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The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

| CIK (Filer ID Number)  | Previous Names  | None | Entity Type  |
|--|-----------------|------|--|
| <a href="#">0001227636</a>   | NEURONETICS INC |      | <input checked="" type="checkbox"/> Corporation<br><input type="checkbox"/> Limited Partnership<br><input type="checkbox"/> Limited Liability Company<br><input type="checkbox"/> General Partnership<br><input type="checkbox"/> Business Trust<br><input type="checkbox"/> Other (Specify) |
| <b>Name of Issuer</b>  |                 |      |  |
| Neuronetics, Inc.  |                 |      |  |
| <b>Jurisdiction of Incorporation/Organization</b>  |                 |      |  |
| DELAWARE   |                 |      |  |
| <b>Year of Incorporation/Organization</b>  |                 |      |  |
| <input checked="" type="checkbox"/> Over Five Years Ago<br><input type="checkbox"/> Within Last Five Years (Specify Year)<br><input type="checkbox"/> Yet to Be Formed |                 |      |  |

2. Principal Place of Business and Contact Information

| Name of Issuer    | Street Address 1        | Street Address 2 | City    | State/Province/Country | ZIP/PostalCode | Phone Number of Issuer |
|-------------------|-------------------------|------------------|---------|------------------------|----------------|------------------------|
| Neuronetics, Inc. | 31 GENERAL WARREN BLVD. |                  | MALVERN | PENNSYLVANIA           | 19355          | 610-640-4202           |

3. Related Persons

| Last Name            | First Name        | Middle Name | Street Address 1            | Street Address 2            | City     | State/Province/Country | ZIP/PostalCode |
|----------------------|-------------------|-------------|-----------------------------|-----------------------------|----------|------------------------|----------------|
| Sachs                | Dan               |             | c/o Investor Growth Capital | 12 E. 49th Street, 27th Fl. | New York | NEW YORK               | 10017          |
| <b>Relationship:</b> | Executive Officer | X Director  | Promoter                    |                             |          |                        |                |

Clarification of Response (if Necessary):

| Last Name            | First Name        | Middle Name | Street Address 1   | Street Address 2    | City       | State/Province/Country | ZIP/PostalCode |
|----------------------|-------------------|-------------|--------------------|---------------------|------------|------------------------|----------------|
| Bottorff             | Leslie            |             | c/o Onset IV, L.P. | 2490 Sand Hill Road | Menlo Park | CALIFORNIA             | 94025          |
| <b>Relationship:</b> | Executive Officer | X Director  | Promoter           |                     |            |                        |                |

Clarification of Response (if Necessary):

| Last Name            | First Name                   | Middle Name    |
|----------------------|------------------------------|----------------|
| Dale                 | Michael                      |                |
| Street Address 1     | Street Address 2             |                |
| 1450 Hunter Drive    |                              |                |
| City                 | State/Province/Country       | ZIP/PostalCode |
| Wayzata              | MINNESOTA                    | 55391          |
| <b>Relationship:</b> | Executive Officer X Director | Promoter       |

Clarification of Response (if Necessary):

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| Last Name               | First Name                   | Middle Name    |
|-------------------------|------------------------------|----------------|
| Jaeger                  | Wilfred                      |                |
| Street Address 1        | Street Address 2             |                |
| c/o Three Arch Partners | 3200 Alpine Road             |                |
| City                    | State/Province/Country       | ZIP/PostalCode |
| Portola Valley          | CALIFORNIA                   | 94028          |
| <b>Relationship:</b>    | Executive Officer X Director | Promoter       |

Clarification of Response (if Necessary):

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| Last Name            | First Name                   | Middle Name    |
|----------------------|------------------------------|----------------|
| Farley               | Brian                        |                |
| Street Address 1     | Street Address 2             |                |
| 1534 Kathy Lane      |                              |                |
| City                 | State/Province/Country       | ZIP/PostalCode |
| Los Altos            | CALIFORNIA                   | 94024          |
| <b>Relationship:</b> | Executive Officer X Director | Promoter       |

Clarification of Response (if Necessary):

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| Last Name                  | First Name                    | Middle Name    |
|----------------------------|-------------------------------|----------------|
| Neff                       | P.                            | Sherill        |
| Street Address 1           | Street Address 2              |                |
| c/o Quaker BioVentures, LP | Cira Centre, 2929 Arch Street |                |
| City                       | State/Province/Country        | ZIP/PostalCode |
| Philadelphia               | PENNSYLVANIA                  | 19104          |
| <b>Relationship:</b>       | Executive Officer X Director  | Promoter       |

Clarification of Response (if Necessary):

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| Last Name             | First Name                     | Middle Name    |
|-----------------------|--------------------------------|----------------|
| Shook                 | Bruce                          | J.             |
| Street Address 1      | Street Address 2               |                |
| c/o Neuronetics, Inc. | 31 General Warren Blvd.        |                |
| City                  | State/Province/Country         | ZIP/PostalCode |
| Malvern               | PENNSYLVANIA                   | 19355          |
| <b>Relationship:</b>  | X Executive Officer X Director | Promoter       |

Clarification of Response (if Necessary):

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| Last Name             | First Name              | Middle Name    |
|-----------------------|-------------------------|----------------|
| Bausinger             | Mark                    |                |
| Street Address 1      | Street Address 2        |                |
| c/o Neuronetics, Inc. | 31 General Warren Blvd. |                |
| City                  | State/Province/Country  | ZIP/PostalCode |
| Malvern               | PENNSYLVANIA            | 19355          |

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

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| Last Name               | First Name                    | Middle Name           |
|-------------------------|-------------------------------|-----------------------|
| Breidenstein            | James                         |                       |
| <b>Street Address 1</b> | <b>Street Address 2</b>       |                       |
| c/o Neuronetics, Inc.   | 31 General Warren Blvd.       |                       |
| <b>City</b>             | <b>State/Province/Country</b> | <b>ZIP/PostalCode</b> |
| Malvern                 | PENNSYLVANIA                  | 19355                 |

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

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| Last Name               | First Name                    | Middle Name           |
|-------------------------|-------------------------------|-----------------------|
| Riehl                   | Mark                          |                       |
| <b>Street Address 1</b> | <b>Street Address 2</b>       |                       |
| c/o Neuronetics, Inc.   | 31 General Warren Blvd.       |                       |
| <b>City</b>             | <b>State/Province/Country</b> | <b>ZIP/PostalCode</b> |
| Malvern                 | PENNSYLVANIA                  | 19355                 |

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

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| Last Name               | First Name                    | Middle Name           |
|-------------------------|-------------------------------|-----------------------|
| Ways                    | Judy                          |                       |
| <b>Street Address 1</b> | <b>Street Address 2</b>       |                       |
| c/o Neuronetics, Inc.   | 31 General Warren Blvd.       |                       |
| <b>City</b>             | <b>State/Province/Country</b> | <b>ZIP/PostalCode</b> |
| Malvern                 | PENNSYLVANIA                  | 19355                 |

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

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| Last Name               | First Name                    | Middle Name           |
|-------------------------|-------------------------------|-----------------------|
| Demitrack               | Mark                          |                       |
| <b>Street Address 1</b> | <b>Street Address 2</b>       |                       |
| c/o Neuronetics, Inc.   | 31 General Warren Blvd.       |                       |
| <b>City</b>             | <b>State/Province/Country</b> | <b>ZIP/PostalCode</b> |
| Malvern                 | PENNSYLVANIA                  | 19355                 |

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

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| Last Name               | First Name                    | Middle Name           |
|-------------------------|-------------------------------|-----------------------|
| Miller                  | Stanford                      |                       |
| <b>Street Address 1</b> | <b>Street Address 2</b>       |                       |
| c/o Neuronetics, Inc.   | 31 General Warren Blvd.       |                       |
| <b>City</b>             | <b>State/Province/Country</b> | <b>ZIP/PostalCode</b> |
| Malvern                 | PENNSYLVANIA                  | 19355                 |

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

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| Last Name | First Name | Middle Name |
|-----------|------------|-------------|
| Hailey    | Mary       |             |

|  |                               |                       |
|--|-------------------------------|-----------------------|
| <b>Street Address 1</b>                                    | <b>Street Address 2</b>       |                       |
| c/o Neuronetics, Inc.                                      | 31 General Warren Blvd.       |                       |
| <b>City</b>  | <b>State/Province/Country</b> | <b>ZIP/PostalCode</b> |
| Malvern  | PENNSYLVANIA                  | 19355                 |
| <b>Relationship:</b> X Executive Officer Director Promoter |                               |                       |

Clarification of Response (if Necessary):

|  |                               |                       |
|--|-------------------------------|-----------------------|
| <b>Last Name</b>   | <b>First Name</b>             | <b>Middle Name</b>    |
| Ratcliffe  | Liam                          |                       |
| <b>Street Address 1</b>                                    | <b>Street Address 2</b>       |                       |
| c/o New Leaf Venture Partners                              | 7 Times Square, Suite 3502    |                       |
| <b>City</b>  | <b>State/Province/Country</b> | <b>ZIP/PostalCode</b> |
| New York   | NEW YORK                      | 10036                 |
| <b>Relationship:</b> Executive Officer X Director Promoter |                               |                       |

Clarification of Response (if Necessary):

|  |                               |                       |
|--|-------------------------------|-----------------------|
| <b>Last Name</b>   | <b>First Name</b>             | <b>Middle Name</b>    |
| Bitterman  | Kevin                         |                       |
| <b>Street Address 1</b>                                    | <b>Street Address 2</b>       |                       |
| 100 Winter Street, Suite 3350                              |                               |                       |
| <b>City</b>  | <b>State/Province/Country</b> | <b>ZIP/PostalCode</b> |
| Waltham  | MASSACHUSETTS                 | 02451                 |
| <b>Relationship:</b> Executive Officer X Director Promoter |                               |                       |

Clarification of Response (if Necessary):

#### 4. Industry Group

|   |                        |                           |
|---|------------------------|---------------------------|
| Agriculture   | Health Care            | Retailing                 |
| Banking & Financial Services  | Biotechnology          | Restaurants               |
| Commercial Banking  | Health Insurance       | Technology                |
| Insurance   | Hospitals & Physicians | Computers                 |
| Investing   | Pharmaceuticals        | Telecommunications        |
| Investment Banking  | X Other Health Care    | Other Technology          |
| Pooled Investment Fund  | Manufacturing          | Travel                    |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | Real Estate            | Airlines & Airports       |
| Yes   | Commercial             | Lodging & Conventions     |
| No  | Construction           | Tourism & Travel Services |
| Other Banking & Financial Services  | REITS & Finance        | Other Travel              |
| Business Services   | Residential            | Other                     |
| Energy  | Other Real Estate      |                           |
| Coal Mining   |                        |                           |
| Electric Utilities  |                        |                           |
| Energy Conservation   |                        |                           |
| Environmental Services  |                        |                           |
| Oil & Gas   |                        |                           |
| Other Energy  |                        |                           |

#### 5. Issuer Size

| Revenue Range                | OR | Aggregate Net Asset Value Range |
|------------------------------|----|---------------------------------|
| No Revenues                  |    | No Aggregate Net Asset Value    |
| \$1 - \$1,000,000            |    | \$1 - \$5,000,000               |
| \$1,000,001 - \$5,000,000    |    | \$5,000,001 - \$25,000,000      |
| \$5,000,001 - \$25,000,000   |    | \$25,000,001 - \$50,000,000     |
| \$25,000,001 - \$100,000,000 |    | \$50,000,001 - \$100,000,000    |
| Over \$100,000,000           |    | Over \$100,000,000              |
| X Decline to Disclose        |    | Decline to Disclose             |
| Not Applicable               |    | Not Applicable                  |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- |   |   |
|---|---|
| Rule 504(b)(1) (not (i), (ii) or (iii)) | Rule 505  |
| Rule 504 (b)(1)(i)                      | X Rule 506  |
| Rule 504 (b)(1)(ii)                     | Securities Act Section 4(5)                           |
| Rule 504 (b)(1)(iii)                    | Investment Company Act Section 3(c)                   |
|   | Section 3(c)(1)                      Section 3(c)(9)  |
|   | Section 3(c)(2)                      Section 3(c)(10) |
|   | Section 3(c)(3)                      Section 3(c)(11) |
|   | Section 3(c)(4)                      Section 3(c)(12) |
|   | Section 3(c)(5)                      Section 3(c)(13) |
|   | Section 3(c)(6)                      Section 3(c)(14) |
|   | Section 3(c)(7)                                       |

7. Type of Filing

X New Notice    Date of First Sale 2011-05-13    First Sale Yet to Occur  
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year?    Yes X No

9. Type(s) of Securities Offered (select all that apply)

- |   |                                  |
|---|----------------------------------|
| X Equity  | Pooled Investment Fund Interests |
| Debt  | Tenant-in-Common Securities      |
| Option, Warrant or Other Right to Acquire Another Security                                  | Mineral Property Securities      |
| Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | Other (describe)                 |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?    Yes X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

|                                      |   |
|--------------------------------------|---|
| Recipient                            | Recipient CRD Number X None                     |
| (Associated) Broker or Dealer X None | (Associated) Broker or Dealer CRD Number X None |

**Street Address 1****Street Address 2**

City

State/Province/Country

ZIP/Postal Code

State(s) of Solicitation (select all that apply)  
 Check "All States" or check individual States

All States

Foreign/non-US

**13. Offering and Sales Amounts**

Total Offering Amount \$30,000,001 USD or Indefinite

Total Amount Sold \$30,000,001 USD

Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

**14. Investors**

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

22

**15. Sales Commissions & Finder's Fees Expenses**

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

**16. Use of Proceeds**

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

**Signature and Submission**

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

**Terms of Submission**

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

| <b>Issuer</b>     | <b>Signature</b>   | <b>Name of Signer</b> | <b>Title</b>                            | <b>Date</b> |
|-------------------|--------------------|-----------------------|---|-------------|
| Neuronetics, Inc. | /s/ Mark Bausinger | Mark Bausinger        | Vice President, Chief Financial Officer | 2011-05-23  |

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.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

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