

NeuroMetrix, Inc.  
Form S-8  
February 25, 2013

As filed with the Securities and Exchange Commission on February 25, 2013

REGISTRATION NO. 333 -

**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)*

<b>Delaware</b>	<b>04-3308180</b>
<i>(State or Other Jurisdiction of Incorporation or Organization)</i>	<i>(I.R.S. Employer Identification No.)</i>

**62 Fourth Avenue**

**Waltham, Massachusetts 02451**

**(781) 890-9989**

*(Address, Including Zip Code, of Principal Executive Offices)*

**NEUROMETRIX, INC. AMENDED AND RESTATED 2010 EMPLOYEE STOCK PURCHASE 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 <sup>(1)</sup>	Proposed	Proposed	Amount of Registration Fee
		Maximum Offering Price Per Share <sup>(2)</sup>	Maximum Aggregate Offering Price <sup>(2)</sup>	
Common Stock, \$0.0001 par value	16,667 shares	\$ 2.39	\$ 39,834	\$ 5.44
Rights to purchase Series A Junior Participating Cumulative Preferred Stock, \$0.001 par value	(3)	(3)	(3)	None

(1) The maximum number of shares which may be sold pursuant to the NeuroMetrix, Inc. Amended and Restated 2010 Employee Stock Purchase Plan (the “2010 ESPP”) is subject to adjustment in accordance with certain anti-dilution and other provisions of the 2010 ESPP. Accordingly, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement covers, in addition to the number of shares stated above, an indeterminate number of shares which may be issuable after the operation of any such anti-dilution or other provisions of the 2010 ESPP.

(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 as of a date (February 20, 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.

EXPLANATORY NOTE

In accordance with the instructional Note to Part I of Form S-8 as promulgated by the Securities and Exchange Commission, the information specified by Part I of Form S-8 has been omitted from this Registration Statement on Form S-8 for offers of common stock, par value \$0.0001 per share (the "Common Stock"), pursuant to the 2010 ESPP.

This Registration Statement on Form S-8 hereby registers 16,667 additional shares of Common Stock for issuance under the 2010 ESPP. An aggregate of 36,562 shares of Common Stock issued or to be issued under the 2010 ESPP were previously registered on May 28, 2010 (File No. 333-167180) (6,944 shares), April 28, 2011 (File No. 333-173769) (6,444 shares), and August 3, 2012 (File No. 333-183071) (23,174 shares). The information contained in the Registrant's previous registration statements on Form S-8 listed above is hereby incorporated by reference pursuant to General Instruction E.

**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 25th day of February, 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.

Signature	Title	Date
/s/ SHAI N. GOZANI, M.D., PH.D. Shai N. Gozani, M.D., Ph.D.	President, Chief Executive Officer and Director	February 25, 2013
/s/ THOMAS T. HIGGINS Thomas T. Higgins	Senior Vice President, Chief Financial Officer and Treasurer	February 25, 2013
/s/ DAVID E. GOODMAN, M.D. David E. Goodman, M.D.	Director	February 25, 2013

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/s/ ALLEN J. HINKLE, M.D.  
Allen J. Hinkle, M.D.

Director

February 25, 2013

/s/ NANCY E. KATZ  
Nancy E. Katz

Director

February 25, 2013

/s/ TIMOTHY R. SURGENOR  
Timothy R. Surgenor

Director

February 25, 2013

**NEUROMETRIX, INC.**

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

Exhibit Number	Description
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).