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. 2)*

NeuroMetrix, Inc.
(Name of Issuer)
Common Stock
(Title of Class of Securities)
641255104
(CUSIP Number)
December 31, 2012
(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)
[X] 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 16 Pages Exhibit Index on Page 14

CUSIP	NO. 641255104			13 G	Page 2 of 16 Pages
1	NAME OF REPORTING SS OR I.R.S. IDENTIFIC Delphi Ventures VIII, L.I	CATION NO			
2	CHECK THE APPROPE	LIATE BOX	IF A MEMBER OF A C	GROUP	(a) □ (b) ⊠
3	SEC USE ONLY				
4	CITIZENSHIP OR PLAC Delaware	CE OF ORG	ANIZATION		
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 6 7	partner of DV VIII Bochnowski ("Boc Douglas A. Roeder managing members SHARED VOTING See response to row SOLE DISPOSITI 340,324 shares, exc sole power to dispo	cept that Delphi Manager, may be deemed to have hnowski"), David L. Do ("Roeder"), and Deepik s of DMP VIII, may be deep that DMP VIII, the gose of these shares, and E anaging members of DM ares.	ment Partners VIII, L.L.C. ("DMP VIII"), the general sole power to vote these shares, and James J. uglass ("Douglass"), John F. Maroney ("Maroney"), a R. Pakianathan, Ph.D. ("Pakianathan"), the leemed to have shared power to vote these shares. General partner of DV VIII, may be deemed to have Bochnowski, Douglass, Maroney, Roeder and IP VIII, may be deemed to have shared power to
9	AGGREGATE AMOUN REPORTING PERSON	T BENEFIC	CIALLY OWNED BY EA	ACH	340,324
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	PERCENT OF CLASS F	EPRESENT	TED BY AMOUNT IN I	ROW 9	2.7%
12	TYPE OF REPORTING	PERSON			PN

CUSIP	CUSIP NO. 641255104			13 G	Page 3 of 16 Pages		
1	NAME OF REPORTING SS OR I.R.S. IDENTIFIC Delphi BioInvestments V	CATION NO		ſ			
2	CHECK THE APPROPR	IATE BOX	IF A MEMBER OF A O	GROUP	(a) □ (b) ⊠		
3	SEC USE ONLY						
4	CITIZENSHIP OR PLAC Delaware	CE OF ORGA	ANIZATION				
	NUMBER OF SHARES BENEFICIALLY	5	power to vote thes	pt that DMP VIII, the gen e shares, and Bochnowsk	neral partner of DBI VIII, may be deemed to have sole i, Douglass, Maroney, Roeder and Pakianathan, the eemed to have shared power to vote these shares.		
	OWNED BY EACH REPORTING PERSON WITH		SHARED VOTING POWER See response to row 5.				
			power to dispose o	pt that DMP VIII, the gen f these shares, and Bochr	neral partner of DBI VIII, may be deemed to have sole nowski, Douglass, Maroney, Roeder and Pakianathan, ne deemed to have shared power to dispose of these		
		8	SHARED DISPOS See response to ro				
9	AGGREGATE AMOUN' REPORTING PERSON	Γ BENEFIC	IALLY OWNED BY E.	ACH	3,322		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0				0.0%		
12	TYPE OF REPORTING	PERSON			PN		

CUSIP	NO. 641255104			13 G	Page 4 of 16 Pages	
1	NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Delphi Management Partners VIII, L.L.C.					
2	CHECK THE APPROPE	RIATE BOX	IF A MEMBER OF A C	GROUP	(a) □ (b) ⊠	
3	SEC USE ONLY					
4	CITIZENSHIP OR PLAC Delaware	CE OF ORG	ANIZATION			
	NUMBER OF SHARES BENEFICIALLY	5	by DBI VIII. DMP sole power to vote	which 340,324 are direct VIII, the general partnet these shares, and Bochno	tly owned by DV VIII and 3,322 are directly owned of DV VIII and DBI VIII, may be deemed to have bwski, Douglass, Maroney, Roeder and Pakianathan, be deemed to have shared power to vote these shares.	
	OWNED BY EACH REPORTING PERSON WITH		SHARED VOTING POWER See response to row 5.			
			by DBI VIII. DMP power to dispose o	which 340,324 are direct VI, the general partner of f these shares, and Boch	tly owned by DV VIII and 3,322 are directly owned of DV VIII and DBI VIII, may be deemed to have sole nowski, Douglass, Maroney, Roeder and Pakianathan, be deemed to have shared power to dispose of these	
		8	SHARED DISPOS See response to row			
9	AGGREGATE AMOUN REPORTING PERSON	T BENEFIC	TALLY OWNED BY EA	АСН	343,646	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				2.7%	
12	TYPE OF REPORTING	PERSON			00	

CUSIP	CUSIP NO. 641255104			13 G	Page 5 of 16 Pages		
1	NAME OF REPORTING SS OR I.R.S. IDENTIFI James J. Bochnowski		D. OF ABOVE PERSON	ı			
2	CHECK THE APPROPI	RIATE BOX	IF A MEMBER OF A	GROUP	(a) □ (b) ⊠		
3	SEC USE ONLY						
4	CITIZENSHIP OR PLA U.S. Citizen	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen					
	NUMBER OF SHARES	5	SOLE VOTING P 0 shares.	OWER			
	BENEFICIALLY OWNED BY EACH REPORTING PERSON		SHARED VOTING POWER 343,646 shares, of which 340,324 are directly owned by DV VIII and 3,322 are directly owned by DBI VIII. Bochnowski is a managing member of DMP VIII, the general partner of DV VIII and DBI VIII, and may be deemed to have shared power to vote these shares.				
			SOLE DISPOSITI 0 shares.	VE POWER			
	343,646 share by DBI VIII.			nowski is a managing mei	y owned by DV VIII and 3,322 are directly owned nber of DMP VIII, the general partner of DV VIII nared power to dispose of these shares.		
9	AGGREGATE AMOUN REPORTING PERSON	IT BENEFIC	CIALLY OWNED BY E.	АСН	343,646		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			9)			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			2.7%			
12	TYPE OF REPORTING	PERSON			IN		

CUSIP	NO. 641255104			13 G	Page 6 of 16 Pages		
1	NAME OF REPORTING SS OR I.R.S. IDENTIFIC David L. Douglass). OF ABOVE PERSON	[
2	CHECK THE APPROPR	IATE BOX	IF A MEMBER OF A C	GROUP	(a) □ (b) ⊠		
3	SEC USE ONLY						
4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen						
	NUMBER OF SHARES	5	SOLE VOTING P 0 shares.	OWER			
BENEFICIALLY OWNED BY EACH		6	SHARED VOTING POWER 343,646 shares, of which 340,324 are directly owned by DV VIII and 3,322 are directly owned by DBI VIII. Douglass is a managing member of DMP VIII, the general partner of DV VIII and DBI VIII, and may be deemed to have shared power to vote these shares.				
	REPORTING PERSON	7	SOLE DISPOSITI 0 shares.	VE POWER			
	WITH	8	by DBI VIII. Doug	which 340,324 are directly glass is a managing membe	owned by DV VIII and 3,322 are directly owned r of DMP VIII, the general partner of DV VIII and power to dispose of these shares.		
9	AGGREGATE AMOUN REPORTING PERSON	Γ BENEFIC	CIALLY OWNED BY E.	АСН	343,646		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 2.79						
12	TYPE OF REPORTING	PERSON			IN		

CUSIP	NO. 641255104			13 G	Page 7 of 16 Pages		
1	NAME OF REPORTING SS OR I.R.S. IDENTIFIC John F. Maroney). OF ABOVE PERSON	I			
2	CHECK THE APPROPE	RIATE BOX	IF A MEMBER OF A	GROUP	(a) □ (b) ⊠		
3	SEC USE ONLY						
4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen						
	NUMBER OF SHARES	5	SOLE VOTING P 0 shares.	OWER			
BENEFICIALLY OWNED BY EACH		6	SHARED VOTING POWER 343,646 shares, of which 340,324 are directly owned by DV VIII and 3,322 are directly owned by DBI VIII. Maroney is a managing member of DMP VIII, the general partner of DV VIII and DBI VIII, and may be deemed to have shared power to vote these shares.				
	REPORTING 7 PERSON		SOLE DISPOSITI 0 shares.	VE POWER			
	WITH	8	by DBI VIII. Marc	which 340,324 are directly oney is a managing member	owned by DV VIII and 3,322 are directly owned of DMP VIII, the general partner of DV VIII and power to dispose of these shares.		
9	AGGREGATE AMOUN REPORTING PERSON	T BENEFIC	CIALLY OWNED BY E.	АСН	343,646		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 2.7						
12	TYPE OF REPORTING	PERSON			IN		

CUSIP	NO. 641255104			13 G	Page 8 of 16 Pages		
1	NAME OF REPORTING SS OR I.R.S. IDENTIFIC Douglas A. Roeder). OF ABOVE PERSON	1			
2	CHECK THE APPROPR	RIATE BOX	IF A MEMBER OF A	GROUP	(a) □ (b) ⊠		
3	SEC USE ONLY						
4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen						
	NUMBER OF SHARES	5	SOLE VOTING P 0 shares.	OWER			
BENEFICIALLY OWNED BY EACH		6	SHARED VOTING POWER 343,646 shares, of which 340,324 are directly owned by DV VIII and 3,322 are directly owned by DBI VIII. Roeder is a managing member of DMP VIII, the general partner of DV VIII and DBI VIII, and may be deemed to have shared power to vote these shares.				
	REPORTING PERSON	7	SOLE DISPOSITI 0 shares.	VE POWER			
WITH 8		by DBI VIII. Roed	which 340,324 are directly ler is a managing member of	owned by DV VIII and 3,322 are directly owned of DMP VIII, the general partner of DV VIII and power to dispose of these shares.			
9	AGGREGATE AMOUN REPORTING PERSON	T BENEFIC	CIALLY OWNED BY E	АСН	343,646		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 2.				2.7%		
12	TYPE OF REPORTING	PERSON			IN		

CUSIP	NO. 641255104			13 G	Page 9 of 16 Pages	
1	NAME OF REPORTING SS OR I.R.S. IDENTIFIC Deepika R. Pakianathan,	CATION NO). OF ABOVE PERSON	I		
2	CHECK THE APPROPR	IATE BOX	IF A MEMBER OF A	GROUP	(a) □ (b) ⊠	
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen					
	NUMBER OF SHARES	5	SOLE VOTING P 0 shares.	OWER		
BENEFICIALLY OWNED BY EACH		6	SHARED VOTING POWER 343,646 shares, of which 340,324 are directly owned by DV VIII and 3,322 are directly owned by DBI VIII. Pakianathan is a managing member of DMP VIII, the general partner of DV VIII and DBI VIII, and may be deemed to have shared power to vote these shares.			
	REPORTING PERSON	7	SOLE DISPOSITIVE POWER 0 shares.			
	WITH	8	by DBI VIII. Paki	which 340,324 are direct anathan is a managing me	ly owned by DV VIII and 3,322 are directly owned ember of DMP VIII, the general partner of DV VIII nared power to dispose of these shares.	
9	AGGREGATE AMOUN' REPORTING PERSON	Γ BENEFIC	CIALLY OWNED BY E	АСН	343,646	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 2.79					
12	TYPE OF REPORTING	PERSON			IN	

CUSIP NO. 641255104	13 G	Page 10 of 16 Pages
---------------------	------	---------------------

This Amendment No. 2 amends and restates in its entirety the Schedule 13G previously filed by Delphi Ventures VIII, L.P. ("DV VIII"), Delphi BioInvestments VIII, L.P. ("DBI VIII"), Delphi Management Partners VIII, L.L.C. ("DMP VIII"), James J. Bochnowski ("Bochnowski"), David L. Douglass ("Douglass"), John F. Maroney ("Maroney"), Douglas A. Roeder ("Roeder") and Deepika R. Pakianathan, Ph.D. ("Pakianathan") (together with all prior and current amendments thereto, this "Schedule 13G").

ITEM 1(A). NAME OF ISSUER:

NeuroMetrix, Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

62 Fourth Avenue Waltham, MA 02451

ITEM 2(A). NAME OF PERSONS FILING:

This statement is filed by Delphi Ventures VIII, L.P., a Delaware limited partnership ("DV VIII"), Delphi BioInvestments VIII, L.P., a Delaware limited partnership ("DBI VIII"), Delphi Management Partners VIII, L.L.C., a Delaware limited liability company ("DMP VIII") and the general partner of DV VIII and DBI VIII, and James J. Bochnowski ("Bochnowski"), David L. Douglass ("Douglass"), John F. Maroney ("Maroney"), Douglas A. Roeder ("Roeder") and Deepika R. Pakianathan, Ph.D. ("Pakianathan"), the managing members of DMP VIII. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

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

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE:

The address of the principal business office for each of the Reporting Persons is:

Delphi Ventures 3000 Sand Hill Road, #1-135 Menlo Park, CA 94025

ITEM 2(C) <u>CITIZENSHIP:</u>

DV VIII and DBI VIII are Delaware limited partnerships. DMP VIII is a Delaware limited liability company. Bochnowski, Douglass, Maroney, Roeder and Pakianathan are United States citizens.

CUSIP NO. 641255104 13 G Page 11 of 16 Pages

ITEM 2(D) TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER:

AND

ITEM 2(E). Common Stock

CUSIP # 641255104

ITEM 3. Not Applicable.

ITEM 4. OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) <u>Percent of Class</u>:

See Row 11 of cover page for each Reporting Person.

- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

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

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Please see Item 5.

ITEM 7. <u>IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:</u>

Not applicable.

CUSIP NO. 641255104	13 G	Page 12 of 16 Pages
GC011 1.0.0.1.120010.	10 0	1 486 1= 01 10 1 4860

ITEM 8. <u>IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:</u>

Not applicable.

ITEM 9. <u>NOTICE OF DISSOLUTION OF GROUP:</u>

Not applicable.

ITEM 10. <u>CERTIFICATION</u>:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP NO. 641255104	13 G	Page 13 of 16 Pages

SIGNATURES

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 6, 2013

ENTITIES:

DELPHI MANAGEMENT PARTNERS VIII, L.L.C.

DELPHI VENTURES VIII, L.P. DELPHI BIOINVESTMENTS VIII, L.P.

By: /s/ Matthew T. Potter

Matthew T. Potter, Attorney-in-fact for above-listed entities

INDIVIDUALS:

James J. Bochnowski David L. Douglass John F. Maroney Douglas A. Roeder Deepika R. Pakianathan, Ph.D.

By: /s/ Matthew T. Potter

Matthew T. Potter, Attorney-in-fact for above-listed individuals

EXHIBIT INDEX			
<u>Exhibit</u>	Found on Sequentially <u>Numbered Page</u>		
Exhibit A: Agreement of Joint Filing	15		
Exhibit B: Power of Attorney	16		

13 G

Page 14 of 16 Pages

CUSIP NO. 641255104

CUSIP NO. 641255104	13 G	Page 15 of 16 Pages

EXHIBIT A

Agreement of Joint Filing

The Reporting Persons 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 Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.

CUSIP NO. 641255104	13 G	Page 16 of 16 Pages

EXHIBIT B

Power of Attorney

	Matthew T. Potter has signed this Schedule 13G as Attorney-In-Fact.	Note that copies of the applicable Power of Attorney	are already on file with
the appr	opriate agencies.		