FORM 3

1. Name and Address of Reporting Person*

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL Washington, D.C. 20549 OMB Number: INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

3235-0104 Estimated average burden hours per response: 0.5

SECURITIES

						S(a) of the Securities Exchar ne Investment Company Act			1934			
1. Name and Address of Reporting Person* Madryn Asset Management, LP			2. Date of Event Requiring Statement (Month/Day/Year) 12/10/2024			3. Issuer Name and Ticker or Trading Symbol Neuronetics, Inc. [STIM]						
(Last) (First) (Middle) 330 MADISON AVENUE - FLOOR		_			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner			5. If Amendment, Date of Original Filed (Month/Day/Year)				
33			_			Officer (give title below)		Other (specify below)		Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person		
(Street) NEW YORK	Y.	10017	_							N		by More than One Person
(City) (St	ate)	(Zip)										
		Ta	able I - Non	-Deriv	ativ	e Securities Benefic	cia	lly O	wned			
1. Title of Security (Instr. 4)					. Amount of Securities Beneficially Owned (Instr.)	F	3. Owner Form: [D) or In I) (Insti	Direct Ownership ndirect		ature of Indire ership (Instr.		
Common Stock					24,237,061(1)]	See footn		footnotes(2)(3)	
		(e.g				Securities Beneficiats, options, convert				;)		
) ´` ´ E			Expiration Da	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Se Underlying Derivative Sec (Instr. 4)		curity Cor or E		rsion rcise	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
							Ar or	mount	Price of Derivation Security	tive	or Indirect (I) (Instr. 5)	3,
			Date Exercisable	Expirat Date	ion	Title	of	umber nares				
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(Street) NEW YORK	NY	10	017	_								
(City)	(State)	(Zip	o)	_								
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(Last) 330 MADISON	(First)	•	ddle)									
(Street) NEW YORK	NY	10	017									
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(Last) 330 MADISON	(First)	•
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Street) NEW YORK	NV	10017
NEW TORK	INI	10017
(City)	(State)	(Zip)
. Name and Addre		ng Person* ADVISORS II, LP
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(Last)	(First)	
330 MADISON	AVENUE -	- FLOOR 33
Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)
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<u>MADRYN F</u> LLC	<u>IEALTH A</u>	ADVISORS GP II,
<u> </u>		
Last)		
330 MADISON	AVENUE -	- FLOOR 33
Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)
. Name and Addre	ess of Reportin	g Person*
. Name and Addre	ess of Reportin	g Person* unities, LP
. Name and Addre	ess of Reportin	g Person* unities, LP (Middle)
(City) 1. Name and Addre Madryn Sele (Last) 330 MADISON	ess of Reportin	g Person* unities, LP (Middle)
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(Street) NEW YORK	NY	10017
(City)	(State)	(Zip)

Explanation of Responses:

- 1. In connection with the acquisition by Neuronetics, Inc. (the "Company") of all of the issued and outstanding common shares of Greenbrook TMS Inc. ("Greenbrook") on December 10, 2024 by way of a court-approved plan of arrangement under the Business Corporations Act (Ontario), each share of Greenbrook common stock held by the Reporting Persons was exchanged for 0.01021 shares of common stock of the Company.
- 2. Madryn Health Partners II, LP ("Health Partners"), Madryn Health Partners II (Cayman Master), LP ("Cayman Master") and Madryn Select Opportunities, LP ("Select Opportunities," and, together with Health Partners and Cayman Master, the "Funds") directly hold 1,335,157, 20,259,096 and 2,642,808 shares of the Company's common stock ("Common Shares"), respectively. Madryn Asset Management, LP ("Madryn"), as investment advisor for each of the Funds; Madryn Health Advisors II, LP, as general partner of Health Partners and Cayman Master; Madryn Health Advisors GP II, LLC, as general partner of Madryn Health Advisors, LP; Madryn Select Advisors, LP as general partner of Select Opportunities; and Madryn Select Advisors GP, LLC, as general partner of Madryn Select Advisors, LP, may be deemed to be beneficial owners of the shares held directly by the Funds.
- 3. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein.

/s/ Matthew Girandola, as Authorized Signatory of Madryn Asset Management, LP	12/19/2024
/s/ Matthew Girandola, as Authorized Signatory of Madryn Health Partners II, LP	12/19/2024
/s/ Matthew Girandola, as Authorized Signatory of Madryn Health Partners II (Cayman Master), LP	12/19/2024
/s/ Matthew Girandola, as Authorized Signatory of Madryn Health Advisors II, LP	12/19/2024
/s/ Matthew Girandola, as Authorized Signatory of Madryn Health Advisors GP II, LLC	12/19/2024
/s/ Matthew Girandola, as Authorized Signatory of Madryn Select Opportunities, LP	12/19/2024
/s/ Matthew Girandola, as Authorized Signatory of Madryn Select Advisors, LP	12/19/2024
/s/ Matthew Girandola, as Authorized Signatory of Madryn Select Advisors GP, LLC	12/19/2024
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

^{*} 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).