SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2 (Amendment No. 1)

Neuronetics, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value per share (Title of Class of Securities)

> 64131A105 (CUSIP Number)

December 31, 2020 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

 \Box Rule 13d-1(b)

 \Box Rule 13d-1(c)

 \boxtimes Rule 13d-1(d)

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSII	P No. 64131A1	05	13G	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
2	New Leaf Ventures II, L.P.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) □ (b) ⊠			
3	SEC USE O	NLY		
4	CITIZENSE	IIP OR PLACE OF ORGANIZATION		
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	SHARES	6 SHARED VOTING POWER		
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	WITH	8 SHARED DISPOSITIVE POWER		
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9	AGGREGA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
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10		THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
11	PERCENT (OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
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CUSII	CUSIP No. 64131A105 130			
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Schedule 13G

This Amendment No. 2 ("Amendment") amends and supplements the Schedule 13G originally filed with the United States Securities and Exchange Commission (the "SEC") on February 13, 2019 (the "Original Schedule 13G"), as amended by Amendment No. 1 to the Original Schedule 13G filed with the SEC on February 13, 2020 ("Amendment No. 1" and, together with the Original Schedule 13G, the "Prior Schedule 13G") by New Leaf Ventures II, L.P. ("NLV II"), New Leaf Venture Associates II, L.P. ("NLVA II"), New Leaf Venture Management II, L.L.C. ("NLV Management II" and together with NLV II, NLVA II, the "Reporting Entities"), Ronald M. Hunt ("Hunt") and Vijay K. Lathi ("Lathi" and, together with Hunt, the "Reporting Individuals"). The Reporting Entities and the Reporting Individuals collectively are referred to as the "Reporting Persons". Only those items that are hereby reported are amended; all other items reported in the Prior 13G remain unchanged. Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable. Capitalized terms not defined in this Amendment have the meanings ascribed to them in the Original Schedule 13G.

Item 4. Ownership.

(a) Amount beneficially owned:

See line 9 and the corresponding footnotes of each cover sheet.

(b) Percent of class:

See line 11 and the corresponding footnotes of each cover sheet.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: see line 5 of cover sheets.

(ii) Shared power to vote or to direct the vote: see line 6 of cover sheets.

(iii) Sole power to dispose or to direct the disposition of: see line 7 of cover sheets.

(iv) Shared power to dispose or to direct the disposition of: see line 8 of cover sheets.

Item 5. Ownership of 5 Percent of Less of a Class. X

Material to be Filed as Exhibits

Exhibit 2 – Agreement Regarding Joint Filing of Schedule 13G.

CUSIP No. 64131A105

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2021 NEW LEAF VENTURES II, L.P.

- By: NEW LEAF VENTURE ASSOCIATES II, L.P. Its General Partner
 - By: NEW LEAF VENTURE MANAGEMENT II, L.L.C. Its General Partner
 - By: /s/ Craig L. Slutzkin Craig L. Slutzkin Chief Financial Officer
- NEW LEAF VENTURE ASSOCIATES II, L.P.
- By: NEW LEAF VENTURE MANAGEMENT II, L.L.C. Its General Partner
 - By: <u>/s/ Craig L. Slutzkin</u> Craig L. Slutzkin Chief Financial Officer

NEW LEAF VENTURE MANAGEMENT II, L.L.C.

By: <u>/s/ Craig L. Slutzkin</u> Craig L. Slutzkin Chief Financial Officer

*

Vijay K. Lathi

*

Ronald M. Hunt

/s/ Craig L. Slutzkin * Craig L. Slutzkin As attorney-in-fact

* This Schedule 13G was executed by Craig L. Slutzkin on behalf of the individuals listed above pursuant to Powers of Attorney. Note that copies of the applicable Powers of Attorney are already on file with the appropriate agencies.

EXHIBIT 2

AGREEMENT REGARDING JOINT FILING OF SCHEDULE 13G

The undersigned, being duly authorized thereunto, hereby execute this agreement as an exhibit to this Schedule 13G to evidence the agreement of the below-named parties, in accordance with the rules promulgated pursuant to the Securities Exchange Act of 1934, to file this Schedule jointly on behalf of each such party.

Date: February 10, 2021 NEW LEAF VENTURES II, L.P.

- By: NEW LEAF VENTURE ASSOCIATES II, L.P. Its General Partner
 - By: NEW LEAF VENTURE MANAGEMENT II, L.L.C. Its General Partner
 - By: /s/ Craig L. Slutzkin Craig L. Slutzkin Chief Financial Officer
- NEW LEAF VENTURE ASSOCIATES II, L.P.
- By: NEW LEAF VENTURE MANAGEMENT II, L.L.C. Its General Partner
 - By: <u>/s/ Craig L. Slutzkin</u> Craig L. Slutzkin Chief Financial Officer

NEW LEAF VENTURE MANAGEMENT II, L.L.C.

By: /s/ Craig L. Slutzkin Craig L. Slutzkin Chief Financial Officer

Vijay K. Lathi

Ronald M. Hunt

/s/ Craig L. Slutzkin * Craig L. Slutzkin As attorney-in-fact

* This Schedule 13G was executed by Craig L. Slutzkin on behalf of the individuals listed above pursuant to Powers of Attorney. Note that copies of the applicable Powers of Attorney are already on file with the appropriate agencies.