

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>Madryn Asset Management, LP</u> (Last) (First) (Middle) 330 MADISON AVENUE - FLOOR 33 (Street) NEW YORK NY 10017 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/10/2024	3. Issuer Name and Ticker or Trading Symbol <u>Neuronetics, Inc.</u> [STIM]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) 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) Form filed by One Reporting Person <input checked="" 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)
Common Stock	24,237,061 ⁽¹⁾	I	See footnotes ⁽²⁾⁽³⁾

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	Amount or Number of Shares			

1. Name and Address of Reporting Person*
Madryn Asset Management, LP
 (Last) (First) (Middle)
 330 MADISON AVENUE - FLOOR 33
 (Street)
 NEW YORK NY 10017
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Madryn Health Partners II, LP
 (Last) (First) (Middle)
 330 MADISON AVENUE - FLOOR 33
 (Street)
 NEW YORK NY 10017
 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[MADRYN HEALTH PARTNERS II
\(CAYMAN MASTER\), LP](#)

(Last) (First) (Middle)
330 MADISON AVENUE - FLOOR 33

(Street)
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[MADRYN HEALTH ADVISORS II, LP](#)

(Last) (First) (Middle)
330 MADISON AVENUE - FLOOR 33

(Street)
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[MADRYN HEALTH ADVISORS GP II,
LLC](#)

(Last) (First) (Middle)
330 MADISON AVENUE - FLOOR 33

(Street)
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Madryn Select Opportunities, LP](#)

(Last) (First) (Middle)
330 MADISON AVENUE - FLOOR 33

(Street)
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[MADRYN SELECT ADVISORS, LP](#)

(Last) (First) (Middle)
330 MADISON AVENUE - FLOOR 33

(Street)
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[MADRYN SELECT ADVISORS GP,
LLC](#)

(Last) (First) (Middle)
330 MADISON AVENUE - FLOOR 33

(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 II, 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 12/19/2024
Madryn Asset
Management, LP

/s/ Matthew Girandola, as
Authorized Signatory of 12/19/2024
Madryn Health Partners II,
LP

/s/ Matthew Girandola, as
Authorized Signatory of 12/19/2024
Madryn Health Partners II
(Cayman Master), LP

/s/ Matthew Girandola, as
Authorized Signatory of 12/19/2024
Madryn Health Advisors
II, LP

/s/ Matthew Girandola, as
Authorized Signatory of 12/19/2024
Madryn Health Advisors
GP II, LLC

/s/ Matthew Girandola, as
Authorized Signatory of 12/19/2024
Madryn Select
Opportunities, LP

/s/ Matthew Girandola, as
Authorized Signatory of 12/19/2024
Madryn Select Advisors,
LP

/s/ Matthew Girandola, as
Authorized Signatory of 12/19/2024
Madryn Select Advisors
GP, LLC

** 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.