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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(AMENDMENT NO. 1)***

Neuronetics, Inc.

(Name of Issuer)

Common Stock
(Title of Class of Securities)

64131A 105
(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)
- 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 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	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)	
	InterWest Partners VIII, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION California	
NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	5	SOLE VOTING POWER 994,315
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 994,315
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 994,315	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.3% (1)	
12	TYPE OF REPORTING PERSON PN	

- (1) Based upon 18,632,268 shares of the Issuer's Common Stock outstanding as of October 31, 2019, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission (the "SEC") on November 5, 2019.

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)	
	InterWest Investors VIII, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION California	
NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	5	SOLE VOTING POWER 7,932
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 7,932
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,932	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Less than 0.1% (1)	
12	TYPE OF REPORTING PERSON PN	

- (1) Based upon 18,632,268 shares of the Issuer's Common Stock outstanding as of October 31, 2019, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission (the "SEC") on November 5, 2019.

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)	
	InterWest Investors Q VIII, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION California	
NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	5	SOLE VOTING POWER 28,442
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 28,442
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 28,442	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.2% (1)	
12	TYPE OF REPORTING PERSON PN	

- (1) Based upon 18,632,268 shares of the Issuer's Common Stock outstanding as of October 31, 2019, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission (the "SEC") on November 5, 2019.

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)	
	InterWest Management Partners VIII, LLC (the General Partner of InterWest Partners VIII, LP, InterWest Investors VIII, LP, and InterWest Investors Q VIII, LP)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION California	
NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	5	SOLE VOTING POWER 1,030,689
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 1,030,689
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,030,689	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.5% (1)	
12	TYPE OF REPORTING PERSON OO	

- (1) Based upon 18,632,268 shares of the Issuer's Common Stock outstanding as of October 31, 2019, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission (the "SEC") on November 5, 2019.

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)	
	Gilbert H. Kliman (a Managing Director of InterWest Management Partners VIII, LLC)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 1,030,689
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 1,030,689
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,030,689	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.5%	
12	TYPE OF REPORTING PERSON IN	

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Gilbert H. Kliman that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)	
	Arnold L. Oronsky (a Managing Director of InterWest Management Partners VIII, LLC)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 1,030,689
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 1,030,689
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,030,689	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.5%	
12	TYPE OF REPORTING PERSON IN	

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Arnold L. Oronsky that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

ITEM 1.

- (a) **NAME OF ISSUER :** Neuronetics, Inc.
- (b) **ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICE:**
3222 Phoenixville Pike, Malvern, PA 19355

ITEM 2.

- (a) **NAME OF PERSON(S) FILING:**
InterWest Partners VIII, LP ("IWP VIII")
InterWest Investors VIII, LP ("II VIII")
InterWest Investors Q VIII, LP ("IIQ VIII")
InterWest Management Partners VIII, LLC ("IMP VIII")
Gilbert H. Kliman ("Kliman")
Arnold L. Oronsky ("Oronsky")
- (b) **ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:**
2710 Sand Hill Road, Suite 200, Menlo Park, CA 94025
- (c) **CITIZENSHIP/PLACE OF ORGANIZATION:**
- | | |
|-----------|---------------|
| IWP VIII: | California |
| II VIII: | California |
| IIQ VIII: | California |
| IMP VIII: | California |
| Kliman: | United States |
| Oronsky: | United States |

(d) **TITLE OF CLASS OF SECURITIES:** Common Stock

(e) **CUSIP NUMBER:** 64131A 105

ITEM 3. NOT APPLICABLE.

ITEM 4. OWNERSHIP.

	<u>IWP VIII</u>	<u>II VIII</u>	<u>IIQ VIII</u>	<u>IMP VIII (1)</u>
Beneficial Ownership	994,315	7,932	28,442	1,030,689
Percentage of Class	5.3% (3)	Less than 0.1% (3)	0.2% (3)	5.5% (3)
Sole Voting Power	994,315	7,932	28,442	1,030,689
Shared Voting Power	0	0	0	0
Sole Dispositive Power	994,315	7,932	28,442	1,030,689
Shared Dispositive Power	0	0	0	0

	<u>Kliman (2)</u>	<u>Oronsky (2)</u>
Beneficial Ownership	1,030,689	1,030,689
Percentage of Class	5.5% (3)	5.5% (3)
Sole Voting Power	0	0
Shared Voting Power	1,030,689	1,030,689
Sole Dispositive Power	0	0
Shared Dispositive Power	1,030,689	1,030,689

(1) IMP VIII serves as the general partner of IWP VIII, II VIII and IIQ VIII.

(2) Kliman and Oronsky are Managing Directors of IMP VIII, and share voting and dispositive power over the shares held by IWP VIII, II VIII, and IIQ VIII. Beneficial ownership is expressly disclaimed, except to the extent of their pecuniary interest.

(3) Based upon 18,632,268 shares of the Issuer's Common Stock outstanding as of October 31, 2019, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission (the "SEC") on November 5, 2019.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited liability company operating agreement of IMP VIII, the members of such limited liability company have the right to receive dividends from, or the proceeds from the sale of, the common stock of Issuer beneficially owned by such limited liability company.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

No reporting person is a member of a group as defined in section 240.13d-1(b)(1)(iii)(H) of the Act.

ITEM 9. NOTICE OF DISSOLUTION OF THE GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

EXHIBITS

Joint Filing Statement attached as Exhibit A.

SIGNATURE

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 14, 2020

By: /s/ Gilbert H. Kliman by Karen A. Wilson, Power of Attorney
Name: Gilbert H. Kliman

INTERWEST PARTNERS VIII, LP
By: InterWest Management Partners VIII, LLC
its General Partner

By: /s/ Arnold L. Oronsky
Name: Arnold L. Oronsky

By: /s/ Arnold L. Oronsky

INTERWEST INVESTORS VIII, LP
By: InterWest Management Partners VIII, LLC
its General Partner

By: /s/ Arnold L. Oronsky
Managing Director

INTERWEST INVESTORS Q VIII, LP
By: InterWest Management Partners VIII, LLC
its General Partner

By: /s/ Arnold L. Oronsky
Managing Director

INTERWEST MANAGEMENT PARTNERS VIII, LLC

By: /s/ Arnold L. Oronsky
Managing Director

EXHIBIT A

Joint Filing Statement

We, the undersigned, hereby express our agreement that the attached Schedule 13G is filed on behalf of each of us.

Date: February 14, 2020

By: /s/ Gilbert H. Kliman by Karen A. Wilson, Power of Attorney

Name: Gilbert H. Kliman

INTERWEST PARTNERS VIII, LP

By: InterWest Management Partners VIII, LLC
its General Partner

By: /s/ Arnold L. Oronsky

Name: Arnold L. Oronsky

By: /s/ Arnold L. Oronsky

INTERWEST INVESTORS VIII, LP

By: InterWest Management Partners VIII, LLC
its General Partner

By: /s/ Arnold L. Oronsky

Managing Director

INTERWEST INVESTORS Q VIII, LP

By: InterWest Management Partners VIII, LLC
its General Partner

By: /s/ Arnold L. Oronsky

Managing Director

INTERWEST MANAGEMENT PARTNERS VIII, LLC

By: /s/ Arnold L. Oronsky

Managing Director