SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>INTEGRAL CAPITAL</u> <u>MANAGEMENT VIII LLC</u>			Date of Event Requiring Staten Month/Day/Year 2/04/2007	nent	3. Issuer Name and Ticker or Trading Symbol <u>NeuroMetrix, Inc.</u> [NURO]						
(Last) 3000 SAND F BUILDING 3		(Middle)			4. Relationship of Reporting Pe (Check all applicable) Director Officer (give title below)	X 1	.,		 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) 		
(Street) MENLO PARK	CA	94025							X		y One Reporting Person y More than One erson
(City)	(State)	(Zip)									
Table I - Non-Derivative Securities Beneficially Owned											
1. Title of Securi				2. Amount of Securities Beneficially Owned (Instr. 4)	Fo	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		4. Nature of Indirect Beneficial Ownership (Instr. 5)			
Common Stock					500,000 ⁽¹⁾		I ⁽¹⁾		See Footnote ⁽¹⁾		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable ar Expiration Date (Month/Day/Year)		d 3. Title and Amount of Secur Underlying Derivative Securi		ty (Instr. 4) Conv or Ex		cise	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
Evaluation of D			Date Exercisable	Expiratio Date	n Title		Amount or Number of Shares	Price of Derivati Securit	ive	or Indirect (I) (Instr. 5)	

Explanation of Responses:

1. 500,000 shares which are directly held by Integral Capital Partners VIII, L.P. ("Integral VIII"). The Reporting Person is the general partner of Integral VIII. The Reporting Person disclaims beneficial ownership of the shares held directly by Integral VIII except to the extent of its pecuniary interest in its distributive share thereof.

<u>/s/ Pamela K. Hagenah,</u>	01/31/2008				
<u>Manager</u>	01/31/2008				

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.