

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>HUNT RONALD</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. Date of Event Requiring Statement (Month/Day/Year) <u>06/27/2018</u>	3. Issuer Name and Ticker or Trading Symbol <u>Neuronetics, Inc. [ STIM ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date					Title
Series D Convertible Preferred Stock	(1)	(1)	Common Stock	848,360	(1)	I	See Footnote <sup>(2)(3)</sup>
Series E Convertible Preferred Stock	(1)	(1)	Common Stock	206,380	(1)	I	See Footnote <sup>(2)(3)</sup>
Series F Convertible Preferred Stock	(1)	(1)	Common Stock	421,681	(1)	I	See Footnote <sup>(2)(3)</sup>
Series G Convertible Preferred Stock	(1)	(1)	Common Stock	66,694	(1)	I	See Footnote <sup>(2)(3)</sup>

**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 is convertible at any time, at the option of the holder, into shares of Common Stock, on a one-for-one basis, has no expiration date and will convert automatically into shares of Common Stock upon the closing of the Issuer's initial public offering for no additional consideration.
- The reportable securities are directly beneficially owned by New Leaf Ventures II, L.P. ("NLV II"). New Leaf Venture Associates II, L.P. ("NLV Associates II") is the general partner of NLV II and New Leaf Venture Management II, L.L.C. ("NLV Management II") is the general partner of NLV Associates II. Each of NLV Associates II and NLV Management II may be deemed to have sole voting and investment power with respect to these securities. Each of NLV Associates II and NLV Management II disclaims beneficial ownership of these securities and this report shall not be deemed an admission that either is a beneficial owner of such securities for purposes of Section 16 or any other purpose, except to the extent of their respective pecuniary interests therein.
- The Reporting Person, a member of the Issuer's board of directors, Vijay Lathi and Liam Ratcliffe are the managers of NLV Management II (collectively, the "Managers") and may each be deemed to have shared voting and investment power with respect to these securities. Each of the Reporting Person and the other Managers disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any of them is a beneficial owner of such securities for purposes of Section 16 or any other purpose, except to the extent of their respective pecuniary interests therein.

**Remarks:**

/s/ Craig L. Slutzkin, Attorney-in-Fact 06/27/2018

\*\* 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 5 (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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints CRAIG L. SLUTZKIN as his true and lawful attorney-in-fact and agent for him and in his name, place and stead, in any and all capacities, to sign any and all documents relating to any and all Securities and Exchange Commission filings which may be required, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, thereby ratifying and confirming all that said attorney-in-fact may lawfully do or cause to be done by virtue hereof.

This power shall continue in effect until terminated in writing.

By: /s/ Ronald Hunt

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Ronald Hunt

Dated: September 29, 2006