SINGER KAREN

Form 4

September 07, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

Expires:

January 31, 2005

0.5

Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

SINGER KAREN

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

HealthWarehouse.com, Inc. [HEWA]

Director Officer (give title

10% Owner Other (specify

212 VACCARO DRIVE

4. If Amendment, Date Original

09/02/2011

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

CRESSKILL, NJ 07626

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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)

Conversion or Exercise Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of 4. TransactionDerivative Code Securities (Instr. 8) Acquired (A) or 6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amoun Underlying Securit (Instr. 3 and 4)

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	Derivative Security					Disposed of (Instr. 3, 4, 5)	f (D)				
				Code	V		(D)	Date Exercisable	Expiration Date	Title	Amo Numl Share
Warrant	\$ 2.9	09/02/2011	09/02/2011	A		250,000		09/02/2011	09/02/2016	Common Stock	250
Warrant	\$ 1.6							12/15/2009	12/15/2014	Common Stock	156
Warrant	\$ 1.6							05/03/2010	05/03/2015	Common Stock	156
Series B Preferred Stock	\$ 0 <u>(2)</u>							11/08/2010	(3)	Common Stock	828
7% Senior Secured Convertible	\$ 0 <u>(4)</u>							11/08/2010	12/31/2012	Common Stock	267

Promissory Note

Warrant \$3

11/08/2010 11/08/2015

Common Stock 585

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SINGER KAREN
212 VACCARO DRIVE
CRESSKILL, NJ 07626

Signatures

/s/ Paul N. Silverstein Attorney-in-fact

09/07/2011

**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).
- The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein. This filing

 (1) shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any equity securities covered by this filing.
- The reporting person holds 165,774 shares of Series B Preferred Stock. This amount includes 1,660 shares of Series B Preferred Stock (2) received by the reporting person as a dividend for the year 2010. Each share of Series B Preferred Stock is immediately convertible into 5 shares of common stock.
- (3) N/A
- The convertible note is immediately convertible into 53,458 shares of Series B Preferred Stock. Each share of Series B Preferred Stock is immediately convertible into 5 shares of common stock. This amount included a \$5,178.00 interest payment received on January 1, 2011 for the year 2010.

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.

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