

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

**FORM 8-K**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **November 12, 2019**

**NEUROMETRIX, INC.**

(Exact name of registrant as specified in charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-33351**

(Commission File Number)

**04-3308180**

(IRS Employer  
Identification No.)

**4B Gill Street, Woburn, Massachusetts**

(Address of principal executive offices)

**01801**

(Zip Code)

**(781) 890-9989**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Securities registered pursuant to Section 12(b) of the Act:**

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of exchange on which registered</b>
Common Stock, \$0.0001 par value per share	NURO	The Nasdaq Stock Market LLC
Preferred Stock Purchase Rights	NUROW	
Warrants to Purchase Common Stock		

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

NeuroMetrix, Inc. (the “Company”) held a special meeting of stockholders (the “Special Meeting”) at the offices of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., One Financial Center, Boston, MA 02111 on November 12, 2019. Of the Company’s 9,781,755 shares of common stock issued and outstanding and eligible to vote as of the record date of October 10, 2019, a quorum of 7,525,295 shares, or 76.93% of the eligible shares, was present in person or represented by proxy. Each of the matters set forth below is described in detail in the definitive proxy statement filed with the Securities and Exchange Commission on October 18, 2019. The following actions were taken at the Special Meeting:

1. Approval of the amendment to the Company’s Amended and Restated Certificate of Incorporation, as amended, to effect (a) a reverse stock split of the Company’s issued and outstanding shares of common stock, at a ratio of between 1:4 and 1:10, and (b) a reduction in the number of authorized shares of the Company’s common stock from 100,000,000 to 25,000,000:

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstained</b>
6,195,434	1,260,522	69,338

2. Approval of the Company’s Eleventh Amended and Restated 2004 Stock Option and Incentive Plan which increases the number of shares of the Company’s common stock authorized for issuance thereunder by 3,270,000 shares (subject to adjustment if Proposal 1 is adopted and implemented):

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstained</b>	<b>Broker Non-Votes</b>
1,657,663	1,337,398	985,112	3,545,122

3. Authorization to adjourn the Special Meeting, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes in favor of Proposal 1:

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstained</b>
6,198,730	1,216,164	110,401

Adjournment of the Special Meeting was not necessary because there were sufficient votes in favor of Proposal 1.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**NEUROMETRIX, INC.**

Date: November 12, 2019 By: /s/ Thomas T. Higgins

Thomas T. Higgins  
Senior Vice President,

*Chief Financial Officer and Treasurer*