

Corporate Presentation

Shai N. Gozani, MD, PhD, President & CEO

Tom T. Higgins, CFO

January 2012

Free Writing Prospectus Disclosure

Issuer Free Writing Prospectus Filed Pursuant to SEC Rule 433

Dated January 24, 2012

Registration Statement No. 333-178165

On November 23, 2011, the issuer, NeuroMetrix, Inc., filed a Registration Statement on Form S-1 (Registration No. 333-178165) with the Securities and Exchange Commission (the "SEC") with respect to a proposed registered offering of its securities, which was amended by the issuer on January 13, 2012 ("Amendment No. 1 to Form S-1"). A copy of the preliminary prospectus for the offering is included in Amendment No. 1 to Form S-1, which can be accessed through the following link:

<http://www.sec.gov/Archives/edgar/data/1289850/000114420412002142/0001144204-12-002142-index.htm>.

Before you invest, you should read the preliminary prospectus contained in Amendment No. 1 to Form S-1 and other documents the issuer has filed with the SEC for more complete information about the issuer and the offering. You may obtain these documents for free by visiting EDGAR on the SEC web site at www.sec.gov. Alternatively, when available, copies of the preliminary prospectus and the final prospectus relating to the offering may be obtained from Dawson James Securities, Inc.

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Safe Harbor Statement

The statements contained in this corporate presentation include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, including, without limitation, statements regarding our or our management's expectations, hopes, beliefs, intentions or strategies regarding the future. The words "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect," "plan" and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. The forward-looking statements contained in this corporate presentation are based on our current expectations and beliefs concerning future developments and their potential effects on us. There can be no assurance that future developments affecting us will be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These and additional risks and uncertainties are described more fully in the Company's filings with the Securities and Exchange Commission, particularly those factors identified as "risk factors" in the Company's Registration Statement on Form S-1 filed with the SEC on November 23, 2011 and amended January 13, 2012. Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove incorrect, actual results may vary from those projected in these forward-looking statements. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

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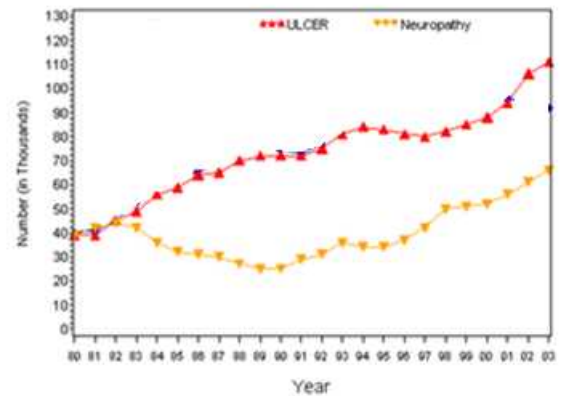
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NeuroMetrix, Inc.

Focused on Diabetic Neuropathy

- Established medical device company
- Proprietary medical devices that stimulate and measure nerves
- Targeting \$2B world-wide diabetic neuropathy market
- NASDAQ listed under NURO

Rapid growth in hospital discharges for diabetic neuropathy (orange) and foot ulcer (red) since 1990



Strategy for Building Shareholder Value

Creating a Valuable Diabetes Franchise

- Build diabetic neuropathy testing business
- Develop and commercialize product pipeline
- Expand and leverage multi-channel sales and distribution network
- Consistent revenue growth

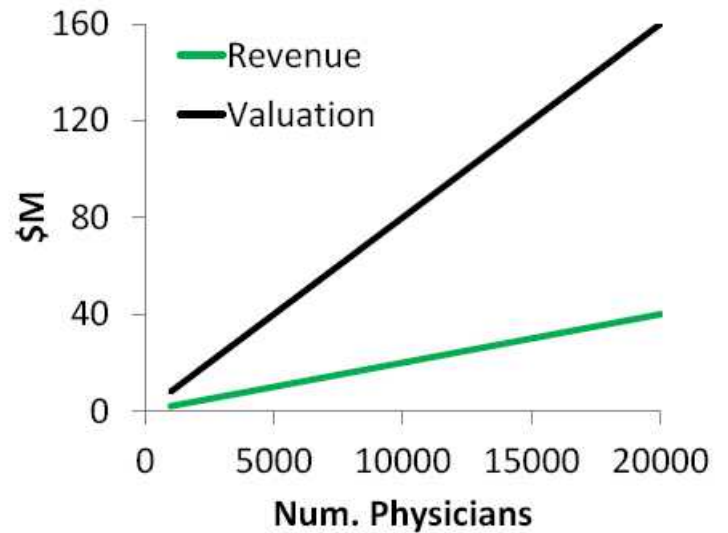


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Shareholder Value Potential

- Typical physician purchases or prescribes about \$2K annually
- Company revenue directly tied to number of physician customers
- Growing medical device companies may trade at 3-5 times revenue



Diabetic Neuropathy

Common Complication of Diabetes

- Affects half of people with diabetes
- Sensory loss, foot ulcers, amputation
- Severe foot pain
- Elevated cardiovascular risk
- \$14B annual direct cost in US



National Diabetes Fact Sheet, 2011. Centers for Disease Control.

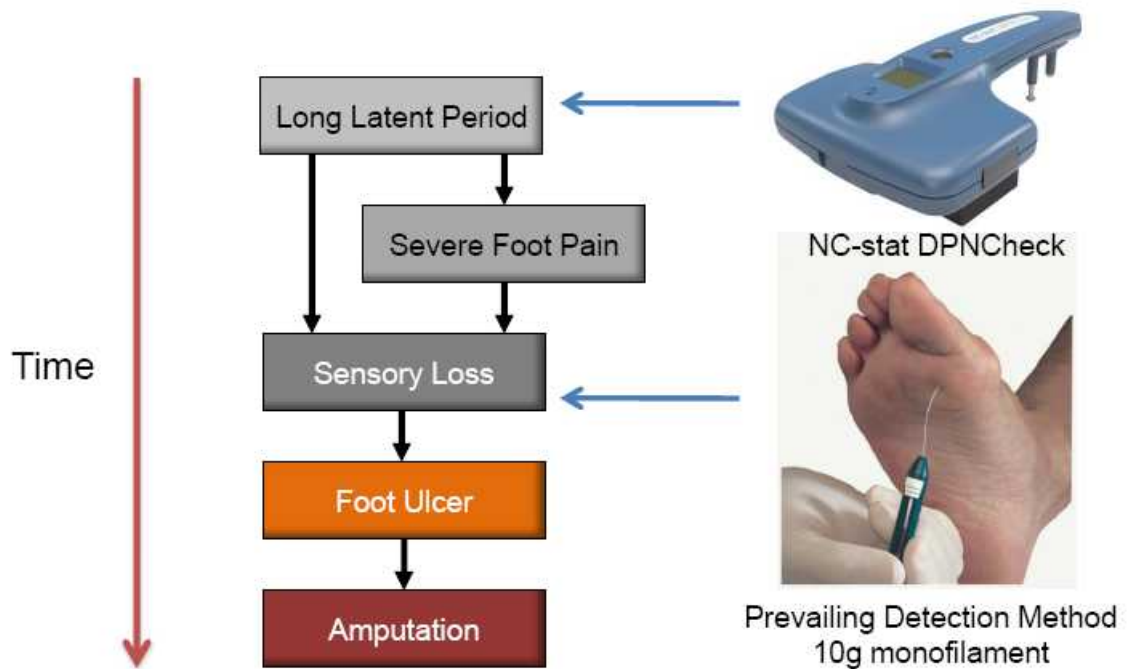
Gordois et al. The health care costs of diabetic peripheral neuropathy in the US. Diabetes Care. 2003.

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Diabetic Neuropathy is Progressive

Late Diagnoses → Missed Treatment Opportunities



Perkins et al. Simple Screening Tests for Peripheral Neuropathy in the Diabetes Clinic. Diabetes Care. 2001.

Scollan-Koliopoulos et al. Perceived risk of amputation, emotions, and foot self-care among adults with type 2 diabetes. Diabetes Educ. 2010.

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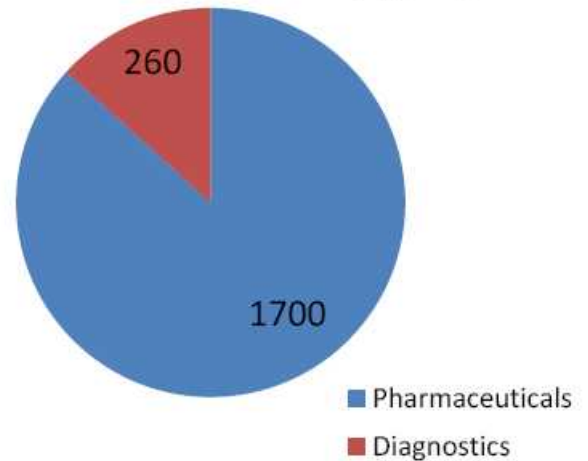
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Diabetic Neuropathy Market

Large Opportunity, Unmet Needs

- \$2B Market opportunity
- Growing due to increasing diabetes prevalence
- Unmet needs
 - Improved diagnostic methods
 - Better safety/efficacy of current products
 - Options targeting disease progression

Market Opportunity (\$M)



Health Advances LLC. US endocrinologist survey (n=104) and analysis. Data on file.

Pharmaceutical Market Size taken from [Diabetic Neuropathy Therapeutics – Pipeline Assessment and Market Forecasts to 2017, GlobalData, March 2011](#). Diagnostics Market Opportunity estimate based on 50% penetration into US diabetes population and 5% penetration into international diabetes population.

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Extensive R&D Foundation

15 Years of Technology Development

- Harvard Medical School and MIT spin-off
- Proprietary nerve stimulation and detection technology
 - hardware, algorithms, consumables
- Over 10 years of commercial use
- Nearly 2M patients tested
- Over 40 peer-reviewed publications
- Used in NIH, CDC, and FDA clinical studies
- Over 40 US and international patents
- Over 10 FDA and intl. regulatory filings



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Diabetes Product Pipeline

	Assessment & Research	Development	Regulatory	Commercial
NC-stat® DPNCheck™ <i>point-of-care diabetic neuropathy test</i>	25M annual tests (world-wide) \$260M annual opportunity			Q4 '11
SENSUS™ <i>pain therapy</i>	200K annual patients (US) \$50-100M annual opportunity		Q2 '12 510(k)	Q4 '12
<i>autonomic neuropathy testing</i>	Assess risk of heart attack and stroke			
<i>external nerve prosthetic</i>	Therapeutic device for advanced DPN			

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NC-stat DPNCheck

Sophisticated proprietary technology

- Accurate quantitative diagnostic test for diabetic neuropathy
- Detects diabetic neuropathy before symptoms
- One minute test
- Straightforward interpretation
- Hand-held device and single-patient use biosensor
- Non-invasive
- Modification of FDA 510(k) cleared NC-stat, CE Mark



1 Position patient, prepare testing area



2 Turn on, place biosensor, apply gel



3 Place device, start 10-15 second test



4 Read results

NC-stat DPNCheck

Sophisticated proprietary technology

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NC-stat DPNCheck

Razor Razorblade Model

- Biosensor ASP \$15-\$20
- Gross margin 60-80%
- Physician reimbursement is primarily patient pay
- CPT code - 95905, limited insurance coverage
- Typical charge \$35-85
- Effort underway to expand coverage



SENSUS™ Pain Therapy Device

Painful Diabetic Neuropathy (PDN)

- Pain relief (analgesia) in feet and lower legs
- Non-invasive transcutaneous nerve stimulation effective in PDN
- Wearable device and disposable electrode
- Highly automated, easy-to-use
- Used by patients at work, home, during sleep
- Class II medical device, 510(k)
- Reimbursed as DME benefit



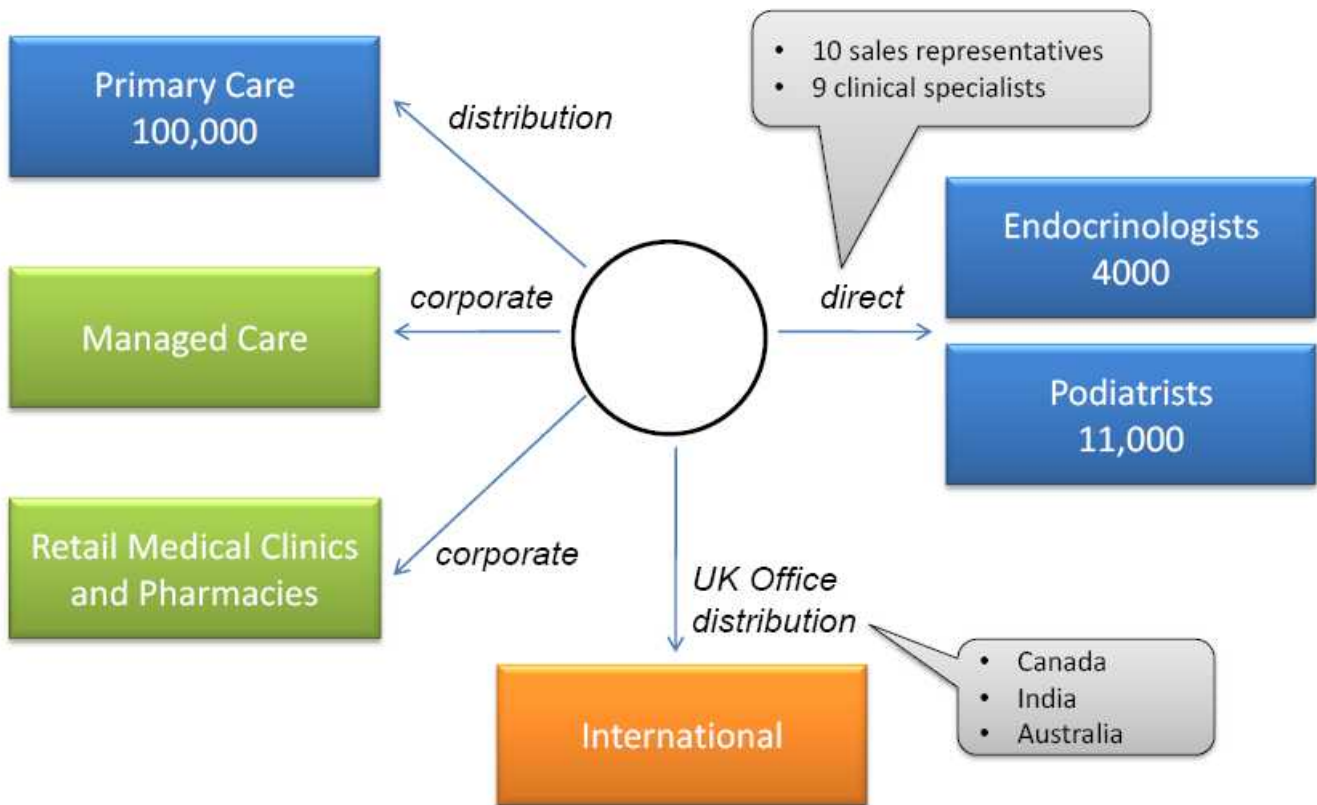
Dubinsky and Miyasaki . Assessment: Efficacy of transcutaneous electric nerve stimulation in the treatment of pain in neurological disorders (an evidence-based review). Neurology. 2010.

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Hybrid Distribution Channel

Strategic and Cost Effective



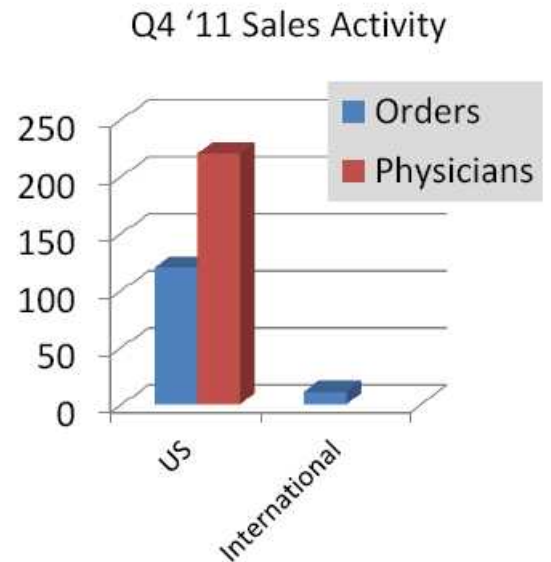
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Objectives and Milestones for 2012

Accelerate Commercialization, SENSUS Launch

- Encouraging NC-stat DPNCheck Launch in 4Q '11
- Key objectives
 - Quarter over quarter revenue growth
 - Develop managed care and retail medical market for NC-stat DPNCheck
 - Advance clinical program
- Key milestones
 - 1000th NC-stat DPNCheck physician by end '12
 - SENSUS 510(k) filing 2Q '12
 - SENSUS marketing launch at ADA '12 (June)
 - SENSUS commercial launch in late 4Q '12



Resources to Implement Strategy in 2012

- \$10M cash resources
- Cash-flow positive legacy neurodiagnostic business
- Debt free
- New funding will support commercialization and pipeline



	Assessment & Research	Development	Regulatory	Commercial
NC stat® DPNCheck™ point-of-care diabetic neuropathy test		25M annual tests (world-wide) \$260M annual opportunity		Q4 '11
SENQUR™ pain therapy		200K annual patients (US) 500-100M annual opportunity	Q2 '12 \$10M	Q4 '12
Autonomic neuropathy testing			Access for risk of heart attack and stroke	
Oral/implant nerve prosthesis				Therapeutic device for advanced DPN

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Management Team

Experienced, Tested, Tenured

- 100 years in neuropathy technology and markets
- Deep familiarity with diabetes
- Long tenure with NeuroMetrix
- Senior Management
 - Shai N. Gozani, MD, PhD – President & CEO
 - Thomas T. Higgins – Chief Financial Officer
 - K. Balachandran – Chief Operating Officer
 - Michael L. Williams, PhD – Chief Technology Officer
 - Kenneth J. Snow, MD – Chief Medical Officer
 - Guy A. Daniello – SVP Information Technology
 - Xuan Kong, PhD – SVP Research and Intellectual Property
 - Michael J. MacDonald – SVP Commercial Operations

NeuroMetrix, Inc.

Focused on Diabetic Neuropathy

- Established medical device company
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- Targeting \$2B world wide diabetic neuropathy market
- Strategy for building shareholder value
- Clear near term objectives and milestones



Appendix

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Selected Financial Data

	Years Ended December 31,	
	2010	2009
	(In thousands)	
Statement of Operations Data:		
Revenues	\$13,900	\$26,137
Cost of revenues	7,050	7,536
Gross margin	6,850	18,601
Total operating expenses	24,160	25,570
Loss from operations	(17,310)	(6,969)
Other	419	(4,948)
Net loss	(\$16,891)	(\$11,917)

	As of December 31,	
	2010	2009
	(In thousands)	
Balance Sheet Data:		
Cash	\$16,987	\$30,432
Working capital	19,020	34,374
Total assets	23,066	40,567
Total liabilities	2,867	4,857
Total stockholders' equity	20,199	35,710

Source: Form 10-K for the Year Ended December 31, 2010.

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Capitalization Schedule

	<u>Authorized</u>	<u>Issued & Outstanding</u>	<u>Date</u>	<u>Price</u>	<u>\$</u>	<u>Maturity</u>	<u>Common Stock Equivalents</u>	<u>Available to Issue/Grant</u>
Preferred Stock	5,000,000	0						5,000,000
Common Stock	50,000,000	3,904,320					3,904,320	46,095,680
Warrants (1)		1,430,480	9/8/2009	\$13.20	\$18,882,336	9/8/2014	1,430,480	
Equity Plans								
- Stock Option & Incentive Plans (2)		338,597	various	\$13.47	\$4,561,464	7.7 yrs	338,597	255,330
- Inducement Stock Plan (3)								70,833
- Employee Stock Purchase Plan (4)								6,254
						Total	5,673,397	

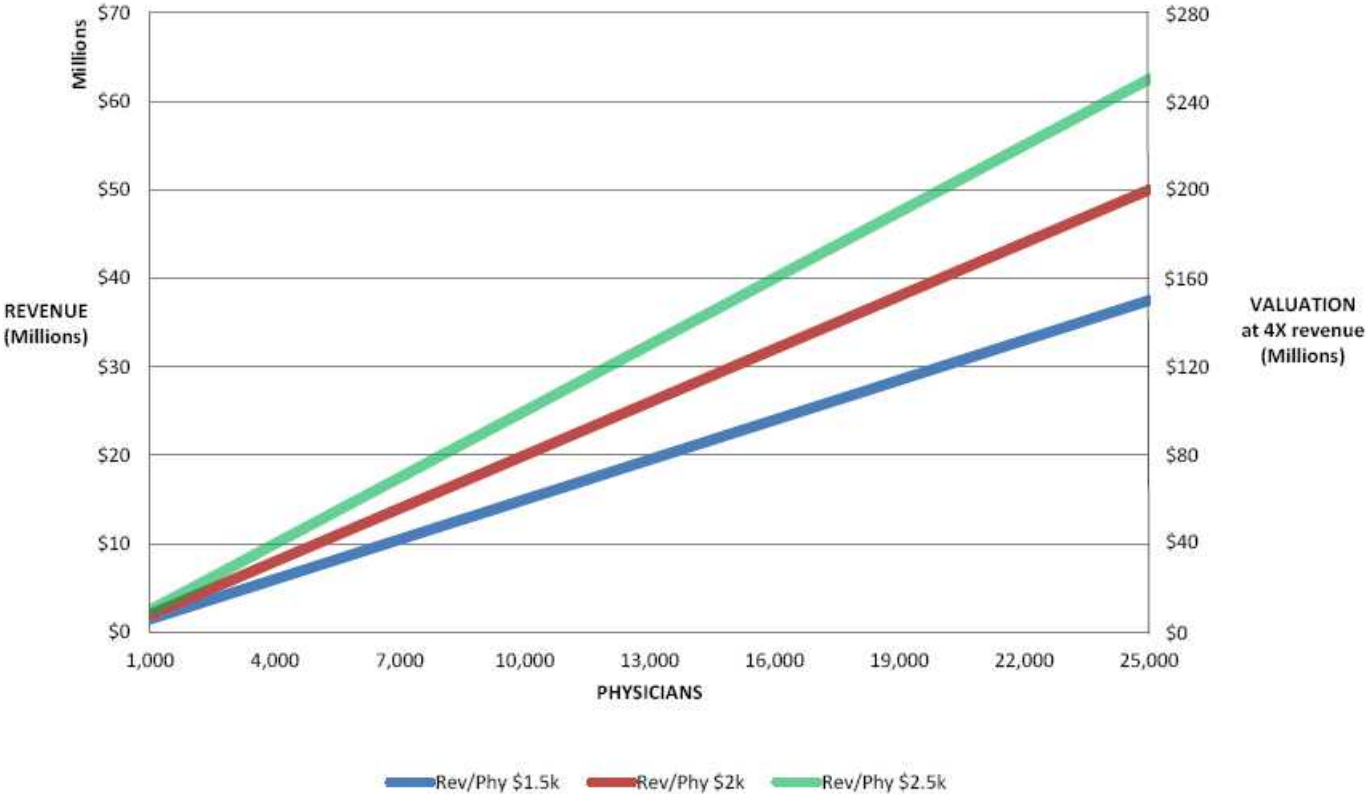
- Notes:** (1) Warrants to purchase common stock issued in connection with the September 2009 private placement exercisable at \$13.20 per share. Upon a change in control (as defined) including a recapitalization, warrants will be exercised, redeemed by the Company or will expire.
- (2) Stock options issued primarily to employees or issuable under the 2004 Stock Option and Incentive Plan and predecessor plans.
- (3) Stock options issuable to employees, including prospective employees, under the 2009 Non-Qualified Inducement Stock Plan.
- (4) Common stock issuable to participating employees under the 2010 Employee Stock Purchase Plan.

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Shareholder Value Potential

Installed Base Revenue



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