

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>CANNELL CAPITAL LLC</u> (Last) (First) (Middle) <u>245 MERIWETHER CIRCLE</u> (Street) <u>ALTA WY 83414</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Neuronetics, Inc. [STIM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/01/2023</u>		
	4. 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 Form filed by More than One Reporting Person	
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Neuronetics, Inc. Ordinary Stock	06/01/2023		J		286,596	D	(1)	2,841,223	I ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	By partnerships and separately-managed accounts ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- There is no applicable price since this transaction is the result of a termination of an investment agreement. See footnote 5.
- As of June 1, 2023, Tonga Partners, LP, Tristan Partners, LP, and Tristan Offshore Fund, Ltd., and sundry separately-managed accounts advised by Cannell Capital LLC (collectively the "Cannell Investment Vehicles") owned in the aggregate 2,841,223 shares of the common stock of Neuronetics, Inc.
- Cannell Capital LLC acts as the general partner of and investment adviser to Tonga Partners, LP, and Tristan Partners, L.P. and as the investment adviser to the Tristan Offshore Fund, Ltd and the sundry separately-managed accounts. J. Carlo Cannell is the sole managing member of Cannell Capital LLC. As such, Mr. Cannell possesses sole power to vote and direct the disposition of all securities of Neuronetics, Inc. held by the Cannell Investment Vehicles. Thus, for the purposes of Reg. Section 240.13d-3, as of June 1, 2023, Mr. Cannell beneficially owned 2,841,223 shares. Mr. Cannell's interest in the securities reported herein is limited to the extent of his pecuniary interest in each of the Cannell Investment Vehicles, if any.
- The investment vehicles for which transactions are reported herein have a performance fee that does not give rise to reportable pecuniary interest pursuant to the exemption set forth in Rule 16a-1(a)(2)(ii)(C), and Mr. Cannell and Cannell Capital LLC accordingly disclaim pecuniary interest in the reported transactions in accordance with the same.
- Cannell Capital LLC files this Form 4 to reflect its reduced ownership as of June 1, 2023 due to the termination of an investment agreement between Cannell Capital LLC and a separately-managed account. Said account held 286,596 shares of the common stock of Neuronetics, Inc. prior to termination.

Nichole Rousseau-McAllister 06/01/2023

** 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 4 (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.