

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 18, 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 01801

(Address of principal executive offices) (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))
-

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

Title of each class	Trading Symbol(s)	Name of exchange on which registered
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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

(a) On November 18, 2019, NeuroMetrix, Inc. (the “Corporation”) filed a Certificate of Amendment to its Restated Certificate of Incorporation, a copy of which is attached hereto as Exhibit 3.1 and incorporated herein by reference, with the Secretary of State of the State of Delaware. The Certificate of Amendment, effective as of November 18, 2019 effects a reverse stock split of the Corporation’s common stock at a ratio of 1-to-10. Shares of common stock and certain warrants will begin trading on a split-adjusted basis on November 19, 2019.

As previously disclosed on a Current Report on Form 8-K filed on November 12, 2019, our stockholders approved an amendment to our Restated Certificate of Incorporation to effect a reverse stock split of our common stock, at a ratio in the range of 1-for-4 to 1-for-10. On November 12, 2019, the Corporation’s Board of Directors selected the 1-for-10 reverse stock split ratio and authorized the implementation of the reverse stock split.

As a result of the reverse stock split, every ten shares of our pre-reverse split common stock will be combined and reclassified into one share of our common stock, and our outstanding warrants and shares of our preferred stock will be combined and reclassified in accordance with their respective terms. No fractional shares will be issued in connection with the reverse stock split. Stockholders who otherwise would be entitled to receive a fractional share in connection with the reverse stock split will receive a cash payment in lieu thereof.

Our transfer agent, American Stock Transfer & Trust Company, is acting as exchange agent for the reverse stock split and will send instructions to stockholders of record regarding the exchange of certificates for common stock.

On November 18, 2019, we also issued a press release with respect to the reverse stock split described above, a copy of which is being filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Exhibits

Exhibit Number	Description
3.1	Certificate of Amendment of Restated Certificate of Incorporation of NeuroMetrix, Inc.
99.1	Press Release, dated November 18, 2019

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 18, 2019

/s/ THOMAS T. HIGGINS

Thomas T. Higgins

*Senior Vice President, Chief Financial Officer
and Treasurer*

CERTIFICATE OF AMENDMENT TO EFFECT REVERSE STOCK SPLIT

NeuroMetrix, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The name of the corporation (hereinafter called the "Corporation") is NeuroMetrix, Inc.
2. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware (the "Secretary of State") on April 25, 2001 under the name "New NeuroMetrix, Inc." A Certificate of Merger was filed with the Secretary of State on May 14, 2001. An Amended and Restated Certificate of Incorporation was filed on December 19, 2002. Certificates of Amendment to the Amended and Restated Certificate of Incorporation were filed on March 12, 2004 and June 21, 2004. A Second Amended and Restated Certificate of Incorporation was filed on July 15, 2004. A Third Amended and Restated Certificate of Incorporation was filed on July 27, 2004. Certificates of Amendment to the Third Amended and Restated Certificate of Incorporation were filed on September 1, 2011, February 15, 2013, December 1, 2015, and May 11, 2017.
3. The Corporation's Third Amended and Restated Certificate of Incorporation, as amended, is hereby further amended by striking out the first two paragraphs of the section titled "Capital Stock" of Article IV in their entirety and by substituting in lieu thereof the following three paragraphs:

"The total number of shares of capital stock which the Corporation shall have authority to issue is thirty million (30,000,000) shares, of which (i) twenty-five million (25,000,000) shares shall be a class designated as common stock, par value \$0.0001 per share (the "Common Stock"), and (ii) five million (5,000,000) shares shall be a class designated as preferred stock, par value \$0.001 per share, of which twenty-five thousand (25,000) shares shall be designated as Series A Junior Participating Cumulative Preferred Stock, par value \$0.001 per share, one thousand sixty-seven (1,067) shares shall be designated as Series A-1 Convertible Preferred Stock, par value \$0.001 per share, three thousand three hundred seventy-one (3,371) shares shall be designated as Series A-2 Convertible Preferred Stock, par value \$0.001 per share, two thousand six hundred twenty-two (2,622) shares shall be designated as Series A-3 Convertible Preferred Stock, par value \$0.001 per share, four thousand twenty-three (4,023) shares shall be designated as Series A-4 Convertible Preferred Stock, par value \$0.001 per share, one hundred forty-seven thousand (147,000) shares shall be designated as Series B Convertible Preferred Stock, par value \$0.001 per share, thirteen thousand eight hundred (13,800) shares shall be designated as Series C Convertible Preferred Stock, par value \$0.001 per share, twenty-one thousand three hundred (21,300) shares shall be designated as Series D Convertible Preferred Stock, seven thousand (7,000) shares shall be designated as Series E Convertible Preferred Stock, ten thousand six hundred and twenty-one (10,621) shares shall be designated as Series F Convertible Preferred Stock, and four million, seven hundred sixty-four thousand, and one hundred ninety-six (4,764,196) shares shall be undesignated preferred stock, par value \$0.001 per share (the "Undesignated Preferred Stock")."

Upon effectiveness of this Certificate of Amendment (the "Effective Time"), the shares of Common Stock issued and outstanding immediately prior to the Effective Time and the shares of Common Stock issued and held in the treasury of the Corporation immediately prior to the Effective Time are reclassified into a smaller number of shares such that each (ten) 10 shares of issued Common Stock immediately prior to the Effective Time is reclassified into one (1) share of Common Stock. Notwithstanding the immediately preceding sentence, no fractional shares shall be issued as a result of the reverse stock split. Instead, any stockholder who would otherwise be entitled to a fractional share of our Common Stock as a result of the reclassification shall be entitled to receive a cash payment equal to the product of such resulting fractional interest in one share of our Common Stock multiplied by the closing trading price of our Common Stock on the trading day immediately preceding the effective date of the reverse stock split. Notwithstanding the foregoing, the Corporation shall not be obliged to issue certificates evidencing the shares of Common Stock outstanding as a result of the reverse stock split or cash in lieu of fractional shares, if any, unless and until the certificates

evidencing the shares held by a holder prior to the reverse stock split are either delivered to the Corporation or its transfer agent, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates.

Each stock certificate that, immediately prior to the Effective Time, represented shares of Common Stock that were issued and outstanding immediately prior to the Effective Time shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent the number of whole shares of Common Stock after the Effective Time into which the shares of Common Stock formerly represented by such certificate shall have been reclassified (as well as the right to receive a cash payment in lieu of a fractional share of Common Stock), provided, however, that each person of record holding a certificate that represented shares of Common Stock that were issued and outstanding immediately prior to the Effective Time shall receive, upon surrender of such certificate, a new certificate evidencing and representing the number of whole shares of Common Stock after the Effective Time into which the shares of Common Stock formerly represented by such certificate shall have been reclassified (including the right to receive a cash payment in lieu of a fractional share of Common Stock).”

4. The Amendment of the Amended and Restated Certificate of Incorporation, as amended, herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

5. The Effective Time of this Certificate of Amendment shall be on November 18, 2019 at 5:00 p.m., Eastern Time.”

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer on this 18 day of November 2019.

NEUROMETRIX, INC.

By: /s/ Thomas T. Higgins

Financial Officer and Treasurer

Thomas T. Higgins
Senior Vice President, Chief

NeuroMetrix Announces One-for-Ten Reverse Split

Shares of Common Stock and Certain Warrants Will Begin Trading on a Split-Adjusted Basis on November 19, 2019

WOBURN, Mass., Nov. 18, 2019 (GLOBE NEWSWIRE)-- NeuroMetrix, Inc. (NASDAQ:NURO) today announced the effectiveness of a one-for-ten reverse split of its common stock. The shares underlying the Company's outstanding options and warrants will also be adjusted accordingly.

The reverse stock split is intended to increase the per share trading price of the Company's common stock to satisfy the \$1.00 minimum bid price requirement for continued listing on the Nasdaq Capital Market. As a result of the reverse stock split, every ten shares of the Company's common stock issued and outstanding at 5:00 p.m. on November 18, 2019 will be consolidated into one issued and outstanding share, with no change in the nominal par value per share of \$0.0001. No fractional shares will be issued as a result of the reverse stock split. Shareholders who otherwise would be entitled to receive a fractional share in connection with the reverse stock split will receive a cash payment in lieu thereof.

Trading of the Company's common stock on the NASDAQ Capital Market will continue, on a split-adjusted basis, with the opening of the markets on Tuesday, November 19, 2019, under new CUSIP number 641255807. Trading of the Company's listed warrants to purchase common stock on the Nasdaq Capital Market will also continue, on a split-adjusted basis, with the opening of the markets on Tuesday, November 19, 2019 under new CUSIP number 641255211. Shares of the Company's common stock and the Company's listed warrants to purchase common stock will continue to trade under the symbols "NURO" and "NUROW". Immediately subsequent to the reverse stock split, there will be approximately 978,175 shares of the Company's common shares issued and outstanding.

The Company has retained its transfer agent, American Stock Transfer & Trust Company, LLC ("AST"), to act as its exchange agent for the reverse split. AST will provide shareholders and holders of listed warrants of record as of the effective date instructions for the exchange of their certificates and/or warrants. Shareholders owning shares and/or warrants via a broker or other nominee will have their positions automatically adjusted to reflect the reverse stock split, subject to brokers' particular processes, and will not be required to take any action in connection with the reverse stock split.

For more information regarding the Company's reverse stock split, please refer to the proxy statement filed by the Company with the Securities and Exchange Commission on Schedule 14A on October 18, 2019.

About NeuroMetrix

NeuroMetrix is an innovation-driven healthcare company combining neurostimulation and digital medicine. The company markets Quell[®], an over-the-counter wearable device for the symptomatic relief of chronic pain. The company also markets DPNCheck[®], a point-of-care test for diabetic neuropathy, which is the most common long-term complication of Type 2 diabetes. For more information, please visit NeuroMetrix.com.

NeuroMetrix, Inc.
Thomas T. Higgins, 781-314-2761
SVP and Chief Financial Officer
neurometrix.ir@neurometrix.com

Source: NeuroMetrix, Inc.