

NeuroMetrix, Inc.  
Form 8-K  
March 13, 2012  
**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): **March 12, 2012**

**NEUROMETRIX, INC.**

(Exact name of registrant as specified in charter)

Delaware	001-33351	04-3308180
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

62 Fourth Avenue, Waltham, Massachusetts	02451
(Address of principal executive offices)	(Zip Code)

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

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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))

**Item 8.01**

**Other Events.**

On March 12, 2012, NeuroMetrix, Inc. (the “Company”) filed a prospectus supplement relating to the issuance (the “Issuance”) of 138,763 shares (the “Shares”) of its common stock, \$0.0001 par value per share (the “Common Stock”). The Shares were issued in satisfaction of the Company’s obligation to redeem certain warrants issued by the Company pursuant to Securities Purchase Agreements dated as of September 8, 2009.

The Issuance was made pursuant to a prospectus supplement dated March 12, 2012 and an accompanying prospectus dated April 16, 2010, pursuant to the Company’s shelf registration statement on Form S-3 (File No. 333-165784), which was declared effective by the Securities and Exchange Commission on April 14, 2010.

A copy of the opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. relating to the legality of the Issuance of the Shares is attached as Exhibit 5.1 hereto.

**Item 9.01**

**Financial Statements and Exhibits.**

(d)

Exhibits

**Exhibit  
Number**

- |      |  |
|------|--|
| 5.1  | Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.   |
| 23.1 | Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in the opinion filed as Exhibit 5.1). |

**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: March 12, 2012 /s/THOMAS T. HIGGINS

Thomas T. Higgins

Senior Vice President, Chief Financial Officer and Treasurer