#### 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. \_\_\_)\*

NeuroMetrix, Inc.
(Name of Issuer)
Common Stock
(Title of Class of Securities)
641255104
(CUSIP Number)
September 10, 2009
(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. IDENTIFICATION NO. OF ABOVE PERSON							
	Delphi	Delphi Ventures VIII, L.P. ("DV VIII")							
2	CHECK THE A	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP							
			(a)	[] (b)	[X]				
3	SEC USE ONL	Y							
4	CITIZENSHIP Delawa		ACE OF ORGANIZATION						
BE OWN	UMBER OF SHARES NEFICIALLY NED BY EACH EPORTING PERSON WITH	5 6 7 8	SOLE VOTING POWER1,869,650 shares, except that Delphi Managerr("DMP VIII"), the general partner of DV VIII, sole power to vote these shares, and James J. E("Bochnowski"), David L. Douglass ("Douglas ("Maroney"), Douglas A. Roeder ("Roeder"), Pakianathan, Ph.D. ("Pakianathan"), the manager VIII, may be deemed to have shared power to the series response to row 5.SOLE DISPOSITIVE POWER 1,869,650 shares, except that DMP VIII, the ger may be deemed to have sole power to dispose Bochnowski, Douglass, Maroney, Roeder and managing members of DMP VIII, may be deemed to dispose of these shares.SHARED DISPOSITIVE POWER See response to row 7.	, may be dee Bochnowski ss"), John F. and Deepika ging member vote these sh eneral partne of these shar Pakianathan	med to have Maroney R. rs of DMP aares. er of DV VIII, res, and , the				
9	AGGREGATE REPORTING P		I NT BENEFICIALLY OWNED BY EACH	1,869,	650				
10	CHECK BOX I EXCLUDES CI		[]						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 8.3%								
12	TYPE OF REPO	TYPE OF REPORTING PERSON PN							

CUSIP NO. 6412551	L04
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1	-	NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON							
	Delphi I	Delphi BioInvestments VIII, L.P. ("DBI VIII")							
2	CHECK THE A	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP							
			(a)	[] (b)	) [X]				
3	SEC USE ONLY	ľ							
4	CITIZENSHIP ( Delawar		ACE OF ORGANIZATION						
B. OW	NUMBER OF SHARES ENEFICIALLY /NED BY EACH	5	SOLE VOTING POWER 18,256 shares, except that DMP VIII, the ge may be deemed to have sole power to vote t Bochnowski, Douglass, Maroney, Roeder ar managing members of DMP VIII, may be de to vote these shares.	hese shares, a 1d Pakianatha	and an, the				
	REPORTING PERSON WITH	6	SHARED VOTING POWER See response to row 5.						
		7	SOLE DISPOSITIVE POWER 18,256 shares, except that DMP VIII, the ge may be deemed to have sole power to dispos Bochnowski, Douglass, Maroney, Roeder ar managing members of DMP VIII, may be de to dispose of these shares.	se of these sh nd Pakianatha	ares, and an, the				
		8	SHARED DISPOSITIVE POWER See response to row 7.						
9	AGGREGATE A REPORTING PI		NT BENEFICIALLY OWNED BY EACH	18,2	56				
10		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []							
11	PERCENT OF C	CLASS	REPRESENTED BY AMOUNT IN ROW 9						
				0.0%	6				
12	TYPE OF REPC	ORTINO	G PERSON	7 10					
				PN					

1	SS OR I.R.S. II	NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Delphi Management Partners VIII, L.L.C.							
2	CHECK THE A	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP							
					(a)	[	]	(b)	[X]
3	SEC USE ONL	Y							
4	CITIZENSHIP Delawa	_	CE OF ORGANIZA	ΓΙΟΝ					
BEN OWN	JMBER OF SHARES NEFICIALLY IED BY EACH EPORTING	5	VIII and DBI VII	of which 1,869, y owned by DB I, may be deeme Douglass, Marc	I VIII. D ed to have oney, Roee	MP \ sole der a	/III, pow nd P	the gen ver to vo akianatl	eral partner of DV ote these shares, han, the managing
PERSON WITH 6			SHARED VOTING POWER See response to row 5.						
7			SOLE DISPOSIT 1,887,906 shares, 18,256 are directly VIII and DBI VIII shares, and Bochn managing membe dispose of these sh	of which 1,869, y owned by DB I, may be deeme owski, Douglas rs of DMP VIII	I VIII. D ed to have ss, Marone	MP V sole ey, R	/III, pow oede	the gen ver to di er and P	eral partner of DV spose of these akianathan, the
		8	SHARED DISPO See response to ro		R				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,887,906						006		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []					[]			
11	PERCENT OF	CLASS R	EPRESENTED BY	AMOUNT IN	ROW 9			8.4%	
12	TYPE OF REPO	ORTING	PERSON						
	00								

CUSIP NO.	641255104
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13	G	

1	NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON James J. Bochnowski								
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X]							
3	SEC USE ONLY	7	(*/		-	()			
4	CITIZENSHIP C U.S. Citi		CE OF ORGANIZATION						
NU	MBER OF	5	SOLE VOTING POWER 0 shares						
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON		6	SHARED VOTING POWER 1,887,906 shares, of which 1,869,650 are directly owned by DV VIII and 18,256 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.						
	WITH	7	SOLE DISPOSITIVE POWER 0 shares						
		8	SHARED DISPOSITIVE POWER 1,887,906 shares, of which 1,869,650 are d and 18,256 are directly owned by DBI VIII member of DMP VIII, the general partner of and may be deemed to have shared power t	. Boo of DV	hnc VII	wski is II and I	s a managing DBI VIII,		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,887,906					906			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []					[]			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 8.4%								
12	8.4% TYPE OF REPORTING PERSON IN								

CUSIP NO. 641255104	4
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1	NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON David L. Douglass						
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 1,887,906 shares, of which 1,869,650 are directly owned by DV VIII and 18,256 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.				
		7	SOLE DISPOSITIVE POWER 0 shares				
		8	SHARED DISPOSITIVE POWER 1,887,906 shares, of which 1,869,650 are directly owned by DV VIII and 18,256 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 dispose of these shares.				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,887,906					06	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []				[]		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 8.4%						
12	TYPE OF REPORTING PERSON IN						

1	NAME OF REP SS OR I.R.S. ID John F. I	ENTIFI	CATION NO. OF ABOVE PERSON				
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		5	SOLE VOTING POWER 0 shares				
		6	SHARED VOTING POWER 1,887,906 shares, of which 1,869,650 are directly owned by DV VIII and 18,256 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.				
	WITH	7	SOLE DISPOSITIVE POWER 0 shares				
		8	SHARED DISPOSITIVE POWER 1,887,906 shares, of which 1,869,650 are directly owned by DV VIII and 18,256 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 dispose of these shares.				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,887,906					06	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 8.4%						
12	TYPE OF REPORTING PERSON IN						

1	SS OR I.R.S. ID	NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Douglas A. Roeder					
2	CHECK THE A	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X]					
3	SEC USE ONLY	SEC USE ONLY					
4		CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen					
I	NUMBER OF		SOLE VOTING POWER 0 shares				
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON		6	and 18,256 are directly owned by DBI VIII. member of DMP VIII, the general partner of	HARED VOTING POWER ,887,906 shares, of which 1,869,650 are directly owned by DV VIII nd 18,256 are directly owned by DBI VIII. Roeder is a managing nember of DMP VIII, the general partner of DV VIII and DBI VIII, nd may be deemed to have shared power to vote these shares.			
	WITH		SOLE DISPOSITIVE POWER 0 shares	R			
		8	SHARED DISPOSITIVE POWER 1,887,906 shares, of which 1,869,650 are directly owned by DV VIII and 18,256 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 dispose of these shares.				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,887,906			906			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []			[]			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 8.4%						
12	TYPE OF REPO	ORTINC	G PERSON	I	IN		

1	SS OR I.R.S. IE	NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Deepika R. Pakianathan, Ph.D.						
2	CHECK THE A	PPROP	RIATE BOX IF A MEMBER OF A GROUP (a)	[]	(b)	[X]		
3	SEC USE ONLY	SEC USE ONLY						
4		CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen						
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		SOLE VOTING POWER 0 shares					
			SHARED VOTING POWER 1,887,906 shares, of which 1,869,650 are directly owned by DV VIII and 18,256 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.					
			SOLE DISPOSITIVE POWER 0 shares					
		8	SHARED DISPOSITIVE POWER 1,887,906 shares, of which 1,869,650 are directly owned by DV VIII and 18,256 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 dispose of these shares.					
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,887,906						
10		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []						
11	PERCENT OF (	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 8.4%						
12	TYPE OF REPO	TYPE OF REPORTING PERSON IN						

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.

#### ITEM 2(D) AND ITEM 2(E). <u>TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER:</u>

Common Stock CUSIP # 641255104

## ITEM 3. Not Applicable.

#### ITEM 4. <u>OWNERSHIP:</u>

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 September 10, 2009:

(a) <u>Amount beneficially owned</u>:

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

See Row 5 of cover page for each Reporting Person.\*

(ii) <u>Shared power to vote or to direct the vote</u>:

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.\*

\* This does not include the 1,776,168 shares of common stock underlying warrants held by DV VIII and the 17,343 shares of common stock underlying warrants held by DBI VIII, which are only exercisable upon the earlier of March 8, 2010 or a change in control of NeuroMetrix, Inc. but in no event may the holder of such warrants exercise any portion of the warrants if, after giving effect to such issuance after exercise, the holder (together with any person acting as a group with the holder or the holder's affiliates) would beneficially own in excess of 9.99% of the outstanding shares of common stock of NeuroMetrix, Inc.

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

Not applicable.

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

Under certain circumstances set forth in the limited partnership agreements of each of DV VIII and DBI VIII and the limited liability company agreement of DMP VIII, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a general partner, limited partner, or member.

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

Not applicable.

#### ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not applicable.

- ITEM 9. NOTICE OF DISSOLUTION OF GROUP:
  - 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.

# **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: September 18, 2009

## **ENTITIES**:

DELPHI MANAGEMENT PARTNERS VIII, L.L.C.

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

By: <u>/s/ Matthew T. Potter</u> 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: <u>/s/ Matthew T. Potter</u> 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

## EXHIBIT A Agreement of Joint Filing

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.

Dated: September 18, 2009

## **ENTITIES**:

DELPHI MANAGEMENT PARTNERS VIII, L.L.C.

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

By: <u>/s/ Matthew T. Potter</u> 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: <u>/s/ Matthew T. Potter</u> Matthew T. Potter, Attorney-in-fact for above-listed individuals

# 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 appropriate agencies.