

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

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**SCHEDULE 13G**

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

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**Neuronetics, Inc.**

(Name of Issuer)

**Common Stock, par value \$0.01 per share**

(Title of Class of Securities)

**64131A 105**

(CUSIP Number)

**November 11, 2019**

(Date of Event Which Requires Filing of this Statement)

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

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* 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 disclosures provided in a prior cover page.

The information required on 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).

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1. Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (Entities Only)  
ONSET IV, L.P.

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  o

(b)  x (1)

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3. SEC Use Only

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4. Citizenship or Place of Organization  
Delaware

---

5. Sole Voting Power  
0

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6. Shared Voting Power  
277,370 (2)

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7. Sole Dispositive Power  
0

---

8. Shared Dispositive Power  
277,370 (2)

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
277,370 (2)

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  o

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11. Percent of Class Represented by Amount in Row (9)  
1.49% (3)

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12. Type of Reporting Person (See Instructions)  
PN

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- (1) This Amendment No. 1 to Schedule 13G (the "Amended Schedule 13G") is filed by ONSET IV, L.P. ("ONSETIV"), ONSET IV Management LLC ("ONSETIVM"), Terry L. Opdendyk and Robert F. Kuhling, Jr. (collectively, the "Reporting Persons"). The Reporting Persons expressly disclaim status as a "group" for purposes of this Amended Schedule 13G.
- (2) The shares are held directly by ONSETIV. ONSETIVM serves as the sole general partner of ONSETIV. ONSETIVM does not directly own any securities of the Issuer. Terry L. Opdendyk and Robert F. Kuhling, Jr. may be deemed to have shared power to vote or direct the vote of, and to dispose or direct the disposition of, the securities of the Issuer held by ONSETIV but disclaim beneficial ownership thereof except to the extent of their pecuniary interest therein. This number reflects beneficial ownership of shares of the Issuer as of November 11, 2019.
- (3) This calculation is based on 18,632,268 shares of Common Stock, par value \$0.01 per share, outstanding as of October 31, 2019, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended September 30, 2019 (Commission File No. 001-38546) filed with the Securities and Exchange Commission on November 5, 2019.

1. Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (Entities Only)  
ONSET IV Management, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)  (1)

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

5. Sole Voting Power  
0

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6. Shared Voting Power  
277,370 (2)

7. Sole Dispositive Power  
0

8. Shared Dispositive Power  
277,370 (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
277,370 (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)  
1.49% (3)

12. Type of Reporting Person (See Instructions)  
OO

(1) The Reporting Persons expressly disclaim status as a "group" for purposes of this Amended Schedule 13G.

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1. Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (Entities Only)  
Terry L. Opdendyk

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)  (1)

3. SEC Use Only

4. Citizenship or Place of Organization  
United States of America

5. Sole Voting Power  
0

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6. Shared Voting Power  
277,370 (2)

7. Sole Dispositive Power  
0

8. Shared Dispositive Power  
277,370 (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
277,370 (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)  
1.49% (3)

12. Type of Reporting Person (See Instructions)  
IN

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1. Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (Entities Only)  
Robert F. Kuhling, Jr.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  o

(b)  x (1)

3. SEC Use Only

4. Citizenship or Place of Organization  
United States of America

5. Sole Voting Power  
0

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6. Shared Voting Power  
277,370 (2)

7. Sole Dispositive Power  
0

8. Shared Dispositive Power  
277,370 (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
277,370 (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  o

11. Percent of Class Represented by Amount in Row (9)  
1.49% (3)

12. Type of Reporting Person (See Instructions)  
IN

(1) The Reporting Persons expressly disclaim status as a "group" for purposes of this Amended Schedule 13G.

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(3) This calculation is based on 18,632,268 shares of Common Stock, par value \$0.01 per share, outstanding as of October 31, 2019, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended September 30, 2019 (Commission File No. 001-38546) filed with the Securities and Exchange Commission on November 5, 2019.

**Item 1.**

- (a) Name of Issuer  
Neuronetics, Inc. (the "Issuer")
- 
- (b) Address of Issuer's Principal Executive Offices  
3222 Phoenixville Pike, Malvern, PA 19355
- 

**Item 2.**

- (a) Name of Person Filing  
ONSET IV, L.P. ("ONSETIV")  
ONSET IV Management, L.L.C. ("ONSETIVM")  
Terry L. Opdendyk ("Opdendyk")  
Robert F. Kuhling, Jr. ("Kuhling")
- 
- (b) Address of the Principal Office or, if none, Residence  
2400 Sand Hill Road, Suite 150  
Menlo Park, California 94025
- 
- (c) Citizenship  
Entities:  
ONSETIV — Delaware  
ONSETIVM - Delaware
- Individuals:  
Opdendyk — United States of America  
Kuhling — United States of America
- 
- (d) Title of Class of Securities  
Common Stock, par value \$0.01 per share.
- 
- (e) CUSIP Number  
64131A 105
- 

**Item 3.**

Not applicable.

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

This information is provided with respect to shares of the Issuer beneficially owned as of November 11, 2019 and shares outstanding as of October 31, 2019, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended September 30, 2019 (Commission File No. 001-38546) filed with the Securities and Exchange Commission on November 5, 2019.

- (a) Amount beneficially owned:  
See Row 9 of cover page for each Reporting Person
- 
- (b) Percent of class:  
See Row 11 of cover page for each Reporting Person
- 
- (c) Number of shares as to which the person has:
- 
- (i) Sole power to vote or to direct the vote:  
See Row 5 of cover page for each Reporting Person.
- 
- (ii) Shared power to vote or to direct the vote:  
See Row 6 of cover page for each Reporting Person.
- 
- (iii) Sole power to dispose or to direct the disposition of:  
See Row 7 of cover page for each Reporting Person.
- 
- (iv) Shared power to dispose or to direct the disposition of:  
See Row 8 of cover page for each Reporting Person.
- 

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. x

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Under certain circumstances set forth in the limited partnership agreement of ONSETIV and the limited liability company agreement of ONSETIVM, the general and limited partners of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the Issuer owned by each such entity of which they are a partner.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

The response to Item 2(a) is incorporated herein by reference. The agreement among the Reporting Persons to file jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, is attached hereto as Exhibit A.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certifications.**

Not applicable.

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.

Pursuant to Rule 13d-1(k)(1)(iii) of Regulation 13D-G of the General Rules and Regulations of the Securities and Exchange Act of 1934, as amended, the undersigned agree that the attached statement is filed on behalf of each of them.

Dated: November 26, 2019

**ONSET IV, L.P.**

**By: ONSET IV Management, LLC**  
**Its: General Partner**

By: /s/ Terry L. Opdendyk  
Terry L. Opdendyk  
Managing Director of the General Partner

By: /s/ Robert F. Kuhling, Jr.  
Robert F. Kuhling, Jr.  
Managing Director of the General Partner

**ONSET IV Management, LLC**

By: /s/ Terry L. Opdendyk  
Terry L. Opdendyk  
Managing Director of the General Partner

By: /s/ Robert F. Kuhling, Jr.  
Robert F. Kuhling, Jr.  
Managing Director of the General Partner

/s/ Terry L. Opdendyk  
Terry L. Opdendyk

/s/ Robert F. Kuhling, Jr.  
Robert F. Kuhling, Jr.

**EXHIBITS**

A- Joint Filing Statement

## JOINT FILING AGREEMENT

The undersigned hereby agree that the foregoing statement on this Amended Schedule 13G is filed on behalf of each of the undersigned, and any amendments thereto executed by the undersigned shall be filed on behalf of each of the undersigned without the necessity of filing any additional joint filing agreement. The undersigned acknowledge that each is responsible for the timely filing of such statement on Amended Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness or accuracy of the information concerning the others of the undersigned, except to the extent that it knows or has reason to believe that such information is inaccurate or incomplete. This Joint Filing Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Joint Filing Agreement as of November 26, 2019.

**ONSET IV, L.P.****By: ONSET IV Management, LLC****Its: General Partner**

By: /s/ Terry L. Opdendyk  
Terry L. Opdendyk  
Managing Director of the General Partner

By: /s/ Robert F. Kuhling, Jr.  
Robert F. Kuhling, Jr.  
Managing Director of the General Partner

**ONSET IV Management, LLC**

By: /s/ Terry L. Opdendyk  
Terry L. Opdendyk  
Managing Director of the General Partner

By: /s/ Robert F. Kuhling, Jr.  
Robert F. Kuhling, Jr.  
Managing Director of the General Partner

/s/ Terry L. Opdendyk  
Terry L. Opdendyk

/s/ Robert F. Kuhling, Jr.  
Robert F. Kuhling, Jr.

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