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)*

	(rinchallent 10, 1)					
	NeuroMetrix, Inc.					
	(Name of Issuer)					
	Common Stock					
	(Title of Class of Securities)					
	641255104					
	(CUSIP Number)					
	December 31, 2011					
	(Date of Event Which Requires Filing of this Statement)					
Check the app	ropriate box to designate the rule pursuant to which this Schedule is filed:					
	Rule 13d-1(b)					
\boxtimes	Rule 13d-1(c)					
	Rule 13d-1(d)					
	er 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 t amendment containing information which would alter disclosures provided in a prior cover page.					
	on 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") 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					

CUSI	P NO. 641255104			13 G	Page 2 of 16 Pages
1		IFICATION	NO. OF ABOVE PERS	ON	
2			P. ("DV VIII") DX IF A MEMBER OF	A GROUP	(a) □ (b) S
3	SEC USE ONLY				(a) 🗀 (b) 5
4	CITIZENSHIP OR P Delaware	LACE OF O	RGANIZATION		
	NUMBER OF	5	SOLE VOTING P		
	SHARES		of DV VIII, may b	e deemed to have sole j	ement Partners VIII, L.L.C. ("DMP VIII"), the general partner bower to vote these shares, and James J. Bochnowski uglass"), John F. Maroney ("Maroney"), Douglas A. Roeder
	BENEFICIALLY		("Roeder"), and D		Ph.D. ("Pakianathan"), the managing members of DMP VIII,
	OWNED BY EACH		may be deemed to	nave shared power to v	ote mese shares.
	REPORTING	6	SHARED VOTING See response to room		
	PERSON	7	power to dispose o	cept that DMP VIII, the f these shares, and Boc	e general partner of DV VIII, may be deemed to have sole hnowski, Douglass, Maroney, Roeder and Pakianathan, the deemed to have shared power to dispose of these shares.
	WITH	8	SHARED DISPOS	SITIVE POWER	
		Ů	See response to ro		
9	AGGREGATE AMO	UNT BENE	FICIALLY OWNED BY	EACH REPORTING	PERSON 311,608
10	CHECK BOX IF TH EXCLUDES CERTA		ATE AMOUNT IN ROV	V (9)	
11	PERCENT OF CLAS	SS REPRESI	ENTED BY AMOUNT I	N ROW 9	8.0%
12	TYPE OF REPORTI	NG PERSON	ı		PN

CUSIP	NO. 641255104			13 G	Page 3 of 16 Pages
1 2 3	Delphi BioInv	FICATION vestments V	NO. OF ABOVE PERS 'III, L.P. ("DBI VIII") DX IF A MEMBER OF		(a) □ (b) S
4	CITIZENSHIP OR PL Delaware	ACE OF O	RGANIZATION		
	NUMBER OF SHARES BENEFICIALLY	5	to vote these share	pt that DMP VIII, the ge s, and Bochnowski, Dou	eneral partner of DBI VIII, may be deemed to have sole power aglass, Maroney, Roeder and Pakianathan, the managing have shared power to vote these shares.
	OWNED BY EACH	6	SHARED VOTING See response to rov		
	REPORTING PERSON	7	to dispose of these	pt that DMP VIII, the ge shares, and Bochnowsk	eneral partner of DBI VIII, may be deemed to have sole power i, Douglass, Maroney, Roeder and Pakianathan, the managing have shared power to dispose of these shares.
	WITH	8	SHARED DISPOS See response to rov		
9	AGGREGATE AMOU	JNT BENE	FICIALLY OWNED BY	EACH REPORTING I	PERSON 3,042
10	EXCLUDES CERTAI	N SHARES			
11			ENTED BY AMOUNT I	N ROW 9	0.0%
12	TYPE OF REPORTIN	G PERSON	1		PN

CUSIP NO. 641255104				13 G	Page 4 of 16 Pages			
-	NAME OF DEPORT	NC						
1	NAME OF REPORTI	_	NO OF ADOMEDED	ON				
		SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Delphi Management Partners VIII, L.L.C.						
2			OX IF A MEMBER OF	A CDOLID				
2	CHECK THE APPRO	PRIALE B	JX IF A MEMBER OF	A GROUP	(a)			
3	SEC USE ONLY	SEC USE ONLY						
4	CITIZENSHIP OR PI	LACE OF O	RGANIZATION					
	Delaware							
	NUMBER OF	5	SOLE VOTING P	OWER				
	SHARES BENEFICIALLY		VIII. DMP VIII, th these shares, and B	ie general partner of DV Jochnowski, Douglass, M	tly owned by DV VIII and 3,042 are directly owned by DBI VIII and DBI VIII, may be deemed to have sole power to vote flaroney, Roeder and Pakianathan, the managing members of power to vote these shares.			
	OWNED BY EACH	6	SHARED VOTING					
	REPORTING	7	See response to roy SOLE DISPOSITI	VE POWER	tly owned by DV VIII and 3,042 are directly owned by DBI			
	PERSON			MP VI, the general partner of DV VIII and DBI VIII, may be deemed to have sole power to				
	WITH		dispose of these sh	ares, and Bochnowski, I	Douglass, Maroney, Roeder and Pakianathan, the managing have shared power to dispose of these shares.			
		8	SHARED DISPOS	SITIVE POWER				
			See response to rov	<i>x</i> 7.				
9	AGGREGATE AMO	UNT BENE	FICIALLY OWNED BY	EACH REPORTING P	ERSON 314,650			
10	CHECK BOX IF THE	AGGREG	ATE AMOUNT IN ROV	V (9)	31 1,000			
10	EXCLUDES CERTAL			• (3)				
11	PERCENT OF CLAS	S REPRESI	ENTED BY AMOUNT I	N ROW 9	8.1%			
12	TYPE OF REPORTIN	IG PERSOI	V		5.270			
					00			

CUSII	NO. 641255104			13 G	Page 5 of 16 Pages				
1	NAME OF REPORT	_	NO. OF ABOVE PERS	ON					
		James J. Bochnowski							
2	CHECK THE APPRO	OPRIATE BO	OX IF A MEMBER OF	A GROUP	(a) □ (b) S			
3	SEC USE ONLY					,			
4	CITIZENSHIP OR P U.S. Citizen		RGANIZATION						
	NUMBER OF	5	SOLE VOTING P 0 shares	OWER					
	SHARES	6	SHARED VOTIN 314,650 shares, of		ly owned by DV VIII and 3,042 are directly owned by D	BI			
	BENEFICIALLY VIII. Bochno				DMP VIII, the general partner of DV VIII and DBI VIII				
	OWNED BY EACH		und may be decine	a to have shared power a	vote these states.				
	REPORTING	7	SOLE DISPOSITI 0 shares	VE POWER					
	PERSON WITH	8	VIII. Bochnowski	which 311,608 are direct	ly owned by DV VIII and 3,042 are directly owned by D DMP VIII, the general partner of DV VIII and DBI VIII of dispose of these shares				
9		UNT BENE		Y EACH REPORTING P.	*				
					314,650				
10	CHECK BOX IF THE EXCLUDES CERTA		ATE AMOUNT IN ROV	W (9)	П				
11			ENTED BY AMOUNT	IN ROW 9	-				
12	TYPE OF REPORTI	NG PERSON	1		8.1%				
					IN				

CUSII	P NO. 641255104			13 G	Page 6 of 16 Pages			
1	NAME OF REPORTI	NG						
		SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON						
	David L. Do	ıglass						
2	CHECK THE APPRO	PRIATE BO	OX IF A MEMBER OF	A GROUP	(a)	C		
3	SEC USE ONLY				(a) [(b)	_ 3		
4	CITIZENSHIP OR PI	VCE OE O	DC A NIZ ATION			=		
ľ	U.S. Citizen	IACE OF O	NGANIZATION					
	NUMBER OF	5	SOLE VOTING P	OWER		\neg		
			0 shares					
	SHARES	6	SHARED VOTIN	G POWER				
					tly owned by DV VIII and 3,042 are directly owned by DBI			
	BENEFICIALLY				MP VIII, the general partner of DV VIII and DBI VIII, and			
			may be deemed to	have shared power to vo	te these shares.			
	OWNED BY EACH							
		7	SOLE DISPOSITI	VE POWER				
	REPORTING		0 shares					
		8	SHARED DISPOS	SITIVE POWER				
	PERSON				tly owned by DV VIII and 3,042 are directly owned by DBI			
					MP VIII, the general partner of DV VIII and DBI VIII, and			
	WITH			have shared power to di				
9	AGGREGATE AMO	JNT BENEI	FICIALLY OWNED BY	EACH REPORTING P				
					314,650			
10			ATE AMOUNT IN ROV	V (9)				
	EXCLUDES CERTA	-						
11	PERCENT OF CLAS	S REPRESE	NTED BY AMOUNT I	N ROW 9	8.1%			
12	TYPE OF REPORTIN	IG PERSON			3.170	\exists		
		1			IN			

CUSII	P NO. 641255104			13 G	Page 7 of 16 Pages			
1	NAME OF REPORTI	_						
		SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON						
2	John F. Maro		WIE A MEMBER OF	A CROUD				
2	CHECK THE APPRO	PRIAIE BC	X IF A MEMBER OF	A GROUP		(a)		
3	SEC USE ONLY							
4	CITIZENSHIP OR PL U.S. Citizen	ACE OF OF	RGANIZATION					
	NUMBER OF	5	SOLE VOTING Polymers	OWER				
	SHARES	6	SHARED VOTING 314,650 shares, of		tly owned by DV VIII and 3,042 are direc	ctly owned by DBI		
	BENEFICIALLY			managing member of D have shared power to vo	MP VIII, the general partner of DV VIII at these shares.	and DBI VIII, and		
	OWNED BY EACH							
	REPORTING	7	SOLE DISPOSITI 0 shares	VE POWER				
	PERSON WITH	8	VIII. Maroney is a	which 311,608 are direc	tly owned by DV VIII and 3,042 are direct MP VIII, the general partner of DV VIII as			
9	AGGREGATE AMOU	JNT BENEF	ICIALLY OWNED BY	EACH REPORTING P	ERSON	314,650		
10	CHECK BOX IF THE	AGGREGA	TE AMOUNT IN ROV	V (9)				
	EXCLUDES CERTAI	-						
11	PERCENT OF CLASS	S REPRESE	NTED BY AMOUNT I	N ROW 9		8.1%		
12	TYPE OF REPORTIN	IG PERSON				IN		

1	NAME OF REPORT	ING				
	SS OR I.R.S. IDENT	TIFICATION	NO. OF ABOVE PERSON			
	Douglas A.	Roeder				
2	CHECK THE APPR	OPRIATE BO	OX IF A MEMBER OF A GROUP			
				(a)		(b) S
3	SEC USE ONLY					
4	CITIZENSHIP OR P	LACE OF O	RGANIZATION			
	U.S. Citizen					
	NUMBER OF	5	SOLE VOTING POWER			
			0 shares			
	SHARES	6	SHARED VOTING POWER			
			314,650 shares, of which 311,608 are directly owned by DV VIII and 3,042			
	BENEFICIALLY		VIII. Roeder is a managing member of DMP VIII, the general partner of D	V VIII and DBI	VIII, ar	nd may
			be deemed to have shared power to vote these shares.			
	OWNED BY EACH					
		7	SOLE DISPOSITIVE POWER			
	REPORTING		0 shares			
	KLIOKIIVO		O StidleS			
		8	SHARED DISPOSITIVE POWER			
	PERSON		314,650 shares, of which 311,608 are directly owned by DV VIII and 3,042	2 are directly ow	ned by	DBI
			VIII. Roeder is a managing member of DMP VIII, the general partner of D	V VIII and DBI	VIII, ar	nd may
	WITH		be deemed to have shared power to dispose of these shares.			
9	AGGREGATE AMC	UNT BENE	FICIALLY OWNED BY EACH REPORTING PERSON			
				314,6	50	
10	CHECK BOX IF TH	E AGGREGA	ATE AMOUNT IN ROW (9)			
	EXCLUDES CERTAIN SHARES					
11	PERCENT OF CLAS	SS REPRESE	NTED BY AMOUNT IN ROW 9			
				8.1%		
12	TYPE OF REPORTI	NG PERSON				
				IN		

1	NAME OF REPORT	ING					
	SS OR I.R.S. IDENT	IFICATION	NO. OF ABOVE PERSON				
	Deepika R. I	Pakianathan,	Ph.D.				
2	CHECK THE APPRO	OPRIATE B	OX IF A MEMBER OF A GROUP				
				(a)		(b)	S
3	SEC USE ONLY						
4	CITIZENSHIP OR P	LACE OF C	PRGANIZATION				
	U.S. Citizen						
	NUMBER OF	5	SOLE VOTING POWER				
			0 shares				
	SHARES	6	SHARED VOTING POWER				
			314,650 shares, of which 311,608 are directly owned by DV VIII and 3,0	42 are directly ow	ned b	y DBI	
	BENEFICIALLY		VIII. Pakianathan is a managing member of DMP VIII, the general partne	er of DV VIII and	DBI '	VIII, a	nd
			may be deemed to have shared power to vote these shares.				
	OWNED BY EACH						
		7	COLE DICDOCIEILE DOVIED				
	REPORTING	/	SOLE DISPOSITIVE POWER 0 shares				
	REPORTING		U Snares				
		8	SHARED DISPOSITIVE POWER				
	PERSON		314,650 shares, of which 311,608 are directly owned by DV VIII and 3,0	42 are directly ow	ned b	v DBI	
			VIII. Pakianathan is a managing member of DMP VIII, the general partne				
	WITH		may be deemed to have shared power to dispose of these shares.				
9	AGGREGATE AMO	UNT BENE	FICIALLY OWNED BY EACH REPORTING PERSON				
				314,6	50		
10	CHECK BOX IF TH	E AGGREG	ATE AMOUNT IN ROW (9)				
	EXCLUDES CERTA	IN SHARES	\Box				
11	PERCENT OF CLAS	S REPRES	ENTED BY AMOUNT IN ROW 9				
				8.1%)		
12	TYPE OF REPORTI	NG PERSO	V	<u> </u>			
				IN			

This Amendment No. 1 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.

ITEM 2(D) AND ITEM 2(E).

TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER:

Common Stock CUSIP # 641255104 ITEM 3. Not Applicable.

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

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

(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) 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:

Not applicable.

^{*} This does not include the 296,028 shares of common stock underlying warrants held by DV VIII and the 2,891 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 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. <u>IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:</u>

Not applicable.

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

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: February 8, 2012

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

Exhibit	Found on Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	15
Exhibit B: Power of Attorney	16

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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 appropriate agencies.