

NeuroMetrix, Inc.  
Form 8-K  
March 14, 2006

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **March 7, 2006**

**NEUROMETRIX, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**000-50856**  
Commission file number

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

**62 Fourth Avenue**  
**Waltham, Massachusetts 02451**

(Address of principal executive offices) (Zip code)

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Registrant's telephone number, including area code: **(781) 890-9989**

(Former name or former address, if changed since last report)

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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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01**

**Entry into a Material Definitive Agreement.**

On March 7, 2006, the Compensation Committee of the Board of Directors of NeuroMetrix, Inc. (the Company ) determined the following compensation information for certain executive officers of the Company regarding base salary levels for 2006. This compensation information is as follows:

| <b>Name</b>                 | <b>Title</b>                                    | <b>2006 Salary</b> |
|-----------------------------|---|--------------------|
| Shai N. Gozani, M.D., Ph.D. | Chairman, President and Chief Executive Officer | \$ 262,500         |
| Gary Gregory                | Chief Operating Officer                         | \$ 246,750         |
| W. Bradford Smith           | Chief Financial Officer                         | \$ 231,000         |
| Guy Daniello                | Senior Vice President of Information Technology | \$ 190,181         |
| Michael Williams            | Senior Vice President of Engineering            | \$ 198,450         |

SIGNATURE

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.

Dated: March 14, 2006

By: /s/ Shai N. Gozani, M.D., Ph.D.  
Shai N. Gozani, M.D., Ph.D.  
Chairman, President and Chief Executive Officer