

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

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|--|--|---|---|
| 1. Name and Address of Reporting Person* <u>WHITNEY STRATEGIC PARTNERS III LP</u> (Last) (First) (Middle) <u>177 BROAD STREET, 15TH FLOOR</u> (Street) <u>STAMFORD CT 06901</u> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) <u>07/21/2004</u> | 3. Issuer Name and Ticker or Trading Symbol <u>NeuroMetrix, Inc. [NURO]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) | 5. 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 Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Preferred Stock | (1) | (1) | Common | (1) | (1) | D | |
| Preferred Stock | (2) | (2) | Common | (2) | (2) | I ⁽⁴⁾ | See footnote 4. ⁽⁴⁾ |
| Preferred Stock | (3) | (3) | Common | (3) | (3) | I ⁽⁵⁾ | See footnote 5. ⁽⁵⁾ |

Explanation of Responses:

- Preferred Stock is convertible into 76,183 shares of Common Stock upon closing of the Issuer's initial public offering.
- Preferred Stock is convertible into 3,161,664 shares of Common Stock upon closing of the Issuer's initial public offering.
- Preferred Stock is convertible into 95,964 shares of Common Stock upon closing of the Issuer's initial public offering.
- Securities owned by J. H. Whitney III, L.P.
- Securities owned by Whitney & Co., LLC

Remarks:

The undersigned may be deemed a 10% owner by membership in a Section 13(d) "group" with J. H. Whitney III, L.P. and Whitney & Co., LLC. The undersigned disclaims the existence of such a group and disclaims beneficial ownership of any securities owned by J. H. Whitney III, L.P. and Whitney & Co., LLC.

WHITNEY STRATEGIC PARTNERS III, L.P., By: J. H. Whitney Equity Partners III, L.L.C., General Partner, By: Daniel J. O'Brien, Managing Member
07/21/2004

** 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 5 (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.