

Edgar Filing: HealthWarehouse.com, Inc. - Form SC 13D

HealthWarehouse.com, Inc.

Form SC 13D

August 15, 2016

10622618v1

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. )\*

HealthWarehouse.com, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

42227G02

(CUSIP Number)

Timothy E. Reilly

1085 Gulf of Mexico Drive #602

Longboat Key, Florida 34228

(513) 703-5168

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

July 28, 2016

(Date of Event which Requires Filing of this

Statement)

If the filing person has previously filed a

statement on Schedule 13G to report the

acquisition that is the subject of this Schedule

13D,

and is filing this schedule because of

\_\_240.13d-1(e), 240.13d-1(f) or 240.13d-1(g),

check the following box. \_

Note: Schedules filed in paper format shall

include a signed original and five copies of the

schedule, including all exhibits. See

\_240.13d-7 for other parties to whom copies are

to be sent.

\* 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

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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 (however, see the Notes). 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 control

number.

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CUSIP No. 42227G02

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons

(entities only).

Timothy E. Reilly

2. Check the Appropriate Box if a Member of a

Group (See Instructions)

(a) \_

(b) \_

3. SEC Use Only

4. Source of Funds (See Instructions)

PF-OO

5. Check 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

Shares

Beneficially

Owned by

Each

Reporting

Person

With

7. Sole Voting Power

4,097,457

8. Shared Voting Power

None

9. Sole Dispositive Power

4,097,457

10. Shared Dispositive Power

None

11. Aggregate Amount Beneficially Owned by Each

Reporting Person

4,097,457

12. Check if the Aggregate Amount in Row (11)

Excludes Certain Shares (See Instructions) \_

13. Percent of Class Represented by Amount in Row

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(11)

9.72 %

14. Type of Reporting Person (See Instructions)

IN

10622618v1

Item 1. Security and Issuer.

The class of equity securities to which this

statement on Schedule 13D (this

"Statement") relates are the shares of common

stock, \$0.001 par value per share (the

"Common Shares"), of HealthWarehouse.com, Inc., a

Delaware corporation (the

"Company"). The principal executive offices of

the Company are located at 7107

Industrial Road, Florence, Kentucky 41042.

Item 2. Identity and Background.

The name of the person filing this Statement is

Timothy E. Reilly, who is a citizen of

the United States of America. Timothy E. Reilly

holds shares of common stock directly

and also owns shares of common stock through the

following single-member Ohio

limited liability companies: Melrose Capital

Advisors, LLC and Dellave Holdings LLC.

Timothy E. Reilly is sometimes referred to as the

"Reporting Person." Timothy E. Reilly

has his personal residence at 1085 Gulf of Mexico

Drive #602, Longboat Key, Florida

34228. The Reporting Person's principal business

is the managing member of the

above-mentioned limited liability companies, which

are in principal business of personal

investments and lending investment capital.

During the last five years, the Reporting Persons

has not been (i) convicted in a

criminal proceeding (excluding traffic violations

and 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

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with respect to such laws.

Item 3. Source and Amount of Funds or Other

Consideration.

On July 28, 2016, the Company entered into and

consummated the transactions contemplated by an Exchange Agreement (the

"Exchange Agreement") with Dellave Holdings LLC. Pursuant to the Exchange Agreement,

Dellave Holdings LLC acquired 2,523,528 Common Shares in exchange for the

extinguishment of certain accounts payable owed by the Company to Dellave Holdings

LLC in the amount of \$698,592.61. The Reporting Person acquired the additional

Common Shares referenced in Item 5 below via personal funds prior to the filing of

this Statement.

The foregoing description of the Exchange

Agreement do not purport to be complete and are qualified in their entirety by reference

to the full text of the Exchange Agreement, which are filed as Exhibit 7.1 hereto, and is

incorporated herein by reference.

Item 4. Purpose of Transaction.

The Reporting Persons acquired the 4,097,457

Common Shares for investment purposes only with the goal of realizing the

maximum value of such Common Shares.

Except as set forth in this Statement, the

Reporting Person does not have any plans or proposals which relate to or would result in:

(a) the acquisition by any person of additional

securities of the Company, 10622618v1

or the disposition of securities of the Company;

(b) an extraordinary corporate transaction, such

as a merger,

reorganization or liquidation, involving the

Company or any of its subsidiaries;

(c) a sale or transfer of a material amount of

assets of the Company or

any of its subsidiaries;

(d) any change in the present board of directors

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or management of the Company, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board of directors of the Company;

(e) any material change in the present capitalization or dividend policy of the Company;

(f) any other material change in the Company's business or corporate structure, including but not limited to, if the Company is a registered closed-end investment company, any plans or proposals to make any changes in its investment policy for which a vote is required by Section 13 of the Investment Company Act of 1940, as amended;

(g) changes in the Company's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Company by any person;

(h) causing a class of securities of the Company to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;

(i) a class of equity securities of the Company becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934, as amended (the "Securities Act");

or

(j) any action similar to any of those enumerated above.

The Reporting Person reserves the right to change

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its plans and intentions at any time, as it deems appropriate.  
Item 5. Interests in the Securities of the

Purchaser.

As of the date hereof, Timothy E. Reilly owns  
4,097,457 Common Shares  
representing 9.72% of the issued and outstanding

Common Shares. The calculations in  
this Statement are based upon 42,160,786 Common

Shares issued and outstanding as of  
August 5, 2016 (based upon the disclosure made by

the Company in its Form 10-Q for  
the quarter ended June 30, 2016). The Reporting

Person's ownership consists of (i)  
97,000 Common Shares attributable to Timothy E.

Reilly's IRA account, (ii) 1,173,103  
Common Shares attributable to Timothy E. Reilly's

CMA account, (iii) 573,826 Common  
Shares owned by Melrose Capital Advisors, LLC in

which Timothy E. Reilly is the sole  
member, and (iv) 2,523,528 Common Shares owned by

Dellave Holdings LLC in which  
10622618v1  
Timothy E. Reilly is the sole member.  
Pursuant to an Exchange Agreement, dated July 28,

2016, Dellave Holdings LLC  
acquired 2,523,528 Common Shares, at a per share  
price of \$0.31, in exchange for the  
extinguishment of certain accounts payable in the

amount of \$698,592.61. No other  
transactions in the Common Shares have been

effected by the Reporting Person in the  
past 60 days.

Item 6. Contracts, Arrangements, Understandings

or Relationships with Respect to  
Securities of the Issuer.  
The Exchange Agreement, which provided for the

issuance of 2,253,528 Common  
Shares to the Reporting Person is described in

Item 3 of this Statement above.  
The foregoing description of the Exchange

Agreement do not purport to be complete  
and are qualified in their entirety by reference

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to the full text of the Exchange Agreement,  
which is filed as Exhibit 7.1, and is

incorporated herein by reference.  
Except as set forth in this Statement, there are

no contacts, arrangements,  
understandings or relationships (legal or

otherwise) between the Reporting Person and  
any other person with respect to any of the

securities of the Company, including but not  
limited to, transfer or voting or any of the

securities, finder's fees, joint ventures, loan

or  
option arrangements, put or calls, guarantees of

profits, division of profits or loss, or the  
giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

7.1 Exchange Agreement, dated as of July 28,

2016, by and among the Company and  
Dellave Holdings LLC.

SIGNATURES

After reasonable inquiry and to the best of my

knowledge and belief, I certify that  
the information set forth in this statement is

true, complete and correct.

Dated: August 11, 2016 By: /s/ Timothy E. Reilly

Timothy E. Reilly

After reasonable inquiry and to the best of my

knowledge and belief, I certify that  
the information set forth in this statement is

true, complete and correct.