

Backus John C
Form 4
October 26, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
NEW ATLANTIC VENTURE
FUND III L P

(Last) (First) (Middle)

11911 FREEDOM DRIVE, SUITE
1080

(Street)

RESTON, VA 20190

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HealthWarehouse.com, Inc. [HEWA]

3. Date of Earliest Transaction
(Month/Day/Year)
10/17/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Series C Non Convertible Preferred Stock	10/17/2011		P ⁽¹⁾		9,539 ⁽²⁾	A	\$ 100
					9,539		
Series C Non Convertible Preferred Stock	10/17/2011		P ⁽¹⁾		354 ⁽³⁾	A	\$ 100
					354		
Series C Non Convertible Preferred Stock	10/17/2011		P ⁽¹⁾		107 ⁽⁴⁾	A	\$ 100
					107		

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Series C Non Convertible Preferred Stock	9,893	I	See Footnote (5)
Series C Non Convertible Preferred Stock	10,000	I	See Footnote (6)
Series C Non Convertible Preferred Stock	10,000	I	See Footnote (7)
Series C Non Convertible Preferred Stock	9,893	I	See Footnote (8)
Series C Non Convertible Preferred Stock	9,893	I	See Footnote (9)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrant to Purchase Common Stock (Right to buy)	\$ 2.9	10/17/2011		A ⁽¹⁰⁾		257,544		<u>(10)</u>	<u>(10)</u>	Common Stock	257,544
	\$ 2.9	10/17/2011		A ⁽¹⁰⁾				<u>(10)</u>	<u>(10)</u>		9,568

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Warrant to Purchase Common Stock (Right to buy)				9,568 <u>(12)</u>				Common Stock	
Warrant to Purchase Common Stock (Right to buy)	\$ 2.9	10/17/2011	A ⁽¹⁰⁾	2,888 <u>(13)</u>	<u>(10)</u>	<u>(10)</u>		Common Stock	2,888
Warrant to Purchase Common Stock (Right to buy)	<u>(10)</u>				<u>(10)</u>	<u>(10)</u>		Common Stock	267,112
Warrant to Purchase Common Stock (Right to buy)	<u>(10)</u>				<u>(10)</u>	<u>(10)</u>		Common Stock	270,000
Warrant to Purchase Common Stock (Right to buy)	<u>(10)</u>				<u>(10)</u>	<u>(10)</u>		Common Stock	270,000
Warrant to Purchase Common Stock (Right to buy)	<u>(10)</u>				<u>(10)</u>	<u>(10)</u>		Common Stock	267,112
Warrant to Purchase Common Stock	<u>(10)</u>				<u>(10)</u>	<u>(10)</u>		Common Stock	267,112

(Right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEW ATLANTIC VENTURE FUND III L P 11911 FREEDOM DRIVE SUITE 1080 RESTON, VA 20190	X	X		
NAV MANAGERS FUND LLC 11911 FREEDOM DRIVE SUITE 1080 RESTON, VA 20190				affiliate of Fund III
NEW ATLANTIC ENTREPRENEUR FUND III LP 11911 FREEDOM DRIVE SUITE 1080 RESTON, VA 20190				affiliate of Fund III
NEW ATLANTIC FUND III LLC 11911 FREEDOM DRIVE SUITE 1080 RESTON, VA 20190			X	
Backus John C 11911 FREEDOM DRIVE SUITE 1080 RESTON, VA 20190			X	
Hixon Todd L 11911 FREEDOM DRIVE SUITE 1080 RESTON, VA 20190			X	
Johnson Scott M 11911 FREEDOM DRIVE SUITE 1080 RESTON, VA 20190			X	
Delistathis Thanasis 11911 FREEDOM DRIVE SUITE 1080 RESTON, VA 20190			X	

Signatures

New Atlantic Venture Fund III, L.P., By: New Atlantic Fund III, LLC (General Partner), By: /s/ John C. Backus, Title: Managing Member

10/26/2011

**Signature of Reporting Person

Date

NAV Managers Fund, LLC, By: /s/ Todd L. Hixon, Title: Member

10/26/2011

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<u>Signature of Reporting Person</u>	Date
New Atlantic Entrepreneur Fund III, L.P., By: New Atlantic Fund III, LLC (General Partner), By: /s/ John C. Backus, Title: Managing Member	10/26/2011
<u>Signature of Reporting Person</u>	Date
New Atlantic Fund III, LLC, By: /s/ John C. Backus, Title: Managing Member	10/26/2011
<u>Signature of Reporting Person</u>	Date
/s/ John C. Backus	10/26/2011
<u>Signature of Reporting Person</u>	Date
/s/ Todd L. Hixon	10/26/2011
<u>Signature of Reporting Person</u>	Date
/s/ Scott M. Johnson	10/26/2011
<u>Signature of Reporting Person</u>	Date
/s/ Thanasis Delistathis	10/26/2011
<u>Signature of Reporting Person</u>	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On October 17, 2011, New Atlantic Venture Fund III, L.P, a Delaware limited partnership ("Fund III"), New Atlantic Entrepreneur Fund, L.P., a Delaware limited partnership ("Entrepreneur Fund") and NAV Managers Fund, LLC, a Delaware limited liability company ("Managers Fund") acquired, in the aggregate, 10,000 shares of Series C Non Convertible Preferred Stock ("Preferred Stock") of the Issuer in a directly negotiated transaction at an aggregate purchase price of \$1,000,000. Fund III purchased 9,539 shares of Preferred Stock of the Issuer, Entrepreneur Fund purchased 354 shares of Preferred Stock of the Issuer and Managers Fund purchased 107 shares of Preferred Stock of the Issuer.
- (2) Represents shares owned directly by Fund III.
- (3) Represents shares owned directly by Entrepreneur Fund.
- (4) Represents shares owned directly by Managers Fund.
- (5) Represents shares of Preferred Stock held indirectly by New Atlantic Fund III, LLC (the "General Partner"), the General Partner of Fund III and Entrepreneur Fund.
- (6) Represents 9539 shares of Preferred Stock held indirectly by Mr. Backus in Fund III, 354 shares of Preferred Stock held indirectly by Mr. John Backus in Entrepreneur Fund, and 107 shares of Preferred Stock held indirectly by Mr. Backus in Managers Fund.
- (7) Represents 9539 shares of Preferred Stock held indirectly by Mr. Hixon in Fund III, 354 shares of Preferred Stock held indirectly by Mr. Todd Hixon in Entrepreneur Fund, and 107 shares of Preferred Stock held indirectly by Mr. Hixon in Managers Fund.
- (8) Represents 9539 shares of Preferred Stock held indirectly by Mr. Johnson in Fund III, and 354 shares of Preferred Stock held indirectly by Mr. Scott Johnson in Entrepreneur Fund.
- (9) Represents 9539 shares of Preferred Stock held indirectly by Mr. Delistathis in Fund III, and 354 shares of Preferred Stock held indirectly by Mr. Thanasis Delistathis in Entrepreneur Fund.
- (10) In connection with the Preferred Stock Purchase, on October 17, 2011, Fund III received an immediately exercisable 5-year warrant to purchase 257,544 shares of Issuer's Common Stock, Entrepreneur Fund received a warrant to purchase 9,568 shares of Issuer's Common Stock and Managers Fund received a warrant to purchase 2,888 shares of Issuer's Common Stock (collectively, the "Warrants"). Each warrant is exercisable at a price of \$2.90 per share.
- (11) Represents Warrants owned directly by Fund III.
- (12) Represents Warrants owned directly by Entrepreneur Fund.
- (13) Represents Warrants owned directly by Managers Fund.
- (14) Represents warrants owned indirectly by the General Partner.

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- (15) Represents warrants owned indirectly by Mr. Backus.
- (16) Represents warrants owned indirectly by Mr. Hixon.
- (17) Represents warrants owned indirectly by Mr. Johnson.
- (18) Represents warrants owned indirectly by Mr. Delistathis.

Remarks:

This is a joint filing by (i) Fund III, (ii) Managers Fund, an affiliate of Fund III which is member managed, (iii) Entrepreneur Fund, an affiliate of Fund III; (iv) New Atlantic Fund III, LLC which is the General Partner of Fund III and Entrepreneur Fund; (v) John C. Backus, a United States citizen ("Backus"), (vi) Todd L. Hixon ("Hixon"), a United States citizen, (vii) Scott M. Johnson ("Johnson"), a United States citizen and (viii) Thanasis Delistathis ("Delistathis"), a United States citizen. Messrs. Backus, Hixon, Johnson and Delistathis are the managing members of the General Partner. Mr. Hixon and Mr. Backus, as trustee of the John C. Backus, Jr. Irrevocable Trust, are members of Managers Fund.

Messrs. Backus, Hixon, Johnson and Delistathis, share voting and investment control over all securities owned by Fund III, Entrepreneur Fund and the General Partner. The John C. Backus, Jr. Irrevocable Trust, John C. Backus, Trustee and Todd Hixon share voting and investment control over the securities owned by Managers Fund. Each of Messrs. Backus, Hixon, Johnson and Delistathis disclaims ownership of the shares held directly by Fund III, the General Partner and Entrepreneur Fund except to the extent of their pecuniary interest therein. Messrs. Backus and Hixon disclaim beneficial ownership of the shares held directly by Managers Fund except to the extent of their pecuniary interest therein. The General Partner disclaims beneficial ownership of shares held directly by Fund III and Entrepreneur Fund except to the extent of its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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