
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)

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) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 1,039,285 (1)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 1,039,285 (1)
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) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.6% (2)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) 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").

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	New Leaf Venture Associates II, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 1,039,285 (1)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 1,039,285 (1)
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) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.6% (2)	
12	TYPE 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.

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	New Leaf Venture Management II, L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 1,039,285 (1)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 1,039,285 (1)
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) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.6% (2)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

- (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.

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Ronald M. Hunt	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States citizen	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 9,614 (1)
	6	SHARED VOTING POWER 1,039,285 (2)
	7	SOLE DISPOSITIVE POWER 9,614 (1)
	8	SHARED DISPOSITIVE POWER 1,039,285 (2)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,048,899 (1)(2)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.6% (3)	
12	TYPE OF REPORTING 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.

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Vijay K. Lathi	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States citizen	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 1,039,285 (1)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 1,039,285 (1)
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) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.6% (2)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

- (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.

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.

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.*

* 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.

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 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: /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.