

NeuroMetrix, Inc.  
Form 8-K  
May 29, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

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Date of Report (Date of earliest event reported): May 26, 2015

**NEUROMETRIX, INC.**  
(Exact name of registrant as specified in charter)

**Delaware**

**001-33351**

**04-3308180**

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(State or other jurisdiction of incorporation) (Commission File Number) (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))

**Item 3.03. Material Modification to Rights of Security Holders.**

The information disclosed in Item 5.03 of this Current Report on Form 8-K is incorporated by reference into this Item 3.03.

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

On May 26, 2015, NeuroMetrix, Inc. (the “Company”) filed with the Delaware Secretary of State a Certificate of Designation of Preferences, Rights and Limitations of Series B Convertible Preferred Stock, that created the Company’s new Series B Convertible Preferred Stock, designated 147,000 shares of the Company’s preferred stock as Series B Convertible Preferred Stock and designated the preferences, rights and limitations of the Series B Convertible Preferred Stock. The Series B Convertible Preferred Stock is non-voting (except to the extent required by law and except for certain consent rights relating to amending the certificate of designation), but ranks senior to the Company’s common stock with respect to distributions upon a deemed dissolution, liquidation or winding-up of the Company.

**Item 9.01**

**Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
3.1	Certificate of Designation of Preferences, Rights and Limitations of Series B Convertible Preferred Stock, par value \$0.001 per share

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: May 29, 2015    /s/ THOMAS T. HIGGINS  
Thomas T. Higgins  
*Senior Vice President, Chief  
Financial Officer  
and Treasurer*