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, 2019 (Date of Event Which Requires Filing of this Statement)

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

□ Rule 13d-1(b)

 \Box Rule 13d-1(c)

⊠ 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).

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) New Leaf Ventures II, L.P. 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) □ (b) ⊠ 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 5 SOLE VOTING POWER NUMBER OF SHARES 6 BENEFICIALLY 1.039.285 (1) 0 7 SOLE DISPOSITIVE POWER 0 0 WITH 7 8 SHARED DISPOSITIVE POWER 1.039.285 (1) 1.039.285 (1) 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1.039.285 (1) 10 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □ 11	CUSI	P No. 64131A	105	13G		
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) (b) (b) (c) <li(c)< li=""> (c</li(c)<>	1					
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WITH 8 SHARED DISPOSITIVE POWER 1,039,285 (1) 1,039,285 (1) 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,039,285 (1) 1,039,285 (1) 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □ □						
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,039,285 (1) 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □ 			8			
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,039,285 (1) 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □ 	1.039.285 (1)					
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	9	AGGREGAT	Έ AN			
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		1 039 285 (1))			
	10			AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
	11		F CL	ASS REPRESENTED BY AMOUNT IN ROW (9)		
		F (0/ (2)				
12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	12	5.6% (2) 2 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)				
PN		PN				

(1) All such shares are held of record by New Leaf Ventures II, L.P. ("NLV II"). New Leaf Venture Associates II, L.P. ("NLVA II") is the general partner of NLV II and may be deemed to have voting, investment and dispositive power with respect to these securities. New Leaf Venture Management II, L.L.C. ("NLV Management II") is the sole general partner of NLVA II and ultimate general partner of NLV II and may be deemed to have voting, investment and dispositive power with respect to these securities. Each of Ronald M. Hunt ("Hunt") and Vijay K. Lathi, ("Lathi"), the managing directors of NLV Management II (collectively, the "NLV Managing Directors"), may be deemed to have shared voting, investment and dispositive power with respect to these securities.

(2) Based on 18,632,268 shares of Common Stock outstanding as of October 31, 2019, as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2019, filed with the United States Securities and Exchange Commission on November 5, 2019 (the "Form 10-Q").

CUSI	P No. 64131A	105	13G		
1	1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
2	New Leaf Venture Associates II, L.P. 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
) 🛛			
3	SEC USE OF	NLY			
4	CITIZENSH	IP OI	R PLACE OF ORGANIZATION		
	Delaware				
		5	SOLE VOTING POWER		
NUMBER OF			0		
	SHARES	6	SHARED VOTING POWER		
	NEFICIALLY WNED BY		1,039,285 (1)		
EACH		7	SOLE DISPOSITIVE POWER		
	EPORTING PERSON		0		
	WITH	8	SHARED DISPOSITIVE POWER		
	1,039,285 (1)				
9	AGGREGAT	Έ AΝ	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,039,285 (1)	`			
10			AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
11	PERCENT C	F CL	ASS REPRESENTED BY AMOUNT IN ROW (9)		
12	5.6% (2) 2 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)				
12	12 I IFE OF REPORTING PERSON (SEE INSTRUCTIONS)				
	PN				

(1) All such shares are held of record by NLV II. NLVA II is the general partner of NLV II and may be deemed to have voting, investment and dispositive power with respect to these securities. NLV Management II is the sole general partner of NLVA II and ultimate general partner of NLV II and may be deemed to have voting, investment and dispositive power with respect to these securities. Each of the NLV Managing Directors may be deemed to have shared voting, investment and dispositive power with respect to these securities.

(2) Based on 18,632,268 shares of Common Stock outstanding as of October 31, 2019, as reported by the Issuer in its Form 10-Q.

CUSI	P No. 64131A	105	13G		
1			ORTING PERSONS		
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	New Leaf Ve	nture	Management II, L.L.C.		
2	CHECK THE	E API	PROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		
	(a) 🗆 (b) 🛛			
3 SEC USE ONLY					
4	CITIZENSH	IP OI	R PLACE OF ORGANIZATION		
	Delaware				
		5	SOLE VOTING POWER		
			0		
	UMBER OF SHARES	6	SHARED VOTING POWER		
BENEFICIALLY					
0	WNED BY EACH	7	1,039,285 (1) SOLE DISPOSITIVE POWER		
REPORTING			SOLE DISPOSITIVE FOWER		
	PERSON WITH		0		
	WIII	8	SHARED DISPOSITIVE POWER		
	1,039,285 (1)				
9	AGGREGAT	Έ AΝ	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,039,285 (1)				
10			AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
	_				
11	PERCENT O	F CI	ASS REPRESENTED BY AMOUNT IN ROW (9)		
		- 01			
15	5.6% (2)				
12	TYPE OF RE	SPOR	TING PERSON (SEE INSTRUCTIONS)		
	00				

(1) All such shares are held of record by NLV II. NLVA II is the general partner of NLV II and may be deemed to have voting, investment and dispositive power with respect to these securities. NLV Management II is the sole general partner of NLVA II and ultimate general partner of NLV II and may be deemed to have voting, investment and dispositive power with respect to these securities. Each of the NLV Managing Directors may be deemed to have shared voting, investment and dispositive power with respect to these securities.

(2) Based on 18,632,268 shares of Common Stock outstanding as of October 31, 2019, as reported by the Issuer in its Form 10-Q.

CUSI	CUSIP No. 64131A105 13G				
1			ORTING PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	Ronald M. Hunt				
2					
	(a) \Box (b) \boxtimes				
3	3 SEC USE ONLY				
4	CITIZENSH	IP OF	R PLACE OF ORGANIZATION		
	United States citizen				
	Officer States	5	SOLE VOTING POWER		
	UMBER OF		9,614 (1)		
	SHARES	6	SHARED VOTING POWER		
	NEFICIALLY WNED BY		1,039,285 (2)		
	EACH	7	SOLE DISPOSITIVE POWER		
	EPORTING				
	PERSON WITH		9,614 (1) SHARED DISPOSITIVE POWER		
8 SHARED DISPOSITIVE POWER					
1,039,285 (2)					
9	9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	1,048,899 (1)(2)				
10					
	_				
11	Image: Descent of class represented by Amount in Row (9)				
	I LICELUI O				
	5.6% (3)				
12	TYPE OF RE	EPOR	TING PERSON (SEE INSTRUCTIONS)		
	IN				

- (1) The shares reported in rows 5 and 7 above consist of (i) 847 shares of Common Stock held of record by Hunt plus (ii) 8,767 shares of Common Stock underlying a stock option directly owned by Hunt and exercisable within 60 days of December 31, 2019.
- (2) All of the shares reported in rows 6 and 8 above are held of record by NLV II. NLVA II is the general partner of NLV II and may be deemed to have voting, investment and dispositive power with respect to these securities. NLV Management II is the sole general partner of NLVA II and ultimate general partner of NLV II and may be deemed to have voting, investment and dispositive power with respect to these securities. Each of the NLV Managing Directors may be deemed to have shared voting, investment and dispositive power with respect to these securities.
- (3) Based on 18,641,035 shares of Common Stock, calculated as follows: (i) 18,632,268 shares of Common Stock outstanding as of October 31, 2019, as reported by the Issuer in its Form 10-Q, plus (ii) 8,767 shares of Common Stock subject to stock option awards that have been granted to Hunt in his prior capacity as a director of the Issuer and that are exercisable as of or within 60 days after December 31, 2019.

CUSI	P No. 64131A1	105	13G		
1			ORTING PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	Vijay K. Lathi				
2					
3	3 SEC USE ONLY				
4	CITIZENSH	IP OF	R PLACE OF ORGANIZATION		
	United States citizen				
		5	SOLE VOTING POWER		
N	UMBER OF		0		
	SHARES	6	SHARED VOTING POWER		
BENEFICIALLY					
C	WNED BY	7	1,039,285 (1) SOLE DISPOSITIVE POWER		
R	EACH EPORTING	7	SOLE DISPOSITIVE POWER		
	PERSON		0		
	WITH	8	SHARED DISPOSITIVE POWER		
			1,039,285 (1)		
9	AGGREGAT	'E AN	AOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,039,285 (1))			
10			AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
11		F CL	ASS REPRESENTED BY AMOUNT IN ROW (9)		
	5.6% (2)				
12		EPOR	TING PERSON (SEE INSTRUCTIONS)		
	IN				
L					

(1) All such shares are held of record by NLV II. NLVA II is the general partner of NLV II and may be deemed to have voting, investment and dispositive power with respect to these securities. NLV Management II is the sole general partner of NLVA II and ultimate general partner of NLV II and may be deemed to have voting, investment and dispositive power with respect to these securities. Each of the NLV Managing Directors may be deemed to have shared voting, investment and dispositive power with respect to these securities.

(2) Based on 18,632,268 shares of Common Stock outstanding as of October 31, 2019, as reported by the Issuer in its Form 10-Q.

13G

Schedule 13G

This Amendment No. 1 ("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"), 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". Hunt and Lathi are the managing directors of NLV Management II. Only those items that are hereby reported are amended; all other items reported in the Original Schedule 13D 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 13D.

Item 2(a). Name of Persons Filing:

Liam Ratcliffe, a reporting person on the Original Schedule 13G, is no longer a member of NLV Management II, and accordingly, is no longer a Reporting Person.

Item 2(b). Address or Principal Business Office or, if None, Residence:

The address of the principal business office of each Reporting Person (other than Lathi) is New Leaf Venture Partners, 420 Lexington Avenue, Suite 408, New York, NY 10170.

The address of the principal business office of Lathi is New Leaf Venture Partners, 2730 Sand Hill Road, Suite 110, Menlo Park, CA 94025.

Item4. 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.*
- * Each Reporting Person disclaims beneficial ownership of such shares of Common Stock, except for the shares, if any, such Reporting Person holds of record and to the extent of their pecuniary interest therein.

Material to be Filed as Exhibits.

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

CUSIP No. 64131A105

<u>SIGNATURES</u>

13G

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 12, 2020

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 belownamed 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 12, 2020

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: <u>/s/ Craig L. Slutzkin</u> 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: /s/ Craig L. Slutzkin 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.