

MILLER LLOYD I III
Form SC 13D/A
September 09, 2011

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 13D/A
(Rule 13d-101)
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a)
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)
(Amendment No. 2)
HealthWarehouse.com, Inc.**

(Name of Issuer)
Common Stock

(Title of Class of Securities)
46205P100

(CUSIP Number)

Lloyd I. Miller, III, 4550 Gordon Drive, Naples, Florida, 34102 (Tel.) (239) 262-8577

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)
September 2, 2011

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box o.
Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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¹ 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 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*).

CUSIP No. 46205P100

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NAME OF REPORTING PERSON

1

Lloyd I. Miller, III

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS*

4

PF-AF-OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

7

NUMBER OF 2,255,338

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

-0-

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 2,255,338

WITH SHARED DISPOSITIVE POWER

10

-0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,255,338*

11 * The shares reported herein consist of (i) warrants to purchase 312,500 shares of common stock at an exercise price of \$1.60 per share, (ii) a warrant to purchase 585,808 shares of common stock at an exercise price of \$3.00 per share, (iii) 165,774 shares of Series B Preferred Stock, with each share of Series B Preferred Stock convertible into 5 shares of common stock, (iv) convertible notes in the amount of \$525,718.74, which are convertible into shares of Series B Preferred Stock at a price of \$9.45 per share, with each share of Series B Preferred Stock convertible into 5 shares of common stock, and (v) a warrant to purchase 250,000 shares of common stock at an exercise price of \$2.90 per share.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

18.5%

14 TYPE OF REPORTING PERSON*

IN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D/A2

This constitutes Amendment No. 2 (the Amendment No. 2) to the statement on Schedule 13D filed on behalf of Lloyd I. Miller III (Miller or the Reporting Person), dated and filed November 18, 2010 (the Statement), relating to the shares (Shares) of common stock (the Common Stock) of HealthWarehouse.com, Inc. (the Company or Issuer). The Company's principal executive offices are located at 7107 Industrial Road, Florence, Kentucky 41042. Unless specifically amended or modified hereby, the disclosure set forth in the Statement shall remain unchanged.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Statement is hereby amended and restated in its entirety as follows:

Miller is the manager of Milfam LLC (Milfam LLC), an Ohio limited liability company established pursuant to the Operating Agreement of Milfam LLC, dated as of December 10, 1996. Milfam LLC is the general partner of Milfam I L.P. (Milfam I), a Georgia limited partnership established pursuant to the Partnership Agreement for Milfam I L.P., dated December 11, 1996. All of the Shares of Common Stock that Miller is deemed to beneficially own as the manager of the general partner of Milfam I were purchased with money contributed to Milfam I by its partners or money generated and held by Milfam I. The aggregate purchase price for the Sshares of Common Stock purchased by Milfam I was \$3,538,338.00.

Item 4. Purpose of the Transaction

Item 4 of the Statement is hereby amended and restated in its entirety as follows:

The shares of Common Stock covered by this Statement were acquired by the Reporting Person for investment purposes in the ordinary course of his business as an investor. Miller has previously disclosed the following:

On November 8, 2010, Milfam I, along with three other investors (collectively, the Investors), entered into a Securities Purchase Agreement (filed as Exhibit 10.1 to the Issuer's Form 8-K filed November 12, 2010, the Purchase Agreement) and a Loan and Security Agreement (filed as Exhibit 10.2 to the Issuer's Form 8-K filed November 12, 2010, the Loan Agreement) and an Investor Rights Agreement (the Investor Rights Agreement and together with the Purchase Agreement and the Loan Agreement, the Agreements) with the Issuer, pursuant to which, among other things, the Issuer sold an aggregate of 349,392 newly authorized shares of \$0.001 par value Series B preferred stock (the Series B Preferred Stock) to the Investors. Under the Agreements, Milfam I purchased (i) 165,774 of Series B preferred stock (the Series B Preferred Stock) at a price of \$9.45 per share, (ii) a convertible note (filed as Exhibit 4.2 to the Issuer's Form 8-K filed November 12, 2010, the Convertible Note) in the aggregate principal amount of \$500,000, and (iii) an immediately exercisable warrant to purchase 585,808 shares of Issuer common stock (in the form filed as Exhibit as Exhibit 4.1 to the Issuer's Form 8-K filed November 12, 2010, the \$3.00 Warrant). Immediately prior to the closing under the Agreements, Miller also purchased immediately exercisable warrants to purchase 312,500 shares of Common Stock (originally filed as Exhibit 4.3 to the Issuer's Form 10-K filed April 15, 2010 and Exhibit 4.4 to the Issuer's Form 8-K filed May 5, 2010, respectively, the \$1.60 Warrants) from one of the Investors. Each share of Series B Preferred Stock is convertible at any time into 5 shares of Common Stock. The Convertible Note may be converted at any time into shares of Series B Preferred Stock at a price of \$9.45 per share.

Under the terms of the Certificate of Designation of Preferences, Rights and Limitations with respect to the Series B Preferred Stock, filed on November 8, 2010, and subject to the terms of the Investor Rights Agreement, holders of a majority of the Series B Preferred Stock have the right to appoint a member of the Issuer's board of directors.

Amendment No. 1 to the Statement was filed on August 23, 2011, to report that since the filing of the Statement, a material change occurred in the percentage of the shares of Common Stock beneficially owned by Mr. Miller, mainly as a result of a change in the aggregate number of outstanding shares.

This Amendment No. 2 is being filed to report that on September 2, 2011, Milfam I, along with one other investor (collectively, the Investors), entered into a Loan and Security Agreement (filed as Exhibit 10.1 to the Issuer's Form 8-K filed September 6, 2011, the Loan Agreement) with the Issuer. Under the Agreement, Milfam I purchased (i) a non-convertible note (filed as Exhibit 4.3 to the Issuer's Form 8-K filed September 6, 2011, the Non-Convertible Note) in the aggregate principal amount of \$1,500,000, and (iii) an immediately exercisable warrant to purchase 250,000 shares of Issuer common stock (filed as Exhibit 4.4 to the Issuer's Form 8-K filed September 6, 2011, the Warrant).

Except as described above in this Item 4 and herein, the Reporting Person does not currently have any specific plans or proposals that relate to or would result in any of the actions or events specified in clauses (a) through (j) of Item 4 of Schedule 13D. The Reporting Person reserves the right to change plans and take any and all actions that the Reporting Person may deem appropriate to maximize the value of his investments, including, among other things, purchasing or otherwise acquiring additional securities of the Company, selling or otherwise disposing of any securities of the Company beneficially owned by him, in each case in the open market or in privately negotiated transactions or formulating other plans or proposals regarding the Company or its securities to the extent deemed advisable by the Reporting Person in light of his general investment policies, market conditions, subsequent developments affecting the Company and the general business and future prospects of the Company. The Reporting Person may take any other action with respect to the Company or any of the Company's debt or equity securities in any manner permitted by applicable law.

Item 5. Interest in Securities of the Issuer

Item 5 of the Statement is hereby amended and restated in its entirety as follows:

(a) Miller may be deemed to beneficially own 2,255,338 Shares of Common Stock, which is equal to 18.5% of the 12,159,052 outstanding Shares. Pursuant to Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended, the 12,159,052 outstanding Shares is the sum of the following amounts: (i) 9,903,714 outstanding Shares of Common Stock, as set forth in the Company's Form PRE 14C filed on September 7, 2011, (ii) warrants to purchase 312,500 Shares of Common Stock at an exercise price of \$1.60 per Share, (iii) a warrant to purchase 585,808 Shares of Common Stock at an exercise price of \$3.00 per Share, (iv) 165,774 Shares of Series B Preferred Stock, with each Share of Series B Preferred Stock convertible at any time into 5 Shares of Common Stock, (v) Convertible Notes in the aggregate principal amount of \$525,718.74, which are convertible into Shares of Series B Preferred Stock at a price of \$9.45 per Share, with each Share of Series B Preferred Stock convertible into 5 Shares of common stock, and (v) a warrant to purchase 250,000 Shares of Common Stock at an exercise price of \$2.90 per Share. As of the date hereof, 2,255,338 of the Shares of Common Stock beneficially owned by Miller are owned of record by Milfam I.

(b) Miller may be deemed to have sole voting and dispositive power for all such shares held of record by Milfam I.

(c) The following table details the transactions effected by Miller since the filing of Amendment No. 1 to the statement.

Milfam I L.P.

Date of Transaction	Number of Shares Purchased	Price Per Share
September 2, 2011	250,000	*

* On September 2, 2011, per the Loan Agreement, Milfam I received a warrant which is exercisable for an aggregate of 250,000 Shares of Common Stock at an exercise price of \$2.90 per share.

(d) Persons other than Miller have the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of, the reported securities.

(e) Not Applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Statement is hereby amended and supplemented by adding the following at the end thereof:

As more specifically described in Item 4 herein, Milfam I is a party to the Loan Agreement, the Non-Convertible Note and the Warrant.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Statement is hereby amended and restated in its entirety as follows:

- Exhibit 99.1- Securities Purchase Agreement, dated as of November 8, 2010, by and between HealthWarehouse.com, Inc. and the parties listed therein (Filed as Exhibit Number 10.1 to Form 8-K by HealthWarehouse.com, Inc. with the Securities and Exchange Commission on November 12, 2010 and incorporated herein by reference).
- Exhibit 99.2- Loan and Security Agreement dated as of November 8, 2010, by and between HealthWarehouse.com, Inc. and the parties listed therein (Filed as Exhibit Number 10.2 to Form 8-K by HealthWarehouse.com, Inc. with the Securities and Exchange Commission on November 12, 2010 and incorporated herein by reference).
- Exhibit 99.3- Investor Rights Agreement dated as of November 8, 2010, by and between HealthWarehouse.com, Inc. and the parties listed therein (Filed as Exhibit Number 10.3 to Form 8-K by HealthWarehouse.com, Inc. with the Securities and Exchange Commission on November 12, 2010 and incorporated herein by reference).
- Exhibit 99.4- 7% Senior Secured Convertible Promissory Note, dated as of November 8, 2010, by and between HealthWarehouse.com, Inc. and Milfam I L.P. (Filed as Exhibit Number 4.2 to Form 8-K by HealthWarehouse.com, Inc. with the Securities and Exchange Commission on November 12, 2010 and incorporated herein by reference).
- Exhibit 99.5- Common Stock Purchase Warrant, dated as of November 8, 2010, by and between HealthWarehouse.com, Inc. and Milfam I L.P. (Filed as Exhibit Number 4.1 to Form 8-K by HealthWarehouse.com, Inc. with the Securities and Exchange Commission on November 12, 2010 and incorporated herein by reference).
- Exhibit 99.6- Loan and Security Agreement dated as of September 2, 2011, by and between HealthWarehouse.com, Inc. and the parties listed therein (Filed as Exhibit Number 10.1 to Form 8-K by HealthWarehouse.com, Inc. with the Securities and Exchange Commission on September 6, 2011 and incorporated herein by reference).
- Exhibit 99.7- 7% Senior Secured Non-Convertible Promissory Note, dated as of September 2, 2011, by and between HealthWarehouse.com, Inc. and Milfam I L.P. (Filed as Exhibit Number 4.3 to Form 8-K by HealthWarehouse.com, Inc. with the Securities and Exchange Commission on September 6, 2011 and incorporated herein by reference).
- Exhibit 99.8- Common Stock Purchase Warrant, dated as of September 2, 2011, by and between HealthWarehouse.com, Inc. and Milfam I L.P. (Filed as Exhibit Number 4.4 to Form 8-K by HealthWarehouse.com, Inc. with the Securities and Exchange Commission on September 6, 2011 and incorporated herein by reference).
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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: September 9, 2011

By: /s/ Lloyd I. Miller, III
Lloyd I. Miller, III