

Gozani Shai
Form SC 13G/A
February 14, 2007

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

NEUROMETRIX, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.0001 PER SHARE

(Title of Class of Securities)

641255 10 4

(CUSIP Number)

December 31, 2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 641255 10 4

- | | | | | | | | | | |
|---|---|----|------------------------------|----|--------------------------|----|-----------------------------------|----|-------------------------------|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Shai N. Gozani, M.D., Ph.D. | | | | | | | | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input type="radio"/> | | | | | | | | |
| 3. | SEC Use Only | | | | | | | | |
| 4. | Citizenship or Place of Organization
United States | | | | | | | | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | <table border="0"> <tr> <td style="vertical-align: top;">5.</td> <td>Sole Voting Power
703,913</td> </tr> <tr> <td style="vertical-align: top;">6.</td> <td>Shared Voting Power
0</td> </tr> <tr> <td style="vertical-align: top;">7.</td> <td>Sole Dispositive Power
703,913</td> </tr> <tr> <td style="vertical-align: top;">8.</td> <td>Shared Dispositive Power
0</td> </tr> </table> | 5. | Sole Voting Power
703,913 | 6. | Shared Voting Power
0 | 7. | Sole Dispositive Power
703,913 | 8. | Shared Dispositive Power
0 |
| 5. | Sole Voting Power
703,913 | | | | | | | | |
| 6. | Shared Voting Power
0 | | | | | | | | |
| 7. | Sole Dispositive Power
703,913 | | | | | | | | |
| 8. | Shared Dispositive Power
0 | | | | | | | | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
703,913 | | | | | | | | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | | | | | | | | |
| 11. | Percent of Class Represented by Amount in Row (9)
5.5% | | | | | | | | |
| 12. | Type of Reporting Person (See Instructions)
IN | | | | | | | | |

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Item 1.

- (a) Name of Issuer
NeuroMetrix, Inc.
- (b) Address of Issuer's Principal Executive Offices
62 Fourth Avenue, Waltham, MA 02451

Item 2.

- (a) Name of Person Filing
Shai N. Gozani, M.D., Ph.D.
- (b) Address of Principal Business Office or, if none, Residence
Shai N. Gozani, M.D., Ph.D.
c/o NeuroMetrix, Inc.
62 Fourth Avenue
Waltham, MA 02451
- (c) Citizenship
United States
- (d) Title of Class of Securities
Common Stock, par value \$0.0001 per share
- (e) CUSIP Number
641255 10 4

Item 3.

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
Not applicable.

3

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
 - 703,913 shares of Common Stock
- (b) Percent of class:
 - 5.5%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
 - 703,913
 - (ii) Shared power to vote or to direct the vote
 - 0
 - (iii) Sole power to dispose or to direct the disposition of
 - 703,913
 - (iv) Shared power to dispose or to direct the disposition of
 - 0

Item 5. Ownership of Five Percent or Less of a Class
Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person
Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person
Not applicable.

Item 8. Identification and Classification of Members of the Group
Not applicable.

Item 9. Notice of Dissolution of Group
Not applicable.

Item 10. Certification
Not applicable.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2007

Date

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

Signature

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

Name/Title