

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>Sullivan Keith J</u> (Last) (First) (Middle) C/O NEURONETICS, INC. 3222 PHEONIXVILLE PIKE (Street) MALVERN PA 19355 (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 07/14/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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				

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Restricted Stock Unit	(1)	02/03/2021		A		50,000		(1)	(1)	Common Stock	50,000	\$0	350,000	D	
Performance Restricted Stock Unit	(2)	02/03/2021		A		50,000		(2)	(2)	Common Stock	50,000	\$0	300,000	D	
Performance Restricted Stock Unit	(3)	07/14/2020		A		500,000		(3)	(3)	Common Stock	500,000	\$0	250,000	D	

Explanation of Responses:

- Each performance restricted stock unit ("PRSU") represents a contingent right to receive one share of the Issuer's common stock. The PRSU rights vest upon the Issuer's common stock achieving a volume weighted average price of \$30 per share.
- Each PRSU represents a contingent right to receive one share of the Issuer's common stock. The PRSU rights vest upon the Issuer's common stock achieving a volume weighted average price of \$35 per share.
- Effective as of July 14, 2020, Mr. Sullivan received 500,000 PRSUs, which vest ratably based on appreciation of the Issuer's common stock price to \$10, \$15, \$20 and \$25 per share, measured using a trailing 30-day volume weighted average price of a share of the Issuer's common stock. Mr. Sullivan has vested 250,000 PRSUs to date.

/s/ W. Andrew Macan, as Attorney-in-Fact

02/05/2021

** 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.