

**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): **September 8, 2009**

**NEUROMETRIX, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-33351**  
(Commission File No.)

**04-3308180**  
(IRS Employer  
Identification No.)

**62 Fourth Avenue**  
**Waltham, Massachusetts 02451**  
(Address of Principal Executive Offices) (Zip Code)

**(781) 890-9989**  
(Registrant's Telephone Number, Including Area Code)

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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 (see General Instruction A.2. below):

- 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))

**ITEM 7.01 REGULATION FD DISCLOSURE.**

On September 8, 2009, NeuroMetrix, Inc. issued a press release to announce that it has entered into a binding securities purchase agreement for the sale of shares of its common stock, together with warrants to purchase shares of common stock, in a private placement transaction with several accredited investors. A copy of this press release is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in this current report and in the accompanying exhibit shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information contained in this current report and in the accompanying exhibit shall not be incorporated by reference into any filing with the U.S. Securities and Exchange Commission made by NeuroMetrix, Inc., whether made before or after the date hereof, regardless of any general incorporation language in such filing.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated September 8, 2009, entitled "NeuroMetrix to Raise \$18.68 Million."

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 .**

Dated: September 8, 2009

By:

/s/ SHAI N. GOZANI, M.D., PH.D.

Shai N. Gozani, M.D., Ph.D.

*Chief Executive Officer and President*

3

---

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated September 8, 2009, entitled "NeuroMetrix to Raise \$18.68 Million."

4

---

## NeuroMetrix to Raise \$18.68 Million

NeuroMetrix, Inc. (Nasdaq:NURO), a healthcare company transforming patient care through neurotechnology, today announced that it has obtained commitments from institutional investors to purchase approximately \$18.68 million of its common stock in a private placement. NeuroMetrix has entered into securities purchase agreements pursuant to which it will sell an aggregate of 8,816,521 shares and warrants to purchase up to 8,375,695 additional shares of common stock. Each unit, consisting of one share of common stock and a warrant to purchase 0.95 of a share of common stock, will be sold for a purchase price of \$2.12. The offering is expected to close later this week.

According to the Company, proceeds from the transaction are expected to be used to expand its direct US sales force, increase its international presence, fund certain clinical outcome studies, advance its lead potassium channel blocker compound to a Phase I milestone, as well as for other general working capital purposes.

The warrants will be exercisable at an exercise price equal to \$2.20, which represents a 10% premium over the consolidated closing bid price of the common stock as reported on the Nasdaq Stock Market on September 4, 2009. The warrants are exercisable commencing on the six-month anniversary of the closing and will expire five years from the date of issuance.

In connection with the financing, NeuroMetrix has agreed, subject to certain terms and conditions, to file a registration statement under the Securities Act covering the registration of the common stock and warrants acquired at closing within 45 days after closing.

The Company also amended its Rights Plan as of September 8, 2009 to specify that the sale of the common stock and issuance and subsequent exercise of the warrant by Deerfield Management do not trigger the change of control provisions of the Rights Plan.

Canaccord Adams Inc. acted as placement agent and Ladenburg Thalmann acted as co-agent for the transaction.

This press release does not and shall not constitute an offer to sell or the solicitation of any offer to buy any of the securities.

For additional information, please refer to NeuroMetrix's current report on Form 8-K filed with the Securities and Exchange Commission with respect to this transaction.

### About NeuroMetrix

NeuroMetrix is a science-based health care company transforming patient care through neurotechnology. We provide innovative products for preservation and restoration of nerve and spinal cord function, and pain control. To date, our focus has been primarily on the assessment of neuropathies. Neuropathies affect the peripheral nerves and parts of the spine and are frequently caused by or associated with carpal tunnel syndrome, diabetes, sciatica, and other clinical disorders. We market systems for the performance of nerve conduction studies and needle electromyography procedures. Our product pipeline includes a system designed to deliver pharmacologic agents such as anesthetics and corticosteroids in close proximity to nerves for regional anesthesia, pain control and the treatment of focal neuropathies. We are also developing devices and pharmaceutical agents to treat spinal cord injuries. For more information, visit <http://www.neurometrix.com>.

The statements contained in this press release include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including, without limitation, statements regarding NeuroMetrix's or its management's expectations, hopes, beliefs, intentions or strategies regarding the future. The words "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect," "plan," "hope" and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. The forward-looking statements contained in this press release are based on NeuroMetrix's current expectations and beliefs

---

concerning future developments and their potential effects on it. There can be no assurance that future developments affecting NeuroMetrix will be those that NeuroMetrix has anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond NeuroMetrix's control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, risks associated with: reimbursement by third party payers to the Company's customers for procedures performed using the NC-stat System and the ADVANCE System, including the AMA CPT Editorial Panel process and the risk that the reimbursement amount under any new CPT code for nerve conduction studies performed with pre-configured electrode arrays may be lower than the reimbursement amount under existing CPT codes for nerve conduction studies; obtaining necessary regulatory approvals or clearances, including the pending 510(k) filing with the United States Food and Drug Administration ("FDA") relating to portions of the onCall Information System that are currently in use for the NC-stat System; plus factors described under the heading "Item 1A. Risk Factors" in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008 or described in the Company's other public filings. Should one or more of these risks or uncertainties materialize, or should any of NeuroMetrix's assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. NeuroMetrix undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

Contact:  
 NeuroMetrix, Inc.  
 Joseph A. Calo, Acting CFO  
 781-314-2775  
[neurometrix.ir@neurometrix.com](mailto:neurometrix.ir@neurometrix.com)  
 Source: NeuroMetrix

---