

NeuroMetrix, Inc.
Form POS AM
February 08, 2012

As filed with the Securities and Exchange Commission on February 8, 2012

Registration No. 333-178165

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

**POST-EFFECTIVE
AMENDMENT NO. 1 TO
FORM S-1
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)

3841
(Primary Standard Industrial
Classification Code Number)

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

**62 Fourth Avenue
Waltham, Massachusetts 02451
(781) 890-9989**

(Address, including zip code, and telephone number,

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including area code, of registrant's principal executive offices)

Shai N. Gozani, M.D., Ph.D.
Chief Executive Officer
NeuroMetrix, Inc.
62 Fourth Avenue
Waltham, Massachusetts 02451
(781) 890-9989

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:

Jonathan L. Kravetz, Esq.

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Mintz, Levin, Cohn, Ferris,

Glovsky and Popeo, P.C.

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Shai N. Gozani, M.D., Ph.D. Chief Executive Officer NeuroMetrix, Inc. 62 Fourth Avenue Waltham, Massachusetts

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If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. **File No. 333-178165**

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 the definitions 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 (Do not check if a smaller reporting company) Smaller reporting company

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 (File No. 333-178165) is filed pursuant to Rule 462(d) under the Securities Act of 1933, as amended (the Securities Act), solely to add a new Exhibit 5.1 to such Registration Statement. This Registration Statement shall become effective upon filing with the Commission in accordance with Rule 462(d) under the Securities Act.

Item 16. Exhibits and Financial Statement Schedules

The exhibits filed with this registration statement are set forth on the exhibit index following the signature page and are incorporated by reference in their entirety into this item.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No.1 to the Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Waltham, Commonwealth of Massachusetts, on February 8, 2012.

NEUROMETRIX, INC.

By

/s/ Shai N. Gozani

Shai N. Gozani, M.D., Ph.D.

President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 has been signed by the following persons in the capacities and on the date indicated.

| Signature | Title | Date |
|------------------------------|---|------------------|
| By: | | |
| /s/ Shai N. Gozani | Chairman, President and Chief Executive Officer (Principal Executive Officer) | February 8, 2012 |
| Shai N. Gozani, M.D., Ph.D. | | |
| By: | | |
| /s/ Thomas T. Higgins | Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 8, 2012 |
| Thomas T. Higgins | | |
| By: | | |
| * | Director | February 8, 2012 |
| David E. Goodman, M.D. | | |
| By: | | |
| * | Director | February 8, 2012 |
| Allen J. Hinkle M.D. | | |
| By: | | |
| * | Director | February 8, 2012 |
| Nancy E. Katz | | |
| By: | | |
| * | Director | February 8, 2012 |
| Charles R. LaMantia | | |
| By: | | |
| * | Director | February 8, 2012 |
| Timothy R. Surgenor | | |
| *By: | | February 8, 2012 |

/s/ Thomas T. Higgins

Thomas T. Higgins, Attorney-in-fact

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|--|
| 2.1 | Asset Purchase Agreement dated November 7, 2008 by and between NeuroMetrix, Inc. and Advanced diagnostics, LLC ⁽⁷⁾ |
| 3.1.1 | Third Amended and Restated Certificate of Incorporation of NeuroMetrix, Inc. ⁽⁶⁾ |
| 3.1.2 | Certificate of Designations for Series A Junior Cumulative Preferred Stock, par value \$0.001 per share ⁽⁴⁾ |
| 3.1.3 | Certificate of Amendment to Restated Certificate of Incorporation of NeuroMetrix, Inc. dated September 1, 2011 ⁽¹⁸⁾ |
| 3.2.1 | Second Amended and Restated Bylaws of NeuroMetrix, Inc. ⁽⁶⁾ |
| 3.2.2 | Amendment No. 1 to Second Amended and Restated Bylaws of NeuroMetrix, Inc. ⁽³⁾ |
| 4.1 | Specimen Certificate for Shares of Common Stock ⁽¹⁾ |
| 4.2.1 | Shareholder Rights Agreement, dated as of March 7, 2007, between NeuroMetrix, Inc. and American Stock Transfer & Trust Company, as Rights Agent ⁽⁴⁾ |
| 4.2.2 | Amendment to Shareholder Rights Agreement, dated September 8, 2009, between NeuroMetrix, Inc. and American Stock Transfer & Trust Company, as Rights Agent ⁽¹¹⁾ |
| 4.3 | Form of Common Stock Purchase Warrant ⁽¹¹⁾ |
| 4.4 | Form of First Addendum to Common Stock Purchase Warrant issued to investors pursuant to Securities Purchase Agreements dated September 8, 2009 ⁽¹³⁾ |
| 4.5** | Form of Unit Warrant to purchase Common Stock |
| 4.6** | Form of Placement Agent Warrant |
| 5.1% | Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (replaces previously filed Exhibit 5.1 in its entirety) |
| 10.1.1 | Lease Agreement, dated October 18, 2000, between Fourth Avenue LLC and NeuroMetrix, Inc. ⁽¹⁾ |
| 10.1.2 | Amendment Number One to Lease, dated February 22, 2008, between Fourth Avenue LLC and NeuroMetrix, Inc. ⁽¹⁵⁾ |
| 10.2.1 | Loan and Security Agreement between NeuroMetrix, Inc. and Comerica Bank, dated March 5, 2010 ⁽¹⁶⁾ |
| 10.2.2 | First Modification to Loan and Security Agreement between NeuroMetrix, Inc. and Comerica Bank, dated March 1, 2011 ⁽¹⁹⁾ |
| 10.3+ | Amended and Restated 1996 Stock Option/Restricted Stock Plan ⁽¹⁾ |
| 10.4.1+ | Amended and Restated 1998 Equity Incentive Plan ⁽¹⁾ |
| 10.4.3+ | Second Amendment to Amended and Restated 1998 Equity Incentive Plan ⁽¹⁾ |
| 10.5+ | Second Amended and Restated 2004 Stock Option and Incentive Plan ⁽⁸⁾ |
| 10.6.1+ | Third Amended and Restated 2004 Stock Option and Incentive Plan ⁽¹⁰⁾ |
| 10.6.2+ | Form of Restricted Stock Agreement pursuant to the Third Amended and Restated 2004 Stock Option and Incentive Plan ⁽¹⁶⁾ |
| 10.7+ | 2010 Employee Stock Purchase Plan ⁽¹⁷⁾ |
| 10.8+ | 2009 Non-Qualified Inducement Stock Plan ⁽²⁰⁾ |
| 10.9+ | Form of Indemnification Agreement between NeuroMetrix, Inc. and each of its directors ⁽¹⁾ |
| 10.10.1+ | Employment Agreement, dated June 21, 2004, by and between NeuroMetrix, Inc. and Shai N. Gozani, M.D., Ph.D. ⁽¹⁾ |
| 10.10.2+ | First Amendment to Employment Agreement dated December 31, 2008, by and between NeuroMetrix, Inc. and Shai N. Gozani, M.D., Ph.D. ⁽⁹⁾ |

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| Exhibit Number | Description |
|----------------|--|
| 10.10.3+ | Indemnification Agreement dated June 21, 2004, by and between Shai N. Gozani, M.D., Ph.D., and NeuroMetrix, Inc. ⁽¹⁾ |
| 10.10.4+ | NeuroMetrix, Inc. Non-Statutory Stock Option Agreement (pursuant to the Amended and Restated 1998 Equity Incentive Plan), dated as of June 21, 2004, by and between Shai N. Gozani M.D., Ph.D., and NeuroMetrix, Inc. ⁽¹⁾ |
| 10.11.1+ | Letter Agreement, dated February 5, 2008 between NeuroMetrix, Inc. and Michael Williams, Ph.D. ⁽¹⁴⁾ |
| 10.11.2+ | First Amendment to Letter Agreement, dated December 31, 2008, between NeuroMetrix, Inc. and Michael Williams, Ph.D. ⁽⁹⁾ |
| 10.12.1+ | Letter Agreement, dated February 5, 2008, between NeuroMetrix, Inc. and Guy Daniello ⁽¹⁴⁾ |
| 10.12.2+ | First Amendment to Letter Agreement, dated December 31, 2008, between NeuroMetrix, Inc. and Guy Daniello ⁽⁹⁾ |
| 10.13.1+ | Letter Agreement, dated August 31, 2009, between NeuroMetrix, Inc. and Thomas T. Higgins ⁽¹²⁾ |
| 10.13.2+ | Indemnification Agreement, dated September 10, 2009, by and between NeuroMetrix, Inc. and Thomas T. Higgins ⁽¹²⁾ |
| 10.14.1+ | Letter Agreement, dated January 20, 2010, between NeuroMetrix, Inc. and Krishnamurthy Balachandran ⁽¹⁶⁾ |
| 10.14.2+ | Indemnification Agreement, dated April 19, 2010, by and between NeuroMetrix, Inc. and Krishnamurthy Balachandran ⁽¹⁶⁾ |
| 10.15 | Form of Securities Purchase Agreement, dated September 8, 2009 between the Company and each investor ⁽¹¹⁾ |
| 10.16 | Manufacturing and Supply Agreement, dated as of August 2, 2006, by and between Parlex Polymer Flexible Circuits, Inc. and NeuroMetrix, Inc. ⁽²⁾ |
| 10.17 | Deferred Prosecution Agreement dated February 5, 2009 by and between NeuroMetrix, Inc and the United States Attorney s Office for the District of Massachusetts ⁽⁸⁾ |
| 10.18 | Settlement Agreement and Release dated February 9, 2009 by and among NeuroMetrix, Inc. and the United States of America acting through the United States Attorney s Office for the District of Massachusetts and the Office of Inspector General of the United States Department of Health and Human Services ⁽⁵⁾ |
| 10.19.1* | Engagement Letter by and between NeuroMetrix, Inc. and Dawson James Securities, Inc., dated December 30, 2011 |
| 10.19.2** | First Amendment to Engagement Letter by and between NeuroMetrix, Inc. and Dawson James Securities, Inc., dated January 30, 2012 |
| 10.20* | Form of Lock-Up Agreement |
| 23.1** | Consent of PricewaterhouseCoopers LLP, an independent registered public accounting firm |
| 23.2% | Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in Exhibit 5.1) |
| 24.1 | Power of Attorney (included on signature page to the original filing of this this registration statement) |

* Previously filed with Amendment No. 1 to this Registration Statement on Form S-1.

** Previously filed with Amendment No. 2 to this Registration Statement on Form S-1.
% Filed herewith.

+ Indicates management contract or any compensatory plan, contract or arrangement.

Portions of this Exhibit were omitted and have been filed separately with the Secretary of the SEC pursuant to the Registrant s application requesting confidential treatment thereof.

- (1) Incorporated herein by reference to NeuroMetrix, Inc.'s Registration Statement on Form S-1 filed on May 13, 2004, as amended (Registration No. 333-115440).
 - (2) Incorporated herein by reference to NeuroMetrix, Inc.'s Current Report on Form 8-K filed on August 2, 2006 (File No. 000-50856). Confidential treatment has been granted with respect to certain portions of this Exhibit, which portions have been omitted and filed separately with the Securities and Exchange Commission as part of an application for confidential treatment pursuant to the Securities Exchange Act of 1934, as amended.
 - (3) Incorporated herein by reference to NeuroMetrix, Inc.'s Current Report on Form 8-K filed on September 17, 2007 (File No. 001-33351).
 - (4) Incorporated herein by reference to NeuroMetrix, Inc.'s Form 8-A12(b) filed on March 8, 2007 (File No. 001-33351).
 - (5) Incorporated hereby by reference to NeuroMetrix, Inc.'s Current Report on Form 8-K filed on February 10, 2009 (File No. 001-33351).
 - (6) Incorporated herein by reference to NeuroMetrix, Inc.'s Registration Statement on Form S-8 filed on August 9, 2004 (File No. 333-118059).
 - (7) Incorporated herein by reference to NeuroMetrix, Inc.'s Current Report on Form 8-K filed on November 26, 2008 (File No. 001-33351).
 - (8) Incorporated herein by reference to Appendix A to NeuroMetrix, Inc.'s Proxy Statement on Schedule 14A filed on April 25, 2008 (File No. 001-33351).
 - (9) Incorporated herein by reference to NeuroMetrix, Inc.'s Annual Report on Form 10-K filed on March 20, 2009 (File No. 001-33351).
 - (10) Incorporated herein by reference to Appendix A to NeuroMetrix, Inc.'s Proxy Statement on Schedule 14A filed on April 24, 2009 (File No. 001-33351).
 - (11) Incorporated herein by reference to NeuroMetrix, Inc.'s Current Report on Form 8-K filed September 14, 2009 (File No. 001-33351).
 - (12) Incorporated herein by reference to NeuroMetrix, Inc.'s Current Report on Form 8-K filed September 15, 2009 (File No. 001-33351).
 - (13) Incorporated herein by reference to NeuroMetrix, Inc.'s Quarterly Report on Form 10-Q filed November 12, 2009 (File No. 001-33351).
 - (14) Incorporated herein by reference to NeuroMetrix, Inc.'s Current Report on Form 8-K filed on February 6, 2008 (File No. 001-33351).
 - (15) Incorporated herein by reference to NeuroMetrix, Inc.'s Current Report on Form 8-K filed on February 27, 2008 (File No. 001-33351).
 - (16) Incorporated herein by reference to NeuroMetrix, Inc.'s Quarterly Report on Form 10-Q filed on May 14, 2010 (File No. 001-33351).
 - (17) Incorporated herein by reference to Appendix A to NeuroMetrix, Inc.'s Proxy Statement on Schedule 14A filed on April 8, 2010.
 - (18) Incorporated herein by reference to NeuroMetrix, Inc.'s Current Report on Form 8-K filed on September 1, 2011 (File No. 001-33351).
 - (19) Incorporated herein by reference to NeuroMetrix, Inc.'s Current Report on Form 8-K filed on March 3, 2011 (File No. 001-33351).
 - (20) Incorporated herein by reference to NeuroMetrix, Inc.'s Registration Statement on Form S-8 filed on June 3, 2009 (File No. 333-159712).
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