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
   MACAN WILLIAM ANDREW
   (Last) (First) (Middle)
   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)
   02/09/2022

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

5. Relationship of Reporting Person(s) to Issuer
   Director
   X 10% Owner
   Officer (give title below)
   Sr. VP, GC, CCO and Secretary
   Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
   Form filed by One Reporting Person
   X 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>02/09/2022</td>
<td></td>
<td></td>
<td>A</td>
<td>166,562 (1)</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>A</td>
<td>$0 (2)</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Price</td>
<td>370,760</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

1. Represents a restricted stock unit ("RSU") award that vests in three equal annual installments beginning on February 9, 2023, 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. /s/ W. Andrew Macan
   Date: 02/11/2022

Explanation of Responses:
1. Represents a restricted stock unit ("RSU") award that vests in three equal annual installments beginning on February 9, 2023, 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.

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.