

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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Expires: January 31, 2005
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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 ⁽¹⁾ | | 408,798 (2) | A | \$ 3.5 1,956,941 D |
| Common Stock | 08/03/2011 | | P ⁽¹⁾ | | 4,585 (3) | A | \$ 3.5 21,947 D |
| Common Stock | 08/03/2011 | | P ⁽¹⁾ | | 15,189 (4) | A | \$ 3.5 72,708 D |
| Common Stock | 08/03/2011 | | P ⁽¹⁾ | | 423,987 | A | \$ 3.5 2,029,649 I See Footnote (5) |
| Common Stock | 08/03/2011 | | P ⁽¹⁾ | | 428,572 | A | \$ 3.5 2,051,596 I See Footnote |

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

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 11911 FREEDOM DRIVE, SUITE 1080 RESTON, VA 20190 | | X | | |
| NAV MANAGERS FUND LLC 11911 FREEDOM DRIVE, SUITE 1080 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 Manag

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

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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