

Backus John C  
Form 4  
August 05, 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)

08/03/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 or Price   |  |                                     |
| Common Stock                    | 08/03/2011                           |  | P <sup>(1)</sup>               |   | 408,798 <sup>(2)</sup>  | A  | \$ 3.5 1,956,941 D                  |
| Common Stock                    | 08/03/2011                           |  | P <sup>(1)</sup>               |   | 4,585 <sup>(3)</sup>  | A  | \$ 3.5 21,947 D                     |
| Common Stock                    | 08/03/2011                           |  | P <sup>(1)</sup>               |   | 15,189 <sup>(4)</sup>   | A  | \$ 3.5 72,708 D                     |
| Common Stock                    | 08/03/2011                           |  | P <sup>(1)</sup>               |   | 423,987   | A  | \$ 3.5 2,029,649 I See Footnote (5) |
| Common Stock                    | 08/03/2011                           |  | P <sup>(1)</sup>               |   | 428,572   | A  | \$ 3.5 2,051,596 I See Footnote     |

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|              |            |  |                  |         |   |        |           | (6) |                  |
|--------------|------------|--|------------------|---------|---|--------|-----------|-----|------------------|
| Common Stock | 08/03/2011 |  | P <sup>(1)</sup> | 428,572 | A | \$ 3.5 | 2,051,596 | I   | See Footnote (7) |
| Common Stock | 08/03/2011 |  | P <sup>(1)</sup> | 423,987 | A | \$ 3.5 | 2,029,649 | I   | See Footnote (8) |
| Common Stock | 08/03/2011 |  | P <sup>(1)</sup> | 423,987 | A | \$ 3.5 | 2,029,649 | I   | See Footnote (9) |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                     |
|--|---------------|-----------|---------|---------------------|
|  | Director      | 10% Owner | Officer | Other               |
| NEW ATLANTIC VENTURE FUND III L P<br>11911 FREEDOM DRIVE, SUITE 1080<br>RESTON, VA 20190 |               | X         |         |                     |
| NAV MANAGERS FUND LLC<br>11911 FREEDOM DRIVE, SUITE 1080<br>RESTON, VA 20190             |               |           |         | Member of 10% Group |
|  |               |           |         | Member of 10% Group |

NEW ATLANTIC ENTREPRENEUR FUND III LP  
 11911 FREEDOM DRIVE, SUITE 1080  
 RESTON, VA 20190

NEW ATLANTIC FUND III LLC  
 11911 FREEDOM DRIVE, SUITE 1080  
 RESTON, VA 20190

Backus John C  
 11911 FREEDOM DRIVE, SUITE 1080  
 RESTON, VA 20190

Hixon Todd L  
 11911 FREEDOM DRIVE, SUITE 1080  
 RESTON, VA 20190

Johnson Scott M  
 11911 FREEDOM DRIVE, SUITE 1080  
 RESTON, VA 20190

Delistathis Thanasis  
 11911 FREEDOM DRIVE, SUITE 1080  
 RESTON, VA 20190

X

X

X

X

X

## Signatures

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

08/05/2011

\_\_Signature of Reporting Person

Date

/s/ Todd L. Hixon, Member for NAV Managers Fund, LLC

08/05/2011

\_\_Signature of Reporting Person

Date

/s/ John C. Backus, Managing Member, New Atlantic Fund III, LLC (General Partner) for  
 New Atlantic Entrepreneur Fund III, L.P.

08/05/2011

\_\_Signature of Reporting Person

Date

/s/ John C. Backus, Managing Member for New Atlantic Fund III, LLC

08/05/2011

\_\_Signature of Reporting Person

Date

/s/ John C. Backus

08/05/2011

\_\_Signature of Reporting Person

Date

/s/ Todd L. Hixon

08/05/2011

\_\_Signature of Reporting Person

Date

/s/ Scott M. Johnson

08/05/2011

\_\_Signature of Reporting Person

Date

/s/ Thanasis Delistathis

08/05/2011

\_\_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).

(1)

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On August 3, 2011, New Atlantic Venture Fund III, L.P., NAV Managers Fund, LLC and New Atlantic Entrepreneur Fund, L.P. purchased directly from the Issuer, 408,798, 4,585 and 15,189 shares of the Issuer's Common Stock, respectively.

- (2) Represents shares owned directly by New Atlantic Venture Fund III, L.P. ("Fund III").
- (3) Represents shares owned directly by NAV Managers Fund, LLC ("NAV LLC").
- (4) Represents shares owned directly by New Atlantic Entrepreneur Fund, L.P. ("Entrepreneur Fund").
- (5) Represents shares of Common Stock held indirectly by New Atlantic Fund III, LLC (the "General Partner"), the General Partner of Fund III and Entrepreneur Fund.
- (6) Represents 1,956,941 shares of Common Stock held indirectly by Mr. Backus in Fund III, 72,708 shares of Common Stock held indirectly by Mr. John Backus in Entrepreneur Fund, and 21,947 shares of Common Stock held indirectly by Mr. Backus in NAV LLC.
- (7) Represents 1,956,941 shares of Common Stock held indirectly by Mr. Hixon in Fund III, 72,708 shares of Common Stock held indirectly by Mr. Todd Hixon in Entrepreneur Fund, and 21,947 shares of Common Stock held indirectly by Mr. Hixon in NAV LLC.
- (8) Represents 1,956,941 shares of Common Stock held indirectly by Mr. Johnson in Fund III, and 72,708 shares of Common Stock held indirectly by Mr. Scott Johnson in Entrepreneur Fund.
- (9) Represents 1,956,941 shares of Common Stock held indirectly by Mr. Delistathis in Fund III, and 72,708 shares of Common Stock held indirectly by Mr. Thanasis Delistathis in Entrepreneur Fund.

### Remarks:

This is a joint filing by (i) New Atlantic Venture Fund III, L.P., a Delaware limited partnership ("Fund III"), (ii) NAV Managers Fund, LLC ("NAV LLC"), and (iii) New Atlantic Entrepreneur Fund, L.P. ("Entrepreneur Fund").

Messrs. Backus, Hixon, Johnson and Delistathis, share voting and investment control over all securities owned by Fund III, Entrepreneur Fund, and NAV LLC.

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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