

MILLER LLOYD I III
Form SC 13D/A
May 15, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 9)

HealthWarehouse.com, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

42227G202

(CUSIP Number)

Lloyd I. Miller, III

222 Lakeview Avenue

Suite 160-365

West Palm Beach, Florida 33401

(561) 287-5399

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

May 7, 2013

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report this acquisition that is the subject of this Schedule 13D, and is filing this Schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box:

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

SCHEDULE 13D/A9

CUSIP No.

42227G202

NAME OF REPORTING
PERSON

1 I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON
(ENTITIES ONLY)
Lloyd I. Miller, III

2 CHECK
THE
APPROPRIATE
BOX IF A
MEMBER (a) x
OF A
GROUP
(SEE
INSTRUCTIONS)

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS
(SEE INSTRUCTIONS)
PF-AF-OO

5 CHECK BOX IF ..
DISCLOSURE OF
LEGAL
PROCEEDINGS IS
REQUIRED

**PURSUANT TO
ITEMS 2(d) OR 2(e)**

6 CITIZENSHIP OR PLACE
OF ORGANIZATION
UNITED STATES

NUMBER OF **7** SOLE
VOTING
POWER
J,176,015
SHARES

BENEFICIALLY **8** SHARED
VOTING
POWER
-0-
OWNED BY
EACH

REPORTING **9** SOLE
DISPOSITIVE
POWER
J,176,015
PERSON
WITH

10 SHARED
DISPOSITIVE
POWER
-0-

AGGREGATE AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
2,176,015*

11 * The shares reported
herein consist of (i)
716,484 shares of common
stock, and (ii) 189,796
shares of Series B
Preferred Stock, with each
share of Series B Preferred
Stock convertible into 7.69
shares of common stock.

12

CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)
8.3%¹

14 TYPE OF REPORTING
PERSON
IN

¹ The percentages reported in this Schedule 13D/A are based upon 26,279,301 outstanding shares of Common Stock (as described in Item 5 hereof).

SCHEDULE 13D/A9

This constitutes Amendment No. 9 (the "Amendment No. 9") to the statement on Schedule 13D filed on behalf of Lloyd I. Miller III ("Miller" or "Reporting Person"), dated and filed November 18, 2010 (the "Miller Statement"), relating to the shares ("Shares") of common stock (the "Common Stock") of HealthWarehouse.com, Inc. (the "Company" or the "Issuer"). Miller and Karen Singer ("Singer") may be deemed to be a part of a "group" pursuant to Rule 13d-5(b)(1) of the Securities Exchange Act of 1934, as amended, with respect to certain corporate governance matters relating to the Company.

This Amendment No. 9 amends the Miller Statement and all previously filed amendments thereto, including certain Joint Amendments amending (i) the Miller Statement filed on behalf of Miller and (ii) the statement on Schedule 13D filed on behalf of Singer dated November 18, 2010 (the "Singer Statement"). For the avoidance of doubt, this Amendment No. 9 is only filed with respect to Miller and the Miller Statement, as amended, and no disclosure included herein shall be deemed to relate to or be attributed to Singer.² 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 Miller Statement (as amended) shall remain unchanged.

Item 2. Identity and Background.

Item 2 of the Statement is hereby amended and restated in its entirety as follows:

Miller has sole dispositive and voting power with respect to the shares of the Issuer held indirectly as set forth in Items 3 and 5 below. Miller's principal business address is 222 Lakeview Avenue, Suite 160-365, West Palm Beach, Florida 33401. Miller's principal occupation is investing assets held by or on behalf of his family. During the last five years, Miller has not been: (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. Miller is a citizen of the United States of America.

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, 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 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 Shares purchased by Milfam I was \$1,566,481.00.

Item 4. Purpose of the Transaction.

Item 4 is hereby amended by adding the following to the end thereof:

This Amendment No. 9 is being filed to report that Miller has become aware that, as reported in the May 13, 2013 Form 8-K issued by the Company, on May 7, 2013, HWH Lending, LLC (“HWH”), an entity controlled by Singer, commenced a derivative action, on behalf of the Company, in the Court of Chancery of the State of Delaware asserting various causes of action against certain members of the Company’s Board of Directors. Although Miller may be deemed to be a member of a “group” with Singer for certain corporate governance purposes, Miller is not a party to the litigation commenced by HWH on May 7, 2013.

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 their 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 them, 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 its 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.

² With respect to any and all information relating to Singer and Singer’s beneficial ownership of Common Stock of the Company, Miller refers to the Singer Statement and all amendments filed with respect thereto, including, among others, the information set forth in Amendment No. 9 to the Singer Statement, which Miller has been informed by Singer shall be filed on or about the date of the date hereof.

Item 5. Interest in Securities of the Issuer

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

Miller may be deemed to beneficially own 2,176,015 Shares, which is equal to 8.3% of the 26,279,301 outstanding Shares. As of the date hereof, 2,176,015 of the Shares beneficially owned by Miller are owned of record by Milfam I.

Pursuant to Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended, the 26,279,301 outstanding Shares referenced above is the sum of the following amounts: (i) 24,819,770 Shares based on the Issuer's Form 10-Q filed on April 22, 2013, and (ii) 189,796 shares of Series B Preferred Stock, with each share of Series B Preferred Stock convertible into 7.69 Shares of Common Stock (including accrued and unpaid dividends).

(b) Miller has sole dispositive and voting power for the Shares owned by Milfam I.

(c) Not applicable.

(d) No person other than Miller have the right to receive or the power to direct the receipt of distributions or dividends from, or the proceeds from the transfer of, the reported securities.

(e) Not applicable.

SIGNATURES

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

Dated: May 15, 2013

Lloyd I. Miller, III

By: /s/ Lloyd I. Miller, III