

Edgar Filing: NeuroMetrix, Inc. - Form SC 13G

NeuroMetrix, Inc.
Form SC 13G
February 14, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b),
(c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)
(Amendment No. ____)*

NeuroMetrix, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

641255104

(CUSIP Number)

December 31, 2004

(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 disclosures provided in a prior cover page.

The information required on 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).

(Continued on following pages)

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CUSIP NO. 641255104

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1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Delphi Ventures IV, L.P. ("DV IV")
 Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

5	SOLE VOTING POWER 871,415 shares, except that Delphi Management Partners IV, L.L.C. ("DMP IV"), the general partner of DV IV, may be deemed to have sole power to vote these shares, and James J. Bochnowski ("Bochnowski"), David L. Douglass ("Douglass") and Donald J. Lothrop ("Lothrop"), the managing members of DMP IV, may be deemed to have shared power to vote these shares.
6	SHARED VOTING POWER See response to row 5.
7	SOLE DISPOSITIVE POWER 871,415 shares, except that DMP IV, the general partner of DV IV, may be deemed to have sole power to dispose of these shares, and Bochnowski, Douglass and Lothrop, the managing members of DMP IV, may be deemed to have shared power to dispose of these shares.
8	SHARED DISPOSITIVE POWER See response to row 7.

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	871,415
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	7.2%

12	TYPE OF REPORTING PERSON	PN
----	--------------------------	----

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1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Delphi BioInvestments IV, L.P. ("DBI IV")
 Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

5 SOLE VOTING POWER
 17,965 shares, except that DMP IV, the general partner of DBI IV, may be deemed to have sole power to vote these shares, and Bochnowski, Douglass and Lothrop, the managing members of DMP IV, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER
 See response to row 5.

7 SOLE DISPOSITIVE POWER
 17,965 shares, except that DMP IV, the general partner of DBI IV, may be deemed to have sole power to dispose of these shares, and Bochnowski, Douglass and Lothrop, the managing members of DMP IV, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,965

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.1%

12 TYPE OF REPORTING PERSON PN

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1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Delphi Management Partners IV, L.L.C. ("DMP IV")
 Tax ID Number:

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
889,380 shares, of which 871,415 are directly owned by DV IV and 17,965 are directly owned by DBI IV. DMP IV, the general partner of DV IV and DBI IV, may be deemed to have sole power to vote these shares, and Bochnowski, Douglass and Lothrop, the managing members of DMP IV, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER
See response to row 5.

7 SOLE DISPOSITIVE POWER
889,380 shares, of which 871,415 are directly owned by DV IV and 17,965 are directly owned by DBI IV. DMP IV, the general partner of DV IV and DBI IV, may be deemed to have sole power to dispose of these shares, and Bochnowski, Douglass and Lothrop, the managing members of DMP IV, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 889,380

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.4%

12 TYPE OF REPORTING PERSON 00

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1 NAME OF REPORTING PERSON
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
James J. Bochnowski ("Bochnowski")
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X]

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3	SEC USE ONLY	

4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	U.S. Citizen	

	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
	5	SOLE VOTING POWER 0 shares
	6	SHARED VOTING POWER 889,380 shares, of which 871,415 are directly owned by DV IV and 17,965 are directly owned by DBI IV. Bochnowski is a managing member of DMP IV, the general partner of DV IV and DBI IV, and may be deemed to have shared power to vote these shares.
	7	SOLE DISPOSITIVE POWER 0 shares
	8	SHARED DISPOSITIVE POWER 889,380 shares, of which 871,415 are directly owned by DV IV and 17,965 are directly owned by DBI IV. Bochnowski is a managing member of DMP IV, the general partner of DV IV and DBI IV, and may be deemed to have shared power to dispose of these shares.

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	889,380

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	[]

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	7.4%

12	TYPE OF REPORTING PERSON	IN

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1	NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON David L. Douglass ("Douglass") Tax ID Number:	

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [] (b) [X]

3	SEC USE ONLY	

4	CITIZENSHIP OR PLACE OF ORGANIZATION	

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U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares
	6	SHARED VOTING POWER 889,380 shares, of which 871,415 are directly owned by DV IV and 17,965 are directly owned by DBI IV. Douglass is a managing member of DMP IV, the general partner of DV IV and DBI IV, and may be deemed to have shared power to vote these shares.
	7	SOLE DISPOSITIVE POWER 0 shares
	8	SHARED DISPOSITIVE POWER 889,380 shares, of which 871,415 are directly owned by DV IV and 17,965 are directly owned by DBI IV. Douglass is a managing member of DMP IV, the general partner of DV IV and DBI IV, and may be deemed to have shared power to dispose of these shares.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 889,380	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.4%	
12	TYPE OF REPORTING PERSON IN	

CUSIP NO. 641255104 13 G Page 7 of 14 Pages

1	NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Donald J. Lothrop ("Lothrop") Tax ID Number:
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X]
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen

NUMBER OF

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SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares	
	6	SHARED VOTING POWER 889,380 shares, of which 871,415 are directly owned by DV IV and 17,965 are directly owned by DBI IV. Lothrop is a managing member of DMP IV, the general partner of DV IV and DBI IV, and may be deemed to have shared power to vote these shares.	
	7	SOLE DISPOSITIVE POWER 0 shares	
	8	SHARED DISPOSITIVE POWER 889,380 shares, of which 871,415 are directly owned by DV IV and 17,965 are directly owned by DBI IV. Lothrop is a managing member of DMP IV, the general partner of DV IV and DBI IV, and may be deemed to have shared power to dispose of these shares.	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		889,380
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		[]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		7.4%
12	TYPE OF REPORTING PERSON		IN

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ITEM 1(A). NAME OF ISSUER:

NeuroMetrix, Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

62 Fourth Avenue
Waltham, MA 02451

ITEM 2(A). NAME OF PERSONS FILING:

This statement is filed by Delphi Ventures IV, L.P., a Delaware limited partnership ("DV IV"), Delphi BioInvestments IV, L.P., a Delaware limited partnership ("DBI IV"), Delphi Management Partners IV, L.L.C., a Delaware limited liability company ("DMP IV") and the general partner of DV IV and DBI IV, James J. Bochnowski ("Bochnowski"), David L. Douglass ("Douglass") and Donald J. Lothrop ("Lothrop"), the managing members of DMP IV. The foregoing entities and individuals are collectively referred to as the "Reporting Persons".

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DMP IV is the general partner of DV IV and DBI IV and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by DV IV and DBI IV. Bochnowski, Douglass and Lothrop are the managing members of DMP IV and may be deemed to have shared power to vote and shared power to dispose of the shares of the issuer directly owned by DV IV and DBI IV.

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE:

The address of the principal business office for each of the Reporting Persons is:

Delphi Ventures
3000 Sand Hill Road
Building 1 - Suite 135
Menlo Park, CA 94025

ITEM 2(C) CITIZENSHIP:

DV IV and DBI IV are Delaware limited partnerships. DMP IV is a Delaware limited liability company. Bochnowski, Douglass and Lothrop are United States citizens.

ITEM 2(D) AND ITEM 2(E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER:

Common Stock
CUSIP # 641255104

ITEM 3. Not Applicable.

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ITEM 4. OWNERSHIP:

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2004:

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

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(ii) Shared power to vote or to direct the

vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the

disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the

disposition of:

See Row 8 of cover page for each Reporting Person.

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:

Under certain circumstances set forth in the limited partnership agreements of DV IV and DBI IV, and the limited liability company agreement of DMP IV, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not applicable.

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ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

Not applicable.

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ITEM 10. CERTIFICATION:

Not applicable.

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SIGNATURES

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.

Dated: February 11, 2005

DELPHI VENTURES IV, L.P., a Delaware
Limited Partnership

By: Delphi Management Partners IV, L.L.C.,
a Delaware Limited Liability Company
Its General Partner

By: /s/ James J. Bochnowski

James J. Bochnowski,
Member

DELPHI BIOINVESTMENTS IV, L.P., a Delaware
Limited Partnership

By: Delphi Management Partners IV, L.L.C.,
a Delaware Limited Liability Company
Its General Partner

By: /s/ James J. Bochnowski

James J. Bochnowski,
Member

DELPHI MANAGEMENT PARTNERS IV, L.L.C.,
a Delaware Limited Liability Company

By: /s/ James J. Bochnowski

James J. Bochnowski,

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Member

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JAMES J. BOCHNOWSKI

By: /s/ James J. Bochnowski

James J. Bochnowski

DAVID L. DOUGLASS

By: /s/ David L. Douglass

David L. Douglass

DONALD J. LOTHROP

By: /s/ Donald J. Lothrop

Donald J. Lothrop

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EXHIBIT INDEX

Exhibit -----	Found on Sequentially Numbered Page -----
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EXHIBIT A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Neometrix Technology Group, Inc. shall be filed on behalf of each of the undersigned and that this Agreement

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shall be filed as an exhibit to such Schedule 13G.

Date: February 11, 2005

February 11, 2005

DELPHI MANAGEMENT PARTNERS IV, L.L.C.,
a Delaware Limited Liability Company

By: /s/ James J. Bochnowski

James J. Bochnowski, Member

February 11, 2005

DELPHI VENTURES IV, L.P.,
a Delaware Limited Partnership

By: Delphi Management Partners IV, L.L.C.,
a Delaware Limited Liability Company
Its General Partner

By: /s/ James J. Bochnowski

James J. Bochnowski, Member

February 11, 2005

DELPHI BIOINVESTMENTS IV, L.P.,
a Delaware Limited Partnership

By: Delphi Management Partners IV, L.L.C.,
a Delaware Limited Liability Company
Its General Partner

By: /s/ James J. Bochnowski

James J. Bochnowski, Member

February 11, 2005

By: /s/ James J. Bochnowski

James J. Bochnowski

February 11, 2005

By: /s/ David L. Douglass

David L. Douglass

February 11, 2005

By: /s/ Donald J. Lothrop

Donald J. Lothrop