

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>New Leaf Ventures II, L.P.</u> (Last) (First) (Middle) TIMES SQUARE TOWER 7 TIMES SQUARE, SUITE 3502 (Street) NEW YORK NY 10036 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Neuronetics, Inc. [STIM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/02/2018	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/02/2018		C		848,360	A	(1)	848,360	I	See Footnote(2)(3)
Common Stock	07/02/2018		C		206,380	A	(1)	1,054,740	I	See Footnote(2)(3)
Common Stock	07/02/2018		C		421,681	A	(1)	1,476,421	I	See Footnote(2)(3)
Common Stock	07/02/2018		C		66,694	A	(1)	1,543,115	I	See Footnote(2)(3)

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series D Convertible Preferred Stock	(1)	07/02/2018		C		848,360	(1)	(1)	Common Stock	848,360	\$0.00	0	I	See Footnote(2)(3)	
Series E Convertible Preferred Stock	(1)	07/02/2018		C		206,380	(1)	(1)	Common Stock	206,380	\$0.00	0	I	See Footnote(2)(3)	
Series F Convertible Preferred Stock	(1)	07/02/2018		C		421,681	(1)	(1)	Common Stock	421,681	\$0.00	0	I	See Footnote(2)(3)	
Series G Convertible Preferred Stock	(1)	07/02/2018		C		66,694	(1)	(1)	Common Stock	66,694	\$0.00	0	I	See Footnote(2)(3)	

1. Name and Address of Reporting Person*
New Leaf Ventures II, L.P.
 (Last) (First) (Middle)
 TIMES SQUARE TOWER
 7 TIMES SQUARE, SUITE 3502
 (Street)
 NEW YORK NY 10036
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
New Leaf Venture Associates II, L.P.

(Last) (First) (Middle)

TIME SQUARE TOWER
7 TIMES SQUARE, SUITE 3502

(Street)
NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[New Leaf Venture Management II, L.L.C.](#)

(Last) (First) (Middle)

TIMES SQUARE TOWER
7 TIMES SQUARE, SUITE 3502

(Street)
NEW YORK NY 10036

(City) (State) (Zip)

Explanation of Responses:

1. Each share of Series D Convertible Preferred Stock, Series E Convertible Preferred Stock, Series F Convertible Preferred Stock and Series G Convertible Preferred Stock was convertible at any time, at the option of the holder, into shares of Common Stock, on a one-for-one basis, had no expiration date and converted automatically into shares of Common Stock upon the closing of the Issuer's initial public offering for no additional consideration.
2. The reportable securities are directly beneficially owned by New Leaf Ventures II, L.P. ("NLV II"). New Leaf Venture Associates II, L.P. ("NLV Associates II") is the general partner of NLV II and New Leaf Venture Management II, L.L.C. ("NLV Management II") is the general partner of NLV Associates II. Each of NLV Associates II and NLV Management II may be deemed to have sole voting and investment power with respect to these securities. Each of NLV Associates II and NLV Management II disclaims beneficial ownership of these securities and this report shall not be deemed an admission that either is a beneficial owner of such securities for purposes of Section 16 or any other purpose, except to the extent of their respective pecuniary interests therein.
3. Ronald Hunt, a member of the Issuer's board of directors, Vijay Lathi and Liam Ratcliffe are the managers of NLV Management II (collectively, the "Managers") and may each be deemed to have shared voting and investment power with respect to these securities. Each of the Managers disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any of them is a beneficial owner of such securities for purposes of Section 16 or any other purpose, except to the extent of their respective pecuniary interests therein.

Remarks:

[New Leaf Ventures II, L.P. By:](#)
[New Leaf Venture Associates II,](#)
[L.P. By: New Leaf Venture](#)
[Management II, L.L.C., its](#) [07/05/2018](#)
[general partner /s/ Craig](#)
[Slutzkin By: Craig Slutzkin Its:](#)
[Chief Financial Officer](#)
[New Leaf Venture Associates II,](#)
[L.P. By: New Leaf Venture](#)
[Management II, L.L.C., its](#) [07/05/2018](#)
[general partner /s/ Craig](#)
[Slutzkin By: Craig Slutzkin Its:](#)
[Chief Financial Officer](#)
[New Leaf Venture Management](#)
[II, L.L.C. /s/ Craig Slutzkin By:](#) [07/05/2018](#)
[Craig Slutzkin Its: Chief](#)
[Financial Officer](#)

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.