The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL				
OMB Number:	3235- 0076			
Estimated a burden	verage			
hours per response:	4.00			

1. Issuer's Identity

Last NameFirst NameMiddle NameSachsDanStreet Address 1Street Address 2c'o Investor Growth Capital12 E. 49th Street, 27th Fl.CityState/Province/CountryZIP/PostalCodeNew YorkNY10017-1028Relationship:Executive Officer X DirectorPromoterClarification of Response (if Necessary:First NameMiddle NameBottorffLeslieStreet Address 1Street Address 2c/o Onset IV, L.P.2490 Sand Hill RoadCityState/Province/CountryZIP/PostalCode	ý	D	.				
Name of IssuerLimited PartnershipNeuronetics, Inc.Limited PartnershipJurisdiction of Incorporation/OrganizationGeneral PartnershipDELAWAREDissuers TrustDELAWAREOther (Specify)Year of Incorporation/OrganizationUther (Specify)X Over Five Years AgoWithin Last Five Years (Specify Year) Yet to Be Formed2. Principal Place of Business and Contact InformationStreet Address 1Name of IssuerStreet Address 1Neuronetics, Inc.Street Address 1Street Address 1Street Address 231 GENERAL WARREN BLVD.ZIP/PostalCodeCityState/Province/CountryXIPPA19355610-640-42023. Related PersonsStreet Address 2c/o Investor Growth Capital12 E. 49th Street, 27th Fl. CityCityState/Province/CountryZIP/PostalCodeNew YorkNYNY10017-1028Relationship:Executive Officer X DirectorPrincipal Place of Response (if Necessary):Last NameFirst NameMather Street Address 1Street Address 2c/o Onset IV, L.P.2490 Small Hill RoadCityState/Province/CountryCityState/Province/CountryStreet Address 1Street Address 2c/o Onset IV, L.P.2490 Small Hill RoadCityState/Province/CountryCityState/Province/CountryStreet Address 1Street Address 2c/o Onset IV, L.P.2490 Small Hill Road <th>CIK (Filer ID Nur</th> <th>nher)</th> <th></th> <th>None</th> <th></th> <th>Entity Type</th>	CIK (Filer ID Nur	nher)		None		Entity Type	
Neuronetics, Inc. Limited Liability Company Jurisdiction of General Partnership Business Trust DELAWARE Other (Specify) Year of Incorporation/Organization X Over Five Years Ago Within Last Five Years (Specify Year) Yet to Be Formed 2. Principal Place of Business and Contact Information Name of Issuer Neuronetics, Inc. Street Address 1 Street Address 2 31 GENERAL WAREN BLVD. City State/Province/Country ZIP/PostalCode Phone Number of Issuer MALVERN PA 19355 610-640-4202 3. Related Persons Last Name First Name Middle Name Sachs Dan Street Address 1 Street Address 2 c/o Investor Growth Capital 12 E. 49th Street, 27th FL City State/Province/Country ZIP/PostalCode New York NY 10017-102 Relationship: Executive Officer X Director Promoter Clarification of Response (if Necessary): Last Name First Name Middle Name Bottorff Leslie Street Address 1 Street Address 2 c/o Onset IV, L.P. 2490 Sand Hill Road City State/Province/Country ZIP/PostalCode	<u>0001227636</u>	NE	URONET	TICS INC		X Corporation	
Jurisdiction of General Partnership Incorporation/Organization DELAWARE Otheroporation/Organization X Over Five Years Ago Within Last Five Years (Specify Year) Yet to Be Formed 2. Principal Place of Business and Contact Information Name of Issuer Neuronetics, Inc. Street Address 1 Street Address 2 31 GENERAL WARREN BLVD. City State/Province/Country ZIP/PostalCode Phone Number of Issuer MALVERN PA 19355 610-640-4202 3. Related Persons Last Name First Name Middle Name Sachs Dan Street Address 1 Street Address 2 c/o Investor Growth Capital 12 E. 49th Street, 27th Fl. City State/Province/Country ZIP/PostalCode New York NY 10017-1028 Relationship: Executive Officer X Director Promoter Clarification of Response (if Necessary): Last Name First Name Middle Name Street Address 1 Street Address 2 c/o Onset IV, L.P. 2490 Sand Hill Road City State/Province/Country ZIP/PostalCode	Name of Issue	er				-	
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CityState/Province/CountryZIP/PostalCodePhone Number of IssuerMALVERNPA19355610-640-42023. Related Persons	Street A	Address 1			Street A	ddress 2	
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Last NameFirst NameMiddle NameSachsDanStreet Address 1Street Address 2c'o Investor Growth Capital12 E. 49th Street, 27th Fl.CityState/Province/CountryZIP/PostalCodeNew YorkNY10017-1028Relationship:Executive Officer X DirectorPromoterClarification of Response (if Necessary:First NameMiddle NameBottorffLeslieStreet Address 1Street Address 2c/o Onset IV, L.P.2490 Sand Hill RoadCityState/Province/CountryZIP/PostalCode	MALVERN	PA		19355		610-640-4202	
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c/o Investor Growth Capital 12 E. 49th Street, 27th Fl. City State/Province/Country ZIP/PostalCode New York NY 10017-1028 Relationship: Executive Officer X Director Promoter Clarification of Response (if Necessary): Image: Clarification of Response (if Necessary): Last Name First Name Middle Name Bottorff Leslie Street Address 1 Street Address 2 c/o Onset IV, L.P. 2490 Sand Hill Road City State/Province/Country ZIP/PostalCode	Sachs	Dan					
CityState/Province/CountryZIP/PostalCodeNew YorkNY10017-1028Relationship:Executive Officer X DirectorPromoterClarification of Response (if Necessary):Clarification of Response (if Necessary):Middle NameExecutive Officer X DirectorLast NameFirst NameMiddle NameBottorffLeslieStreet Address 1Street Address 2c/o Onset IV, L.P.2490 Sand Hill RoadCityState/Province/CountryZIP/PostalCode	Street Address 1		Street	Address 2			
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Relationship: Executive Officer X Director Promoter Clarification of Response (if Necessary):	City	S	tate/Prov	vince/Country		ZIP/PostalCode	
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Last NameFirst NameMiddle NameBottorffLeslieStreet Address 1Street Address 2c/o Onset IV, L.P.2490 Sand Hill RoadCityState/Province/CountryZIP/PostalCode	Relationship: Executive (Officer X Director	Promote	r			
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BottorffLeslieStreet Address 1Street Address 2c/o Onset IV, L.P.2490 Sand Hill RoadCityState/Province/CountryZIP/PostalCode	I ast Nama		Fire	t Name		Middle Name	
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c/o Onset IV, L.P. 2490 Sand Hill Road City State/Province/Country ZIP/PostalCode		Lesite	Street	Address ?			
City State/Province/Country ZIP/PostalCode		2490 Sa					
						ZIP/PostalCode	
	Menlo Park	CA			94025		

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Dale	Michael	
Street Address 1	Street Address 2	
c/o ATS Medical, Inc.	3905 Annapolis Lane, Suite 105	
City	State/Province/Country	ZIP/PostalCode
Minneapolis	MN	55447
Relationship: Executive Officer	X Director Promoter	
Clarification of Response (if Necess	sary):	
Last Name	First Name	Middle Name
Jaeger	Wilfred	
Street Address 1	Street Address 2	
c/o Three Arch Partners	3200 Alpine Road	
City	State/Province/Country	ZIP/PostalCode
Portola Valley	CA	94028
Relationship: Executive Officer	X Director Promoter	
Clarification of Response (if Necess	sary):	
Last Name	First Name	Middle Name
Kliman	Gil	
Street Address 1	Street Address 2	
c/o InterWest Partners VIII	2710 Sand Hill Road, 2nd Fl.	
City	State/Province/Country	ZIP/PostalCode
Menlo Park	СА	94025
Relationship: Executive Officer	X Director Promoter	
Clarification of Response (if Necess	•/	
Last Name	First Name	Middle Name
Neff	Sherill	Р.
Street Address 1	Street Address 2	
c/o Quaker BioVentures, LP	Cira Centre, 2929 Arch Street	
City	State/Province/Country	ZIP/PostalCode
Philadelphia	PA	19104
Relationship: Executive Officer	X Director Promoter	
Clarification of Response (if Necess	sary):	
Last Name	First Name	Middle Name
Weldon	Norman	
Street Address 1	Street Address 2	
c/o Partisan Management Group	293 Pearl Street	
City	State/Province/Country	ZIP/PostalCode
Boulder	СО	80302
Relationship: Executive Officer	X Director Promoter	
Clarification of Response (if Necess	sary):	
Last Name	First Name	Middle Name
Shook	Bruce	J.
Street Address 1	Street Address 2	
c/o Neuronetics, Inc.	31 General Warren Blvd.	
City	State/Province/Country	ZIP/PostalCode
Malvern	PA	19355
111111 0111		17555

Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Miller

Last Name	First Name	Middle Name
Bausinger	Mark	
Street Address 1	Street Address 2	
c/o Neuronetics, Inc.	31 General Warren Blvd.	
City	State/Province/Country	ZIP/PostalCode
Malvern	PA	19355
Relationship: X Executive Officer	Director Promoter	
Clarification of Response (if Necessa	ary):	
Last Name	First Name	Middle Name
Breidenstein	James	
Street Address 1	Street Address 2	
c/o Neuronetics, Inc.	31 General Warren Blvd.	
City	State/Province/Country	ZIP/PostalCode
Malvern	PA	19355
Relationship: X Executive Officer		
Clarification of Response (if Necessa	ary):	
Last Name	First Name	Middle Name
Riehl	Mark	
Street Address 1	Street Address 2	
c/o Neuronetics, Inc.	31 General Warren Blvd.	
City	State/Province/Country	ZIP/PostalCode
Malvern	PA	19355
Relationship: X Executive Officer	Director Promoter	
Clarification of Response (if Necessa	ary):	
Last Name	First Name	Middle Name
Ways	Judy	
Street Address 1	Street Address 2	
c/o Neuronetics, Inc.	31 General Warren Blvd.	
City	State/Province/Country	ZIP/PostalCode
Malvern	PA	19355
Relationship: X Executive Officer	Director Promoter	
Clarification of Response (if Necessa	ary):	
Last Name	First Name	Middle Name
Demitrack	Mark	
Street Address 1	Street Address 2	
c/o Neuronetics, Inc.	31 General Warren Blvd.	
City	State/Province/Country	ZIP/PostalCode
Malvern	PA	19355
Relationship: X Executive Officer		
Clarification of Response (if Necessa	ary):	

Stanford

Street Address 1	Street Address 2	
c/o Neuronetics, Inc.	31 General Warren Blvd.	
City	State/Province/Country	ZIP/PostalCode
Malvern	PA	19355
Relationship: X Executive Officer	Director Promoter	
Clarification of Response (if Necessa	ury):	
Last Name	First Name	Middle Name
Anastasiou	Peter	
Street Address 1	Street Address 2	
c/o Neuronetics, Inc.	31 General Warren Blvd.	
City	State/Province/Country	ZIP/PostalCode
Malvern	PA	19355
Relationship: X Executive Officer	Director Promoter	
Clarification of Response (if Necessa	ury):	

4. Industry Group

Agriculture		Health Care	Retailing
Banking & Financial	Services	Biotechnology	Restaurants
Commercial Banki	ing	Health Insurance	Technology
Insurance		Hospitals & Physicians	Computers
Investing Investment Bankin	ıg	Pharmaceuticals	Telecommunications
Pooled Investment	Fund	X Other Health Care	Other Technology
Is the issuer registered as an investment company under the Investment Company Act of 1940?		Manufacturing Real Estate Commercial	Travel Airlines & Airports Lodging & Conventions
Yes	No	Construction	Tourism & Travel Services
Other Banking & I	Financial Services	REITS & Finance	Other Travel
Business Services		Residential	Other
Energy		Other Real Estate	
Coal Mining			
Electric Utilities			

5. Issuer Size	

Oil & Gas

Other Energy

Energy Conservation Environmental Services

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
X \$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii)) Rule 504 (b)(1)(i) Rule 504 (b)(1)(ii) Rule 504 (b)(1)(iii)	Rule 505 X Rule 506 Securities Act Investment Co	Section 4(5) mpany Act Section 3(6	c)	
	Section 3(c)(1			
	Section 3(c)(2			
	Section 3(c)(3			
	Section 3(c)(4	· · · · · · · · · · · · · · · · · · ·		
	Section 3(c)(5			
	Section 3(c)(6			
	Section 3(c)(7)			
7. There a C T 11.				
7. Type of Filing				
X New Notice Date of First Sale 2009-08-20 F Amendment	First Sale Yet to C	lecur		
8. Duration of Offering				
Does the Issuer intend this offering to last more the	an one year?	ves X No		
9. Type(s) of Securities Offered (select all that app	ly)			
X Equity		Pooled Investment Fu	nd Interests	
Debt	1 0	Tenant-in-Common S		
Option, Warrant or Other Right to Acquire Anor Security to be Acquired Upon Exercise of Optic Other Right to Acquire Security	5	Mineral Property Secu Other (describe)	inities	
10. Business Combination Transaction				
Is this offering being made in connection with a bu a merger, acquisition or exchange offer?	usiness combinati	on transaction, such as	⁵ Yes X No	
Clarification of Response (if Necessary):				
11. Minimum Investment				
Minimum investment accepted from any outside in	nvestor \$0 USD			
12. Sales Compensation				
Recipient	Recipie	nt CRD Number X No	one	
(Associated) Broker or Dealer X None	(Assoc	ated) Broker or Dealer	r CRD Number X None	
Street Address 1	~ ~	Street Add	ress 2	
City	State/Pr	ovince/Country		ZIP/Postal Code
State(s) of Solicitation (select all that apply)ACheck "All States" or check individual StatesA	Il States Forei	gn/non-US		
13. Offering and Sales Amounts				
Total Offering Amount \$30,457,500 USD or	Indefinite			
Total Amount Sold \$30,000,000 USD				
Total Remaining to be Sold \$457,500 USD or	Indefinite			
Clarification of Response (if Necessary):				

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering. Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

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15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$0 USD	Estimate
Finders' Fees	\$0 USD	Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Neuronetics, Inc.	/s/ Mark Bausinger	Mark Bausinger	Vice President, Chief Financial Officer	2009-08-21

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a

result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.