

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

NeuroMetrix, Inc.  
Form SC 13G  
February 09, 2011

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES  
13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED

PURSUANT TO RULE 13d-2(b)  
(Amendment No. )

Neurometrix, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$0.0001 per share

-----  
(Title of Class of Securities)

641255104

-----  
(CUSIP Number)

October 13, 2010

-----  
(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)

CUSIP No. 641255104  
-----

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

(1) GRT Capital Partners, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,357,425

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,357,425

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,357,425

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.88%

12. TYPE OF REPORTING PERSON

IA

-----

(1) GRT Capital Partners, L.L.C. may be deemed to be the beneficial owner of such securities by virtue of its role as the investment manager of the investment funds which own such securities.

CUSIP No. 641255104

-----

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

(1) GRT Health Care GP, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

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

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,091,615

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,091,615

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,091,615

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.73%

12. TYPE OF REPORTING PERSON

OO

-----

(1) GRT Health Care GP, L.L.C. may be deemed to be the beneficial owner of such securities by virtue of its role as the general partner of the investment fund which owns such securities.

CUSIP No. 641255104

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

GRT Health Care, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,091,615

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,091,615

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,091,615

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.73%

12. TYPE OF REPORTING PERSON

PN

CUSIP No. 641255104

-----

Item 1(a). Name of Issuer:

Neurometrix, Inc.

-----

Item 1(b). Address of Issuer's Principal Executive Offices:

62 Fourth Avenue  
Waltham, Massachusetts 02451

-----

Item 2(a). Name of Person Filing:

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

GRT Capital Partners, L.L.C.  
GRT Health Care GP, L.L.C.  
GRT Health Care, L.P.

---

Item 2(b). Address of Principal Business Office, or if None, Residence:

GRT Capital Partners, L.L.C.  
50 Milk Street, Floor 21  
Boston, MA 02109

GRT Health Care GP, L.L.C.  
50 Milk Street, Floor 21  
Boston, MA 02109

GRT Health Care, L.P.  
50 Milk Street, Floor 21  
Boston, MA 02109

---

Item 2(c). Citizenship:

GRT Capital Partners, L.L.C. - Delaware limited liability company  
GRT Health Care GP, L.L.C. - Delaware limited liability company  
GRT Health Care, L.P. - Delaware limited partnership

---

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.0001 per share

---

Item 2(e). CUSIP Number:

641255104

---

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment

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

Company Act;

(j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

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:

GRT Capital Partners, L.L.C. - 1,357,425  
GRT Health Care GP, L.L.C. - 1,091,615  
GRT Health Care, L.P. - 1,091,615

---

(b) Percent of class:

GRT Capital Partners, L.L.C. - 5.88%  
GRT Health Care GP, L.L.C. - 4.73%  
GRT Health Care, L.P. - 4.73%

---

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

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

GRT Capital Partners, L.L.C. - 0  
GRT Health Care GP, L.L.C. - 0  
GRT Health Care, L.P. - 0

---

(ii) Shared power to vote or to direct the vote

GRT Capital Partners, L.L.C. - 1,357,425  
GRT Health Care GP, L.L.C. - 1,091,615  
GRT Health Care, L.P. - 1,091,615

---

(iii) Sole power to dispose or to direct the disposition of

GRT Capital Partners, L.L.C. - 0  
GRT Health Care GP, L.L.C. - 0  
GRT Health Care, L.P. - 0

---

(iv) Shared power to dispose or to direct the disposition of

GRT Capital Partners, L.L.C. - 1,357,425  
GRT Health Care GP, L.L.C. - 1,091,615  
GRT Health Care, L.P. - 1,091,615

---

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date

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

hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities check the following [X].

On November 15, 2010, GRT Health Care, L.P. and GRT Health Care GP, L.L.C. became the beneficial owners of more than five percent of the class of securities. As of the date hereof, GRT Health Care, L.P. and GRT Health Care GP, L.L.C. cease to be the beneficial owners of more than five percent of the class of securities.

-----  
Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A  
-----

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or Control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A  
-----

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to ss.240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to ss.240.13d-1(c) or ss.240.13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A  
-----

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A  
-----

Item 10. Certifications.

By signing below the Reporting Person certifies that, to the best of his

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

knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

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 9, 2011

-----  
(Date)

GRT Capital Partners, L.L.C.\*

By: /s/ Timothy A. Krochuk

-----  
Name: Timothy A. Krochuk  
Title: Authorized Person

GRT Health Care GP, L.L.C.\*

By: /s/ Timothy A. Krochuk

-----  
Name: Timothy A. Krochuk  
Title: Authorized person

GRT Health Care, L.P.\*

By: /s/ Timothy A. Krochuk

-----  
Name: Timothy A. Krochuk  
Title: Authorized Person

\* The Reporting Person disclaims beneficial ownership over the securities reported herein except to the extent of the reporting persons' pecuniary interest therein.

EXHIBIT A

AGREEMENT



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

The undersigned agree that this Schedule 13G dated February 9, 2011 relating to the Common Stock of NeuroMetrix, Inc. shall be filed on behalf of the undersigned.

GRT Capital Partners, L.L.C.

By: /s/ Timothy A. Krochuk  
-----

Name: Timothy A. Krochuk  
Title: Authorized Person

GRT Health Care GP, L.L.C.

By: /s/ Timothy A. Krochuk  
-----

Name: Timothy A. Krochuk  
Title: Authorized person

GRT Health Care, L.P.

By: /s/ Timothy A. Krochuk  
-----

Name: Timothy A. Krochuk  
Title: Authorized Person

SK 03781 0017 1169609