

GE Ventures Ltd
 Form 4
 July 05, 2018

FORM 4

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

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 GE Ventures Ltd

2. Issuer Name and Ticker or Trading Symbol
 Neuronetics, Inc. [STIM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 3220 AVIATION HOUSE, WESTPARK
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/02/2018

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

SHANNON, COUNTY CLARE, L2 00000

(City) (State) (Zip)

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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	07/02/2018		C		1,028,009	A	<u>(1)</u> 1,028,009	I	See Note (2)
Common Stock	07/02/2018		C		280,032	A	<u>(1)</u> 1,308,041	I	See Note (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series F Convertible Preferred Stock	(1)	07/02/2018		C	1,028,009	(1)	(1)	Common Stock	1,028,009
Series G Convertible Preferred Stock	(1)	07/02/2018		C	280,032	(1)	(1)	Common Stock	280,032

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GE Ventures Ltd 3220 AVIATION HOUSE WESTPARK SHANNON, COUNTY CLARE, L2 00000				
GENERAL ELECTRIC CO 41 FARNSWORTH STREET BOSTON, MA 02210				

Signatures

/s/ Kelly Warrick, Authorized Signatory, GE Ventures Limited 07/05/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Each share of Series F Convertible Preferred Stock and Series G Convertible Preferred Stock was convertible at any time, at the option of the holder, into Common Stock, on a one-for-one basis, had no expiration date and converted into shares of Common Stock immediately prior to the closing of the Issuer's initial public offering.
- (2) Directly owned by GE Ventures Limited, which is a wholly-owned subsidiary of General Electric Company ("General Electric"). General Electric disclaims beneficial ownership of the securities of the Issuer held by GE Ventures Limited except to the extent of its pecuniary interest, and the filing of this Form shall not be deemed an admission that General Electric is the beneficial owner of any equity securities of the Issuer for purposes of Section 16 or any other purpose.

Remarks:

Exhibit 24.1 - Power of Attorney (General Electric), incorporated herein by reference to Exhibit 24 to the Form 4 filed by Gen

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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