

GE Ventures Ltd
Form 3
June 27, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â GE Ventures Ltd | | | (Month/Day/Year) | Neuronetics, Inc. [STIM] | |
| (Last) | (First) | (Middle) | 06/27/2018 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 3220 AVIATION HOUSE,Â WESTPARK | | | | (Check all applicable) | |
| (Street) | | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| SHANNON, COUNTY CLARE,Â L2Â 00000 | | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | | (give title below) | (specify below) |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | | <input checked="" 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) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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 control number.

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 of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

(Instr. 5)

| | | | | | | | |
|--------------------------------------|-------|-------|--------------|-----------|--------|---|--------------|
| Series F Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 1,028,009 | \$ (1) | I | See Note (2) |
| Series G Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 280,032 | \$ (1) | I | See Note (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GE Ventures Ltd 3220 AVIATION HOUSE WESTPARK SHANNON, COUNTY CLARE,Â L2Â 00000 | Â | Â | Â | Â |
| GENERAL ELECTRIC CO 41 FARNSWORTH STREET BOSTON,Â MAÂ 02210 | Â | Â | Â | Â |

Signatures

/s/ Kelly Warrick, Authorized Signatory, GE Ventures Limited

06/27/2018

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Each share of Series F Convertible Preferred Stock and Series G Convertible Preferred Stock is convertible at any time, at the option of the holder, into Common Stock, on a one-for-one basis, has no expiration date and will convert 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.

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Remarks:

Exhibit 24.1 - Power of Attorney (General Electric), incorporated herein by reference to Exhibit 24.1
 Exhibit 99.1 - Joint Filer Information, incorporated herein by reference.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.