

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)  
 WEST PALM BEACH, FL 33401

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

(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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/28/2012		X		156,250	A	\$ 1.6	156,250 <sup>(1)</sup>	I	By Milfam I L.P.
Common Stock	06/28/2012		X		156,250	A	\$ 1.6	312,500 <sup>(1)</sup>	I	By Milfam I L.P.
Common Stock	06/28/2012		X		585,808	A	\$ 3	898,308 <sup>(1)</sup>	I	By Milfam I L.P.
Common Stock	06/28/2012		X		250,000	A	\$ 2.9	1,148,308 <sup>(1)</sup>	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.

**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.**

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**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

