

MILLER LLOYD I III
Form 4
July 02, 2012

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 *
MILLER LLOYD I III

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
222 LAKEVIEW AVENUE, SUITE 160-365

3. Date of Earliest Transaction (Month/Day/Year)
06/28/2012

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

WEST PALM BEACH, FL 33401

(City) (State) (Zip)

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			
Common Stock	06/28/2012		X		156,250	A	\$ 1.6	156,250 ⁽¹⁾	I	By Milfam I L.P.
Common Stock	06/28/2012		X		156,250	A	\$ 1.6	312,500 ⁽¹⁾	I	By Milfam I L.P.
Common Stock	06/28/2012		X		585,808	A	\$ 3	898,308 ⁽¹⁾	I	By Milfam I L.P.
Common Stock	06/28/2012		X		250,000	A	\$ 2.9	1,148,308 ⁽¹⁾	I	By Milfam I

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Common Stock	06/28/2012	S	38,343	D	\$ 6.74 (2)	1,109,965 (1)	I	L.P. By Milfam I L.P.
Common Stock	06/28/2012	S	38,343	D	\$ 6.74 (2)	1,071,622 (1)	I	L.P. By Milfam I L.P.
Common Stock	06/28/2012	S	251,419	D	\$ 6.99 (3)	820,203 (1)	I	L.P. By Milfam I L.P.
Common Stock	06/28/2012	S	103,719	D	\$ 6.99 (4)	716,484 (1)	I	L.P. By Milfam I L.P.

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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Warrant	\$ 2.9	06/28/2012	06/28/2012	X	250,000	09/02/2011	09/02/2016	Common Stock	250
Warrant	\$ 1.6	06/28/2012	06/28/2012	X	156,250	12/15/2009	12/15/2014	Common Stock	156
Warrant	\$ 1.6	06/28/2012	06/28/2012	X	156,250	05/03/2010	05/03/2015	Common Stock	156
Series B Preferred Stock	\$ 0 (5)					11/08/2010	(6)	Common Stock	886
7% Senior Secured	\$ 0 (7)					11/08/2010	12/31/2012	Common Stock	292

Convertible
 Promissory
 Note

Warrant	\$ 3	06/28/2012	06/28/2012	X	585,808	11/08/2010	11/08/2015	Common Stock	585
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER LLOYD I III 222 LAKEVIEW AVENUE SUITE 160-365 WEST PALM BEACH, FL 33401			X	

Signatures

/s/ David J. Hoyt
 Attorney-in-fact
 07/02/2012

__Signature of Reporting Person 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).

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. This filing (1) shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any equity securities covered by this filing.

(2) The reporting person exercised a warrant to purchase 156,250 shares of common stock for the original conversion price of \$1.60 per share. The reporting person paid the exercise price on a cashless basis, resulting in the company issuing 117,907 shares of common stock to the reporting person.

(3) The reporting person exercised a warrant to purchase 585,808 shares of common stock for the original conversion price of \$3.00 per share. The reporting person paid the exercise price on a cashless basis, resulting in the company issuing 334,389 shares of common stock to the reporting person.

(4) The reporting person exercised a warrant to purchase 250,000 shares of common stock for the original conversion price of \$2.90 per share. The reporting person paid the exercise price on a cashless basis, resulting in the company issuing 146,281 shares of common stock to the reporting person.

(5) The reporting person holds 177,379 shares of Series B Preferred Stock. This amount includes 11,605 shares of Series B Preferred Stock received by the reporting person as a dividend for the year 2011. Each share of Series B Preferred Stock is immediately convertible into 5 shares of common stock.

(6) N/A

(7) The convertible note is immediately convertible into 58,524 shares of Series B Preferred Stock which amount includes a \$53,048.39 interest payment on the convertible note received through May 8, 2012. Each share of Series B Preferred Stock is immediately convertible into 5 shares of common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.