

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <b>CAMPE STEPHEN M</b>  (Last) (First) (Middle) <b>C/O NEURONETICS, INC.</b> <b>3222 PHOENIXVILLE PIKE</b>  (Street) <b>MALVERN PA 19355</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Neuronetics, Inc. [ STIM ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>05/28/2019</b>	
	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

**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			
Common Stock	05/28/2019		A		3,723 <sup>(1)</sup>	A	(2)	14,655	D <sup>(3)(4)(5)</sup>	

**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
Stock Option (right to buy)	\$13.43	05/28/2019		A		7,347		(6)	05/27/2029	Common Stock	7,347	\$0.00	7,347	D <sup>(3)(4)(5)</sup>	

**Explanation of Responses:**

- Represents a restricted stock unit ("RSU") award that vests on the earlier of (a) May 28, 2029, and (b) the Company's next annual meeting of stockholders, in each case subject to continuous service of the Reporting Person through such date.
- Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock.
- Mr. Stephen M. Campe is a senior executive employee of an affiliate of Investor Growth Capital, LLC ("Investor"). Investor, pursuant to Section 13 and Section 16 of the Securities Exchange Act of 1934 (the "Act"), separately reports its holdings with respect to the securities of Neuronetics, Inc.'s (the "Issuer").
- Pursuant to Rule 13d-4 under the Act, Mr. Campe disclaims beneficial ownership of any of the Issuer's securities held by Investor. Moreover, Mr. Campe disclaims group membership with Investor (or any other entity or person) for the purposes of Section 13(d) of the Act, or for any other purpose.
- Mr. Campe's interest in all of the Issuer's securities is limited to the extent of his pecuniary interest in such securities, if any, and neither the filing of this statement nor any of its contents will be deemed to constitute an admission by Mr Campe or any other person/entity, that he or it was, or is, the beneficial owner of any of the Issuer's securities for purposes of Section 16 of the Act, or for any other purpose.
- The option shall vest on the earlier of (a) May 28, 2029, and (b) the Company's next annual meeting of stockholders, in each case subject to continuous service of the Reporting Person through such date.

**Remarks:**

/s/ Michael Schaeppi, 05/30/2019  
Attorney-in-Fact

\*\* 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.