

**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): **February 7, 2012**

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.)

62 Fourth Avenue, Waltham, Massachusetts
(Address of principal executive offices)

02451
(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 (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 8.01 Other Events.

On February 7, 2012, NeuroMetrix, Inc. (“NeuroMetrix” or “we”) priced a public offering (the “Offering”) of up to 10,500,000 Units, with each Unit consisting of one share of common stock, par value \$0.0001 per share, and a warrant to purchase one half of a share of common stock. The Units were offered to the public at a price of \$1.00 per Unit and the warrants, which are exercisable starting 180 days from the closing and will remain exercisable thereafter until five years from such closing date, have an exercise price of \$1.15 per share. If all of the Units are sold, we anticipate that we will receive Offering proceeds, net of estimated discounts, commissions and expenses, of approximately \$9,360,000. The Company will use the net proceeds from the Offering for general corporate purposes, including as more fully described in the Offering prospectus.

The Offering is being made pursuant to the Company’s effective registration statement on Form S-1 (File No. 333-178165) (the “Registration Statement”). Dawson James Securities, Inc. acted as the Company’s placement agent for the Offering. Dawson James Securities, Inc. is also entitled to receive warrants to purchase up to 525,000 shares of common stock at an exercise price of \$1.25 per share. The placement agent warrants will be issued on substantially the same terms as the warrants issued in the public offering except that the placement agent warrants are not exercisable until one year from the date of issuance and will remain exercisable until five years from the effective date of the Registration Statement.

A copy of the press release is being filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits

Exhibit Number	Description
99.1	Press release dated February 8, 2012.

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: February 8, 2012

/s/ **THOMAS T. HIGGINS**

Thomas T. Higgins

Senior Vice President, Chief Financial Officer and Treasurer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated February 8, 2012.

NeuroMetrix Announces Pricing of Securities Offering

WALTHAM, Mass., February 7, 2012 (BUSINESS WIRE)--NeuroMetrix, Inc. (Nasdaq: NURO) today announced that it has priced a public offering of up to 10,500,000 Units at a price per Unit of \$1.00, for aggregate gross proceeds of up to \$10,500,000, pursuant to its previously filed Registration Statement on Form S-1 (Reg. No. 333-178165). Each Unit consists of one share of common stock and one warrant to purchase one half share of common stock, exercisable at a price of \$1.15 per share. The warrants may be exercised at any time after six months from the date of the closing and will expire after five years. The offering is expected to close on or about February 13, 2012, subject to customary closing conditions.

NeuroMetrix intends to use the net proceeds from this offering for general corporate purposes, including continuing commercialization efforts for NC-stat DPNCheck, its point of care nerve conduction test for evaluating systemic neuropathies such as diabetic peripheral neuropathy (DPN), developing SENSUS, its pain therapy device for use in managing painful diabetic neuropathy, and other product candidates.

Dawson James Securities, Inc. acted as the exclusive placement agent for the offering.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction. A registration statement relating to these securities has been filed with the Securities and Exchange Commission and is effective. You may obtain these documents for free by visiting EDGAR on the SEC's website, at <http://www.sec.gov/>.

About NeuroMetrix

NeuroMetrix is a medical device company focused on the diagnosis and treatment of the neurological complications of diabetes. The Company currently markets products for the detection, diagnosis, and monitoring of diabetic neuropathies such as diabetic peripheral neuropathy and median neuropathy (carpal tunnel syndrome).

Safe Harbor Statement

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 the company's or management's expectations, hopes, beliefs, intentions, or strategies regarding future developments and their potential effects on the company. 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. While the company believes the forward-looking statements contained in this press release are accurate, there are a number of factors that could cause actual events or results to differ materially from those indicated by such forward-looking statements. There can be no assurance that future developments will be those that the company has anticipated. The forward-looking statements contained in this press release include, but are not limited to, those that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors including those risks, uncertainties and factors referred to in the company's most recent annual reports as well as other documents that may be filed from time to time with the Securities and Exchange Commission or otherwise made public. The company is providing the information in this press release only as of the date hereof, and expressly disclaim any intent or obligation to update the information included in this press release or revise any forward-looking statements.

Source: NeuroMetrix, Inc.

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