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*  
   BAKEWELL JOHN K  
   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)  
   05/26/2022

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

5. Relationship of Reporting Person(s) to Issuer  
   (Check all applicable)  
   X Director  
   10% Owner  
   Officer (give title below)  
   Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)  
   X Form filed by One Reporting Person  
   Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>05/26/2022</td>
<td></td>
<td>A</td>
<td>38,910(1)</td>
<td>A(2)</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

1. Represents a restricted stock unit ("RSU") award that vests on the earlier of (a) May 26, 2023, and (b) the Company's next annual meeting of stockholders, in each case subject to continuous service of the Reporting Person through such date.

2. Each RSU represents a contingent right to receive one share of the Issuer's common stock.

3. Reflects an adjustment to total holdings to include 4,050 shares that were reported on a Form 3/A filed on August 20, 2020 but inadvertently omitted from subsequent reports.

/s/ W. Andrew Macan as  
Attorney-in-Fact  
05/31/2022

** Signature of Reporting Person  
Date

Explanation of Responses:

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.