHOENIXVILLE PIKE
   MALVERN PA 19355

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

3. Date of Earliest Transaction (Month/Day/Year)
   07/16/2024

4. If Amendment, Date of Original Filed (Month/Day/Year)
   07/17/2024

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   Director
   10% Owner
   Officer (give title below)
   President and CEO

6. Individual or Joint/Group Filing (Check Applicable Line)
   □ Form filed by One Reporting Person
   □ Form filed by More than One Reporting Person
   □ Intentional misstatements or omissions of facts constitute Federal Criminal Violations

Rule 10b5-1(c) Transaction Indication

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Security</th>
<th>Date</th>
<th>Code</th>
<th>V</th>
<th>Amount</th>
<th>(A) or (D)</th>
<th>Price</th>
<th>Code</th>
<th>V</th>
<th>(A)</th>
<th>(D)</th>
<th>Date</th>
<th>Title</th>
<th>Amount</th>
<th>Number</th>
<th>(Instr.)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>07/16/2024</td>
<td>S</td>
<td>12,075(1)</td>
<td>D</td>
<td>$1.91(1)</td>
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<tr>
<td>Common Stock</td>
<td>07/17/2024</td>
<td>S</td>
<td>11,687(1)</td>
<td>D</td>
<td>$1.97(1)</td>
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</tbody>
</table>

Explanation of Responses:

1. The sales reported in this Form 4 were non-discretionary sales to satisfy the Reporting Person's tax withholding obligation upon vesting of a portion of a restricted stock unit award.
2. The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from $1.89 to $1.95. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
3. The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from $1.95 to $2.02. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

/s/ Patrick Devine, as
Attorney-in-Fact
07/18/2024

** 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).

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.