

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b),  
(c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)  
(Amendment No. 1)\*

NeuroMetrix, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

641255104

(CUSIP Number)

December 31, 2005

(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)

\*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 disclosures provided in a prior cover page.

The information required on 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).

(Continued on following pages)

Page 1 of 12 Pages  
Exhibit Index on Page 11

CUSIP NO. 641255104

13 G

Page 2 of 12 Pages

1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Delphi Ventures IV, L.P. ("DV IV")  
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING

5

SOLE VOTING POWER  
0 shares

PERSON  
WITH

6	SHARED VOTING POWER 0 shares
7	SOLE DISPOSITIVE POWER 0 shares
8	SHARED DISPOSITIVE POWER 0 shares

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	0
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	[ ]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	0%
12	TYPE OF REPORTING PERSON	PN

1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Delphi BioInvestments IV, L.P. ("DBI IV")  
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) X

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF  
SHARES 5 SOLE VOTING POWER  
BENEFICIALLY OWNED BY EACH 0 shares  
REPORTING PERSON  
WITH

6 SHARED VOTING POWER  
0 shares

7 SOLE DISPOSITIVE POWER  
0 shares

8 SHARED DISPOSITIVE POWER  
0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0%

12 TYPE OF REPORTING PERSON PN

1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Delphi Management Partners IV, L.L.C. ("DMP IV")  
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

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 shares

6 SHARED VOTING POWER  
0 shares

7 SOLE DISPOSITIVE POWER  
0 shares

8 SHARED DISPOSITIVE POWER  
0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES

[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON

00

1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
James J. Bochnowski ("Bochnowski")  
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) X

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
U.S. Citizen

NUMBER OF  
SHARES 5 SOLE VOTING POWER  
BENEFICIALLY OWNED BY EACH 0 shares  
REPORTING PERSON  
WITH

6 SHARED VOTING POWER  
0 shares

7 SOLE DISPOSITIVE POWER  
0 shares

8 SHARED DISPOSITIVE POWER  
0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0%

12 TYPE OF REPORTING PERSON IN

1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
David L. Douglass ("Douglass")  
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) X

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
U.S. Citizen

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH

5 SOLE VOTING POWER  
0 shares

6 SHARED VOTING POWER  
0 shares

7 SOLE DISPOSITIVE POWER  
0 shares

8 SHARED DISPOSITIVE POWER  
0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON 0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0%

12 TYPE OF REPORTING PERSON IN

1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Donald J. Lothrop ("Lothrop")  
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH

5 SOLE VOTING POWER  
0 shares

6 SHARED VOTING POWER  
0 shares

7 SOLE DISPOSITIVE POWER  
0 shares

8 SHARED DISPOSITIVE POWER  
0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES

[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON

IN

This Amendment No. 1 amends the previous statement on Schedule 13G filed by Delphi Ventures IV, L.P., a Delaware limited partnership ("DV IV"), Delphi BioInvestments IV, L.P., a Delaware limited partnership ("DBI IV"), Delphi Management Partners IV, L.L.C., a Delaware limited liability company ("DMP IV") and the general partner of DV IV and DBI IV, James J. Bochnowski ("Bochnowski"), David L. Douglass ("Douglass") and Donald J. Lothrop ("Lothrop"), the managing members of DMP IV. The foregoing entities and individuals are collectively referred to as the "Reporting Persons". Only those items as to which there has been a change are included in this Amendment No. 1.

DMP IV is the general partner of DV IV and DBI IV and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by DV IV and DBI IV. Bochnowski, Douglass and Lothrop are the managing members of DMP IV and may be deemed to have shared power to vote and shared power to dispose of the shares of the issuer directly owned by DV IV and DBI IV.

ITEM 4. OWNERSHIP:

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2005

(a) Amount beneficially owned:  
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See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:  
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See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:  
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(i) Sole power to vote or to direct the vote:  
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See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:  
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See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the  
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disposition of:  
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See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the  
-----  
disposition of:  
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See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:  
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If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X] Yes



SIGNATURES

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February \_\_, 2006

DELPHI VENTURES IV, L.P., a Delaware  
Limited Partnership

By: Delphi Management Partners IV, L.L.C.,  
a Delaware Limited Liability Company  
Its General Partner

By: /s/ James J. Bochnowski  
-----  
James J. Bochnowski  
Member

DELPHI BIOINVESTMENTS IV, L.P.,  
a Delaware Limited Partnership

By: Delphi Management Partners IV, L.L.C.,  
a Delaware Limited Liability Company  
Its General Partner

By: /s/ James J. Bochnowski  
-----  
James J. Bochnowski  
Member

DELPHI MANAGEMENT PARTNERS IV, L.L.C.,  
a Delaware Limited Liability Company

By: /s/ James J. Bochnowski  
-----  
James J. Bochnowski  
Member

JAMES J. BOCHNOWSKI

By: /s/ James J. Bochnowski  
-----  
James J. Bochnowski

DAVID L. DOUGLASS

By: /s/ David L. Douglass  
-----  
David L. Douglass

DONALD J. LOTHROP

By: /s/ Donald J. Lothrop  
-----  
Donald J. Lothrop

EXHIBIT INDEX  
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Exhibit  
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Found on  
Sequentially  
Numbered Page  
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Exhibit A: Agreement of Joint Filing

12

EXHIBIT A

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Agreement of Joint Filing

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The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of NeuroMetrix, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February \_\_, 2006

February \_\_, 2006

DELPHI MANAGEMENT PARTNERS IV, L.L.C.,  
a Delaware Limited Liability Company

By: /s/ James J. Bochnowski

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James J. Bochnowski, Member

February \_\_, 2006

DELPHI VENTURES IV, L.P.,  
a Delaware Limited Partnership

By: Delphi Management Partners IV, L.L.C.,  
a Delaware Limited Liability Company  
Its General Partner

By: /s/ James J. Bochnowski

-----  
James J. Bochnowski, Member

February \_\_, 2006

DELPHI BIOINVESTMENTS IV, L.P.,  
a Delaware Limited Partnership

By: Delphi Management Partners IV, L.L.C.,  
a Delaware Limited Liability Company  
Its General Partner

By: /s/ James J. Bochnowski

-----  
James J. Bochnowski, Member

February \_\_, 2006

By: /s/ James J. Bochnowski

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James J. Bochnowski

February \_\_, 2006

By: /s/ David L. Douglass

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David L. Douglass

February \_\_, 2006

By: /s/ Donald J. Lothrop

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Donald J. Lothrop