

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)

Previous Names

None

Entity Type

[0001289850](#)

Name of Issuer

NeuroMetrix, Inc.

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

Jurisdiction of Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

NeuroMetrix, Inc.

Street Address 1

Street Address 2

62 Fourth Avenue

City

State/Province/Country

ZIP/PostalCode

Phone Number of Issuer

Waltham

MA

02451

(781) 890-9989

3. Related Persons

Last Name

First Name

Middle Name

Gozani

Shai

N.

Street Address 1

Street Address 2

62 Fourth Avenue

City

State/Province/Country

ZIP/PostalCode

Waltham

MA

02451

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Higgins

Thomas

T.

Street Address 1

Street Address 2

62 Fourth Avenue

City

State/Province/Country

ZIP/PostalCode

Waltham

MA

02451

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Goodman	David	E.
<b>Street Address 1</b>	<b>Street Address 2</b>	
62 Fourth Avenue		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Waltham	MA	02451
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Hinkle	Allen	J.
<b>Street Address 1</b>	<b>Street Address 2</b>	
62 Fourth Avenue		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Waltham	MA	02451
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
LaMantia	Charles	R.
<b>Street Address 1</b>	<b>Street Address 2</b>	
62 Fourth Avenue		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Waltham	MA	02451
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Lortz	W.	Mark
<b>Street Address 1</b>	<b>Street Address 2</b>	
62 Fourth Avenue		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Waltham	MA	02451
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Surgenor	Timothy	R.
<b>Street Address 1</b>	<b>Street Address 2</b>	
62 Fourth Avenue		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Waltham	MA	02451
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

#### 4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	X Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance		

Investing  
Investment Banking  
Pooled Investment Fund  
Is the issuer registered as an investment company under the Investment Company Act of 1940?  
Yes No  
Other Banking & Financial Services  
Business Services  
Energy  
Coal Mining  
Electric Utilities  
Energy Conservation  
Environmental Services  
Oil & Gas  
Other Energy

Hospitals & Physicians  
Pharmaceuticals  
Other Health Care  
Manufacturing  
Real Estate  
Commercial  
Construction  
REITS & Finance  
Residential  
Other Real Estate

Computers  
Telecommunications  
Other Technology  
Travel  
Airlines & Airports  
Lodging & Conventions  
Tourism & Travel Services  
Other Travel  
Other

5. Issuer Size

<b>Revenue Range</b>	<b>OR</b>	<b>Aggregate Net Asset Value Range</b>
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
X \$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505
Rule 504 (b)(1)(i)	X Rule 506
Rule 504 (b)(1)(ii)	Securities Act Section 4(5)
Rule 504 (b)(1)(iii)	Investment Company Act Section 3(c)
	Section 3(c)(1)      Section 3(c)(9)
	Section 3(c)(2)      Section 3(c)(10)
	Section 3(c)(3)      Section 3(c)(11)
	Section 3(c)(4)      Section 3(c)(12)
	Section 3(c)(5)      Section 3(c)(13)
	Section 3(c)(6)      Section 3(c)(14)
	Section 3(c)(7)

7. Type of Filing

X New Notice    Date of First Sale 2009-09-09    First Sale Yet to Occur  
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year?    Yes X No

9. Type(s) of Securities Offered (select all that apply)

X Equity

Debt

X Option, Warrant or Other Right to Acquire Another Security

Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security

Pooled Investment Fund Interests

Tenant-in-Common Securities

Mineral Property Securities

Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number	None
Canaccord Adams, Inc.	1020	
(Associated) Broker or Dealer	None	(Associated) Broker or Dealer CRD Number
Jeffrey Barlow	2277052	None
<b>Street Address 1</b>	<b>Street Address 2</b>	
99 High Street	12th Floor	
City	State/Province/Country	ZIP/Postal Code
Boston	MA	02110
State(s) of Solicitation (select all that apply)	All States	Foreign/non-US
Check "All States" or check individual States		

- CA
- CT
- IL
- MD
- MA
- MN
- NY
- UT
- WI

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Recipient	Recipient CRD Number	None
Ladenburg Thalman & Co. Inc.	505	
(Associated) Broker or Dealer	None	(Associated) Broker or Dealer CRD Number
Joseph VanCook	2696781	None
<b>Street Address 1</b>	<b>Street Address 2</b>	
520 Madison Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NY	10022
State(s) of Solicitation (select all that apply)	All States	Foreign/non-US
Check "All States" or check individual States		

- CA
- CT

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Recipient	Recipient CRD Number	None
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Ladenburg Thalmann & Co. Inc.  
(Associated) Broker or Dealer None  
Edwin H. Gordon

505  
(Associated) Broker or Dealer CRD Number None  
1292858

**Street Address 1**

**Street Address 2**

520 Madison Avenue

City  
New York

State/Province/Country  
NY

ZIP/Postal Code  
10022

State(s) of Solicitation (select all that apply)  
Check "All States" or check individual States All States Foreign/non-US

MD

**13. Offering and Sales Amounts**

Total Offering Amount \$18,680,003 USD or Indefinite  
Total Amount Sold \$18,680,003 USD  
Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

**14. Investors**

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering. \_\_\_\_\_  
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

**15. Sales Commissions & Finder's Fees Expenses**

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$1,237,014 USD  Estimate  
Finders' Fees \$0 USD  Estimate

Clarification of Response (if Necessary):

In addition to the Sales Commissions, the Recipients also received warrants to purchase common stock of the Company, pursuant to the terms of the Offering.

**16. Use of Proceeds**

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD  Estimate

Clarification of Response (if Necessary):

**Signature and Submission**

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

**Terms of Submission**

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its

agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

<b>Issuer</b>	<b>Signature</b>	<b>Name of Signer</b>	<b>Title</b>	<b>Date</b>
NeuroMetrix, Inc.	/s/ Thomas T. Higgins	Thomas T. Higgins	Senior Vice President and Chief Financial Officer	2009-09-22

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.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

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