

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): December 1, 2015

NEUROMETRIX, INC.

(Exact name of registrant as specified in charter)

Delaware

(State or other jurisdiction
of incorporation)

001-33351

(Commission File Number)

04-3308180

(IRS Employer
Identification No.)

1000 Winter Street, Waltham, Massachusetts 02451
(Address of principal executive offices) (Zip Code)

(781) 890-9989

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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

(a) On December 1, 2015, NeuroMetrix, Inc. (the “Corporation”) filed a Certificate of Amendment to its Restated Certificate of Incorporation, a copy of which is attached hereto as Exhibit 3.1 and incorporated herein by reference, with the Secretary of State of the State of Delaware. The Certificate of Amendment, effective as of December 1, 2015 (i) increases from 50,000,000 shares to 100,000,000 shares the aggregate number of shares of common stock authorized to be issued by the Corporation, and (ii) effects a reverse stock split of the Corporation’s common stock at a ratio of 1-to-4.

As previously disclosed on a Current Report on Form 8-K filed on October 30, 2015, our stockholders approved an amendment to our Restated Certificate of Incorporation to effect a reverse stock split of our common stock, at a ratio in the range of 1-for-2 to 1-for-4. On November 20, 2015, the Corporation’s Board of Directors selected the 1-for-4 reverse stock split ratio and authorized the implementation of the reverse stock split.

As a result of the reverse stock split, every four shares of our pre-reverse split common stock will be combined and reclassified into one share of our common stock, and our outstanding warrants and shares of our Series B Convertible Preferred Stock will be combined and reclassified in accordance with their respective terms. No fractional shares will be issued in connection with the reverse stock split. Stockholders 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.

Our transfer agent, American Stock Transfer & Trust Company, is acting as exchange agent for the reverse stock split and will send instructions to stockholders of record regarding the exchange of certificates for common stock.

On December 1, 2015, we also issued a press release with respect to the reverse stock split described above, a copy of which is being filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Exhibits

Exhibit Number	Description
3.1	Certificate of Amendment of Restated Certificate of Incorporation of NeuroMetrix, Inc.
99.1	Press Release, dated December 1, 2015

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: December 1, 2015

/s/ THOMAS T. HIGGINS

Thomas T. Higgins
*Senior Vice President, Chief Financial Officer
and Treasurer*

**CERTIFICATE OF AMENDMENT OF
RESTATED CERTIFICATE OF INCORPORATION
OF NEUROMETRIX, INC.**

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is NeuroMetrix, Inc. The date of the filing of its Certificate of Incorporation with the Secretary of State of the State of Delaware was April 25, 2001 under the name "New NeuroMetrix, Inc." Thereafter a Certificate of Merger was filed with the Secretary of State of the State of Delaware on May 14, 2001 merging NeuroMetrix, Inc., a Massachusetts corporation, with and into the Corporation which filing included a name change of the Corporation to NeuroMetrix, Inc. A Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on July 27, 2004, a Certificate of Designations was filed on March 7, 2007, a Certificate of Amendment was filed on September 1, 2011, a Certificate of Amendment was filed on February 15, 2013, two Certificates of Designation were filed on June 6, 2013, two Certificates of Designation were filed on June 24, 2014, and a Certificate of Designation was filed on May 26, 2015.

2. The Restated Certificate of Incorporation filed on July 27, 2004, as amended, is hereby further amended to change the capitalization of the Corporation by striking out the first paragraph of the section titled "Capital Stock" of Article IV in its entirety and by substituting in lieu thereof the following two paragraphs:

"The total number of shares of capital stock which the Corporation shall have authority to issue is one hundred and five million (105,000,000) shares, of which (i) one hundred million (100,000,000) 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, and four million eight hundred sixteen thousand nine hundred seventeen (4,816,917) shares shall be undesignated preferred stock, par value \$0.001 per share (the "Undesignated Preferred Stock")."

Upon the effectiveness of the Certificate of Amendment to the Restated Certificate of Incorporation, as amended, to effect a plan of recapitalization of the Common Stock by effecting a 1-for-4 reverse stock split with respect to the issued and outstanding shares of the Common Stock (the "Reverse Stock Split"), without any change in the powers, preferences and rights or qualifications, limitations or restrictions thereof, such that, without further action of any kind on the part of the Corporation or its stockholders, every four (4) shares of Common Stock outstanding or held by the Corporation in its treasury on the date of the filing of the Certificate of Amendment (the "Effective Date") shall be changed and reclassified into one (1) share of Common Stock, \$0.0001 par value per share, which shares shall be fully paid and nonassessable shares of Common Stock. There shall be no fractional shares issued. A holder of record of Common Stock on the Effective Date who would otherwise be entitled to a fraction of a share shall, in lieu thereof, be entitled to receive a cash payment in an amount equal to the fraction to which the stockholder would otherwise be entitled multiplied by the closing price of the Common Stock, as reported in the Wall Street Journal, on the last trading day prior to the Effective Date (or if such price is not available, the average of the last bid and asked prices of the Common Stock on such day or other price determined by the Corporation's board of directors)."

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

EXECUTED, this 1st day of December.

NeuroMetrix, Inc.

By: /s/ Thomas T. Higgins

Thomas T. Higgins

Senior Vice President, Chief Financial Officer and Treasurer

**NeuroMetrix Announces One-for-Four Reverse Split
Shares of Common Stock and Certain Warrants Will Begin Trading on a Split-Adjusted Basis on December 2, 2015**

BOSTON--(BUSINESS WIRE)--NeuroMetrix, Inc. (NASDAQ:NURO) today announced a one-for-four reverse split of its common stock effective as of Tuesday, December 1, 2015. The shares underlying the Company's outstanding options and warrants 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 four shares of the Company's common stock issued and outstanding prior to the opening of trading on December 2, 2015 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.

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, December 2, 2015, under new CUSIP number 641255500. Trading of the Company's listed warrants to purchase common stock on the NASDAQ Capital Market will also continue, on a split-adjusted basis, with the opening of the markets on Wednesday, December 2, 2015, under new CUSIP number 641255153. Shares of the Company's common stock and the Company's listed warrants to purchase common stock will continue to trade under the symbols "NURO" and "NUROW". Immediately subsequent to the reverse stock split, there will be approximately 3,446,310 shares of the Company's common shares issued and outstanding.

The Company has retained its transfer agent, American Stock Transfer & Trust Company, LLC ("AST"), to act as its exchange agent for the reverse split. AST will provide shareholders and holders of listed warrants of record as of the effective date instructions for the exchange of their certificates and/or warrants. Shareholders owning shares and/or warrants via a broker or other nominee will have their positions automatically adjusted to reflect the reverse stock split, subject to 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 29, 2015.

About NeuroMetrix

NeuroMetrix is an innovative health-care company that develops wearable medical technology and point-of-care tests that help patients and physicians better manage chronic pain, nerve diseases, and sleep disorders. The company is located in Waltham, Massachusetts and was founded as a spinoff from the Harvard-MIT Division of Health Sciences and Technology in 1996. For more information, please visit www.NeuroMetrix.com.

Corporate Contact:

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