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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): November 20, 2023

NeuroMetrix, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-33351
(Commission
File Number)

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

**4 Gill Street, Suite B
Woburn, Massachusetts 01801**
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (781) 890-9989

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
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Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	NURO	The Nasdaq Stock Market LLC
Preferred Stock Purchase Rights		

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 20, 2023, NeuroMetrix, Inc. (the “Company”) filed with the Secretary of State of the State of Delaware a Certificate of Amendment to its Third Amended and Restated Certificate of Incorporation (the “Certificate of Amendment”) to effect a one-time reverse stock split of the Company’s common stock, at a ratio of 1-for-8 (the “Reverse Stock Split”). The number of total authorized shares of common stock of the Company will remain at 25,000,000 shares. The Certificate of Amendment will become effective at 5:00 p.m. Eastern Time, after the close of trading on the Nasdaq Capital Market, on November 21, 2023 (the “Effective Time”). At the Effective Time, every 8 shares of the Company’s issued and outstanding common stock will be automatically converted into one share of common stock, without any change in the par value per share. In addition, proportionate adjustments will be made to the per-share exercise price and the number of shares issuable upon the exercise of all outstanding stock options, warrants, rights, and other convertible securities, and to the number of shares issued and issuable under the Company’s stock incentive plans. Any stockholder who would otherwise be entitled to a fractional share of common stock created as a result of the Reverse Stock Split will be entitled to receive a cash payment in lieu thereof equal to the fractional share to which the stockholder would otherwise be entitled multiplied by the closing sales price of a share of common stock on November 21, 2023, as adjusted for the Reverse Stock Split.

Following the Reverse Stock Split, the shares of common stock will continue to trade on the Nasdaq Capital Market under the symbol “NURO.” The new CUSIP number for the common stock following the Reverse Stock Split will be 641255880.

The summary of the Certificate of Amendment contained herein does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is attached as Exhibit 3.1 of this Current Report on Form 8-K and incorporated herein by reference.

Item 8.01. Other Information.

On November 20, 2023, the Company issued a press release announcing the Reverse Stock Split. The press release is filed as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
<u>3.1</u>	Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation of NeuroMetrix, Inc, dated November 20, 2023.
<u>99.1</u>	Press Release, dated November 20, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NeuroMetrix, Inc.

Date: November 20, 2023

By: /s/ Thomas T. Higgins
Name: Thomas T. Higgins
Title: Senior Vice President, Chief Financial Officer and Treasurer

NeuroMetrix, Inc.

CERTIFICATE OF AMENDMENT TO EFFECT REVERSE STOCK SPLIT

NeuroMetrix, Inc. (the “Corporation”), a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

The name of the Corporation is NeuroMetrix, Inc.

The Corporation’s original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware (the “Secretary of State”) on April 25, 2001 under the name “New NeuroMetrix, Inc.” A Certificate of Merger was filed with the Secretary of State on May 14, 2001. An Amended and Restated Certificate of Incorporation was filed on December 19, 2002. Certificates of Amendment to the Amended and Restated Certificate of Incorporation were filed on March 12, 2004 and June 21, 2004. A Second Amended and Restated Certificate of Incorporation was filed on July 15, 2004. A Third Amended and Restated Certificate of Incorporation was filed on July 27, 2004. Certificates of Amendment to the Third Amended and Restated Certificate of Incorporation were filed on September 1, 2011, February 15, 2013, December 1, 2015, May 11, 2017 and November 18, 2019.

The Corporation’s Third Amended and Restated Certificate of Incorporation, as amended, is hereby further amended by striking out the first two paragraphs of the section titled “Capital Stock” of Article IV in their entirety and by substituting in lieu thereof the following three paragraphs:

“The total number of shares of capital stock which the Corporation shall have authority to issue is thirty million (30,000,000) shares, of which (i) twenty-five million (25,000,000) shares shall be a class designated as common stock, par value \$0.0001 per share (the “Common Stock”), and (ii) five million (5,000,000) shares shall be a class designated as preferred stock, par value \$0.001 per share, of which twenty-five thousand (25,000) shares shall be designated as Series A Junior Participating Cumulative Preferred Stock, par value \$0.001 per share, one thousand sixty-seven (1,067) shares shall be designated as Series A-1 Convertible Preferred Stock, par value \$0.001 per share, three thousand three hundred seventy-one (3,371) shares shall be designated as Series A-2 Convertible Preferred Stock, par value \$0.001 per share, two thousand six hundred twenty-two (2,622) shares shall be designated as Series A-3 Convertible Preferred Stock, par value \$0.001 per share, four thousand twenty-three (4,023) shares shall be designated as Series A-4 Convertible Preferred Stock, par value \$0.001 per share, one hundred forty-seven thousand (147,000) shares shall be designated as Series B Convertible Preferred Stock, par value \$0.001 per share, thirteen thousand eight hundred (13,800) shares shall be designated as Series C Convertible Preferred Stock, par value \$0.001 per share, twenty-one hundred thousand three hundred (21,300) shares shall be designated as Series D Convertible Preferred Stock, seven thousand (7,000) shares shall be designated as Series E Convertible Preferred Stock, ten thousand six hundred and twenty-one (10,621) shares shall be designated as Series F Convertible Preferred Stock, and four million seven hundred seventy-four thousand eight hundred seventeen (4,764,196) shares shall be undesignated preferred stock, par value \$0.001 per share (the “Undesignated Preferred Stock”).

Upon effectiveness of this Certificate of Amendment (the “Effective Time”), the shares of Common Stock issued and outstanding immediately prior to the Effective Time and the shares of Common Stock issued and held in the treasury of the Corporation immediately prior to the Effective Time are reclassified into a smaller number of shares such that each 8 shares of issued and outstanding Common Stock immediately prior to the Effective Time is reclassified into one validly issued, fully paid and non-assessable share of Common Stock without any further action by the Corporation or the holder thereof, subject to the treatment of fractional share interests as described below (the “Reverse Stock Split”). Notwithstanding the immediately preceding sentence, no fractional shares shall be issued as a result of the reverse stock split. Instead, any stockholder who would otherwise be entitled to a fractional share of our Common Stock as a result of the Reverse Stock Split shall be entitled to receive a cash payment (without interest), upon the submission of a transmission letter by a holder holding the shares in book-entry form and, where shares are held in certificated form, upon the surrender of the holder’s Old Certificates (as defined below), equal to the product of such resulting fractional interest in one share of our Common Stock multiplied by the closing trading price of our Common Stock as reported on the Nasdaq Capital Market on the trading day immediately preceding the effective date of the reverse stock split. Notwithstanding the foregoing, the Corporation shall not be obliged to issue certificates evidencing the shares of Common Stock outstanding as a result of the reverse stock split or cash in lieu of fractional shares, if any, unless and until the certificates evidencing the shares held by a holder prior to the reverse stock split are either delivered to the Corporation or its transfer agent, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates.

Each stock certificate that, immediately prior to the Effective Time, represented shares of Common Stock that were issued and outstanding immediately prior to the Effective Time (the “Old Certificates”) shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent the number of whole shares of Common Stock after the Effective Time into which the shares of Common Stock formerly represented by such certificate shall have been reclassified (as well as the right to receive a cash payment in lieu of a fractional share of Common Stock), provided, however, that each person of record holding an Old Certificate shall receive, upon surrender of such certificate, a new certificate evidencing and representing the number of whole shares of Common Stock after the Effective Time into which the shares of Common Stock formerly represented by such certificate shall have been reclassified (including the right to receive a cash payment in lieu of a fractional share of Common Stock).”

The Amendment of the Amended and Restated Certificate of Incorporation, as amended, herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

The Effective Time of this Certificate of Amendment shall be on November 21, 2023 at 5:00 p.m., Eastern Time.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer on this 20th day of November, 2023.

NEUROMETRIX, INC.

By: /s/ Shai N. Gozani

Shai N. Gozani, M.D., Ph.D.
Chairman, Chief Executive Officer and President

NeuroMetrix Announces One-for-Eight Reverse Stock Split

WOBURN, Mass., Nov. 20, 2023 (GLOBE NEWSWIRE) -- NeuroMetrix, Inc. (NASDAQ: NURO) today announced that it will effect a one-for-eight reverse split of its common stock, effective at 5:00 pm on November 21, 2023 (the "Effective Time"). The shares underlying the Company's outstanding options will also be adjusted accordingly.

The reverse stock split is intended to increase the per share trading price of the Company's common stock to satisfy the \$1.00 minimum bid price requirement for continued listing on the Nasdaq Capital Market. As a result of the reverse stock split, every eight shares of the Company's common stock issued and outstanding at the Effective Time will be consolidated into one issued and outstanding share, with no change in the nominal par value per share of \$0.0001. No fractional shares will be issued as a result of the reverse stock split. Shareholders who otherwise would be entitled to receive a fractional share in connection with the reverse stock split will receive a cash payment in lieu thereof at a price equal to that fractional share to which the shareholder would otherwise be entitled multiplied by the closing price of the common stock on the Nasdaq Capital Market, as adjusted for the reverse stock split, on November 21, 2023. The Company's number of authorized shares of common stock will remain at 25,000,000 shares.

Trading of the Company's common stock on the Nasdaq Capital Market will continue, on a split-adjusted basis, with the opening of the markets on Wednesday, November 22, 2023, under the new CUSIP number 641255880 and the symbol "NURO". Immediately subsequent to the reverse stock split, there will be approximately 1,091,675 shares of the Company's common stock issued and outstanding.

The Company has retained its transfer agent, EQUINITY TRUST COMPANY, LLC ("EQ"), to act as its exchange agent for the reverse split. EQ will provide shareholders of record as of the effective date with instructions for the exchange of their stock certificates. Shareholders holding their shares in book-entry form and/or owning shares via a broker or other nominee will have their positions automatically adjusted to reflect the reverse stock split, subject to their brokers' particular processes, and will not be required to take any action in connection with the reverse stock split.

For more information regarding the Company's reverse stock split, please refer to the proxy statement filed by the Company with the Securities and Exchange Commission on Schedule 14A on September 11, 2023.

About NeuroMetrix

NeuroMetrix is a commercial stage healthcare company that develops and commercializes neurotechnology devices to address unmet needs in the chronic pain and diabetes markets. The Company's products are wearable or hand-held medical devices enabled by proprietary consumables and software solutions that include mobile apps, enterprise software and cloud-based systems. The Company has two commercial brands. Quell® is a wearable neuromodulation

platform. DPNCheck® is a point-of-care screening test for peripheral neuropathy. For more information, visit www.neurometrix.com.

Forward-Looking Statements

The statements contained in this press release 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. Forward-looking statements are statements other than historical facts and relate to future events or circumstances and the Company's future performance. These statements include, without limitation, statements related to the Company's future stock price, the effect of the reverse stock split on shareholders, and the Company's ability to regain compliance with the minimum bid price requirement for continued listing on the Nasdaq Capital Market. You are cautioned not to place undue reliance on these forward-looking statements, which are current only as of the date of this press release. Various factors could cause actual results to differ materially from those discussed or implied in the forward-looking statements, including market and other conditions. Such forward-looking statements involve known and unknown risks, uncertainties and other factors including those referred to in the Company's most recent Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, as well as other documents that may be filed from time to time with the Securities and Exchange Commission. The Company is providing the information in this press release only as of the date hereof, and expressly disclaims any intent or obligation to update the information included in this press release or revise any forward-looking statements.

Source: NeuroMetrix, Inc.

Thomas T. Higgins

SVP and Chief Financial Officer

neurometrix.ir@neurometrix.com