

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
under the
SECURITIES ACT OF 1933**

NEUROMETRIX, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
*(State or Other Jurisdiction
of Incorporation or Organization)*

04-3308180
*(I.R.S. Employer
Identification No.)*

**62 Fourth Avenue
Waltham, Massachusetts 02451
(781) 890-9989**
(Address, Including Zip Code, of Principal Executive Offices)

NEUROMETRIX, INC. FIFTH AMENDED AND RESTATED 2004 STOCK OPTION AND INCENTIVE PLAN
(Full Title of the Plan)

Shai N. Gozani, M.D., Ph.D.
President and Chief Executive Officer
NEUROMETRIX, INC.
**62 Fourth Avenue
Waltham, Massachusetts 02451
(781) 890-9989**
*(Name, Address and Telephone Number, Including
Area Code, of Agent For Service)*

Copies to:

Megan N. Gates, Esq.
Mintz, Levin, Cohn, Ferris,
Glovsky and Popeo, P.C.
One Financial Center
Boston, MA 02111
Telephone: (617) 542-6000
Fax: (617) 542-2241

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
(do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽²⁾	Amount of Registration Fee
Common Stock, \$0.0001 par value	300,000 shares	\$ 2.00	\$ 600,000	\$ 81.84
Rights to purchase Series A Junior Participating Cumulative Preferred Stock, \$0.001 par value	(3)	(3)	(3)	None

(1) This Registration Statement relates to 300,000 shares of Common Stock, par value \$0.0001 per share, of NeuroMetrix, Inc. ("Common Stock") available for issuance under the NeuroMetrix, Inc. Fifth Amended and Restated 2004 Stock Option and Incentive Plan (together with previous versions of such

plan, the “Plan”); plus such indeterminate number of additional shares of Common Stock as may be required pursuant to the Plan in the event of a stock dividend, stock split, recapitalization or other similar event.

- (2) This calculation is made solely for the purpose of determining the registration fee pursuant to the provisions of Rule 457(c) and (h) under the Securities Act on the basis of the average of the high and low sale prices per share of the Common Stock on The NASDAQ Capital Market as of a date (June 11, 2013) within five business days prior to filing this Registration Statement.
 - (3) Pursuant to the Shareholder Rights Agreement, dated as of March 7, 2007, between NeuroMetrix, Inc. and American Stock Transfer & Trust Company, as amended, each share of Common Stock has an attached right to purchase thirty-six ten-thousandths of a share of Series A Junior Participating Cumulative Preferred Stock, par value \$0.001 per share, of the Company (the “Rights”), which Rights are not currently exercisable, on the terms set forth in the Rights Agreement. No separate consideration will be received for the Rights.
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EXPLANATORY NOTE

This Registration Statement on Form S-8 hereby registers 300,000 additional shares of Common Stock for issuance under the Plan. An aggregate of 276,279 shares of Common Stock to be issued under the Plan were previously registered on August 9, 2004 (File No. 333-118059) (22,917 shares), June 22, 2006 (File No. 333-135242) (31,139 shares), May 27, 2008 (File No. 333-151195) (27,778 shares), June 3, 2009 (File No. 333-159713) (27,778 shares), and August 3, 2012 (File No. 333-183071) (166,667 shares) (collectively, the "Previous Registration Statements"). The amounts registered under the Previous Registration Statements reflect two 1-for-6 reverse splits of our Common Stock completed on September 1, 2011 and February 15, 2013. The contents of the Previous Registration Statements are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The exhibits listed in the accompanying Exhibit Index are filed or incorporated by reference as part of this registration statement.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Waltham, Massachusetts on this 17th day of June, 2013.

NEUROMETRIX, INC.

By: /s/ SHAI N. GOZANI, M.D., PH.D.
Shai N. Gozani, M.D., Ph.D.
President and Chief Executive Officer

Each person whose signature appears below constitutes and appoints Shai N. Gozani, M.D., Ph.D. and Thomas T. Higgins, and each of them singly, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them singly, for him and in his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 of NeuroMetrix, Inc., and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to the attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in or about the premises, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that the attorneys-in-fact and agents or any of each of them or their substitute may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ SHAI N. GOZANI, M.D., PH.D.</u> Shai N. Gozani, M.D., Ph.D.	President, Chief Executive Officer and Director (principal executive officer)	June 17, 2013
<u>/s/ THOMAS T. HIGGINS</u> Thomas T. Higgins	Senior Vice President, Chief Financial Officer and Treasurer (principal financial and accounting officer)	June 17, 2013
<u>/s/ DAVID E. GOODMAN, M.D.</u> David E. Goodman, M.D.	Director	June 17, 2013
<u>/s/ ALLEN J. HINKLE, M.D.</u> Allen J. Hinkle, M.D.	Director	June 17, 2013
<u>/s/ NANCY E. KATZ</u> Nancy E. Katz	Director	June 17, 2013
<u>/s/ TIMOTHY R. SURGENOR</u> Timothy R. Surgenor	Director	June 17, 2013

NEUROMETRIX, INC.

**INDEX TO EXHIBITS FILED WITH
FORM S-8 REGISTRATION STATEMENT**

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. as to the legality of shares and rights being registered.
23.1	Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in opinion of counsel filed as Exhibit 5.1).
23.2	Consent of PricewaterhouseCoopers LLP, an independent registered public accounting firm.
24	Powers of Attorney (included in the signature page to this Registration Statement).
99.1	NeuroMetrix, Inc. Fifth Amended and Restated 2004 Stock Option and Incentive Plan (filed as Appendix A to the Registrant's Proxy Statement for its 2013 Annual Meeting of Stockholders, filed on April 8, 2013, File No. 001-33351, and incorporated in this document by reference).



June 17, 2013

NeuroMetrix, Inc.
62 Fourth Avenue
Waltham, Massachusetts 02451

Ladies and Gentlemen:

We have acted as legal counsel to NeuroMetrix, Inc., a Delaware corporation (the “Company”), in connection with the preparation and filing with the Securities and Exchange Commission (the “Commission”) of a Registration Statement on Form S-8 (the “Registration Statement”), pursuant to which the Company is registering the issuance under the Securities Act of 1933, as amended (the “Securities Act”), of a total of 300,000 shares (the “Shares”) of its common stock, \$0.0001 par value per share (the “Common Stock”), pursuant to the Company’s Fifth Amended and Restated 2004 Stock Option and Incentive Plan (the “Plan”), and the associated rights to purchase Preferred Stock (the “Rights”) issuable pursuant to the Shareholder Rights Agreement, dated as of March 7, 2007, as amended, between the Company and American Stock Transfer & Trust Company (the “Rights Agreement”). Each Share has an attached Right to purchase thirty-six ten-thousandths of a share of Series A Junior Participating Cumulative Preferred Stock, par value \$0.001 per share, which Rights are not currently exercisable, on the terms set forth in the Rights Agreement. This opinion is being rendered in connection with the filing of the Registration Statement with the Commission. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the Registration Statement.

In connection with this opinion, we have examined the Company’s Restated Certificate of Incorporation, as amended, the Rights Agreement and Amended and Restated Bylaws, each as currently in effect; such other records of the corporate proceedings of the Company and certificates of the Company’s officers as we have deemed relevant; and the Registration Statement and the exhibits thereto.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such copies. In addition, we have assumed that the Company will receive any required consideration in accordance with the terms of the Plan.

With respect to our opinion regarding the nature of the Rights as binding obligations of the Company, we (i) express no opinion as to the determination that a court of competent jurisdiction may make regarding whether the Company’s Board of Directors would be required to redeem or terminate, or take other action with respect to the Rights at some future time based on the facts and circumstances existing at that time; (ii) have assumed that the members of the Company’s Board of Directors have acted in a manner consistent with their fiduciary duties as required under applicable law in adopting the Rights Agreement; and (iii) have addressed the Rights and the Rights Agreement in their entirety, and it is not settled whether the invalidity of any particular provision of the Rights Agreement or the Rights issued thereunder would result in invalidating the Rights in their entirety.

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

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Our opinion is limited to the General Corporation Law of the State of Delaware and we express no opinion with respect to the laws of any other jurisdiction. No opinion is expressed herein with respect to the qualification of the Shares or the Rights under the securities or blue sky laws of any state or any foreign jurisdiction.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

Based upon the foregoing, we are of the opinion that (i) the Shares, when issued and delivered in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable and (ii) the Rights, when the Shares are issued and delivered in accordance with the terms of the Plan, will constitute binding obligations of the Company.

We understand that you wish to file this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act, and we hereby consent thereto. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 25, 2013 relating to the financial statements and financial statement schedule, which appears in NeuroMetrix, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2012.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts
June 17, 2013
