

HealthWarehouse.com, Inc.  
Form 8-K  
July 02, 2012

**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): June 28, 2012

HealthWarehouse.com, Inc.  
(Exact Name of Registrant as Specified in Charter)

Delaware	0-13117	22-2413505
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

7107 Industrial Road  
Florence, Kentucky 41042  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (513) 618-0911

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

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:

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 DFR 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 3.02. Unregistered Sales of Equity Securities.**

On May 2, 2012, two former consultants exercised options to purchase a total of 8,332 shares of the Company's common stock. The options were issued under the Company's 2009 Incentive Compensation Plan. The exercise price was \$2.80 per share for 4,166 shares, and \$3.60 per share for 4,166 shares. The issuance of the common stock upon exercise of the options was made without registration in reliance on the exemption from registration afforded by Section 4(2) under the Securities Act of 1933 and corresponding provisions of state securities laws, which exempt transactions by an issuer not involving any public offering.

On June 28, 2012, three holders of warrants issued to them in connection with prior equity or debt financing transactions, elected to exercise all of their warrants on a "cashless" basis under the terms of the warrants. Warrants to purchase a total of 2,353,744 were exercised. HWH Lending, LLC received a total of 716,484 net shares of common stock from the cashless exercise. Milfam I, L.P. received a total of 716,484 net shares of common stock from the cashless exercise. A third accredited investor received a total of 32, 610 net shares of common stock from the cashless exercise. The warrants had exercise prices of \$1.60 per share (471,628 net shares), \$3.00 per share (701,388 net shares) and \$2.90 per share (292,562 net shares). The issuance of the common stock upon exercise of the warrants was made without registration in reliance on the exemptions from registration afforded by Rule 506 of Regulation D and by Section 4(2) under the Securities Act of 1933 and corresponding provisions of state securities laws, which exempt transactions by an issuer not involving any public offering.

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 thereunto duly authorized.

Date: July 2, 2012 **HEALTHWAREHOUSE.COM, INC.**

By: /s/ Lalit Dhadphale  
Lalit Dhadphale  
President and Chief Executive Officer