

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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>Investor Growth Capital, LLC</u>  (Last) (First) (Middle) C/O PATRICIA INDUSTRIES 1177 AVENUE OF THE AMERICAS, 47TH FLOOR  (Street) NEW YORK NY 10036  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/27/2018	3. Issuer Name and Ticker or Trading Symbol <u>Neuronetics, Inc. [ STIM ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	5. 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 <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A-2 Convertible Preferred Stock	(1)	(1)	Common Stock	382,854	(1)	I	See Footnote <sup>(1)(2)(3)(4)</sup>
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	124,987	(1)	I	See Footnote <sup>(1)(2)(3)(4)</sup>
Series C Convertible Preferred Stock	(1)	(1)	Common Stock	147,164	(1)	I	See Footnote <sup>(1)(2)(3)(4)</sup>
Series D Convertible Preferred Stock	(1)	(1)	Common Stock	339,342	(1)	I	See Footnote <sup>(1)(2)(3)(4)</sup>
Series E Convertible Preferred Stock	(1)	(1)	Common Stock	206,380	(1)	I	See Footnote <sup>(1)(2)(3)(4)</sup>
Series F Convertible Preferred Stock	(1)	(1)	Common Stock	515,953	(1)	I	See Footnote <sup>(1)(2)(3)(4)</sup>
Series G Convertible Preferred Stock	(1)	(1)	Common Stock	77,548	(1)	I	See Footnote <sup>(1)(2)(3)(4)</sup>

**Explanation of Responses:**

- Each share of Convertible Preferred Stock as set forth in Table II above is convertible at any time, at the option of the holder, into shares of Neuronetics, Inc.'s (the "Issuer") Common Stock, on a one-for-one basis, has no expiration date, and will convert automatically into shares of Common Stock upon the closing of the Issuer's initial public offering for no additional consideration.
- Upon the conversion of the Convertible Preferred Stock as set forth in Table II, (i) 840,511 shares of Common Stock will be held by Investor Growth Capital Limited ("Investor Limited"), (ii) 360,217 shares of Common Stock will be held by Investor Group, L.P. ("Investor Group"), and (iii) 593,500 shares of Common Stock will be held by IGC Fund VI, L.P. ("IGC Fund"). Investor Limited is a wholly-owned subsidiary of Investor Group; Investor Growth Capital, LLC ("Investor Growth") is the general partner of each of Investor Group and IGC Fund. Investor Growth is controlled by a Board of Directors consisting of Michael V. Oporto, Noah Walley, and Lennart Johansson. Investor Growth is deemed to share voting and investment power over the shares held by Investor Limited, Investor Group, and IGC Fund. The address of the foregoing entities is c/o Patricia Industries, 1177 Avenue of the Americas, 47th Floor, New York, New York 10036.
- An employee of an affiliate of Investor Growth, Mr. Stephen M. Campe is a member of the Issuer's Board of Directors. Mr. Campe may hold options to acquire Common Stock and, in addition, Mr. Campe may hold shares Common Stock, or other securities convertible into Common Stock. Mr. Campe separately files statements pursuant to Section 16 of the Securities Exchange Act of 1934 (the "Act") with respect to such options and securities. Pursuant to Rule 13d-4 under the Act, Investor Growth disclaims beneficial ownership of any of the Issuer's securities held by Mr. Campe. Moreover, Investor Growth disclaims group membership with Mr. Campe for the purposes of Section 13(d) of the Act, or for any other purpose.
- Investor Growth's interest in the Issuer's securities is limited to the extent of its pecuniary interest in such securities, if any, and neither the filing of this statement nor any of its contents shall be deemed to constitute an admission by Investor Growth, or any other person/entity, that he, she or it was or is the beneficial owner of any of the Company's securities for purposes of Section 16 of the Act, or for any other purpose.

/s/ Michael V. Oporto 06/27/2018

\*\* 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 5 (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.

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