

Backus John C
Form 3
January 06, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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. Date of Event Requiring Statement

(Month/Day/Year)
12/31/2010

3. Issuer Name and Ticker or Trading Symbol
HealthWarehouse.com, Inc. [HEWA]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer ___ Other
(give title below) (specify below)

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

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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,548,143 ⁽¹⁾	D	Â
Common Stock	17,362 ⁽²⁾	D	Â
Common Stock	57,519 ⁽³⁾	D	Â
Common Stock	1,605,662 ⁽⁴⁾	I	See Footnote ⁽⁴⁾
Common Stock	1,623,024 ⁽⁵⁾	I	See Footnote ⁽⁵⁾
Common Stock	1,623,024 ⁽⁶⁾	I	See Footnote ⁽⁶⁾
Common Stock	1,605,662 ⁽⁷⁾	I	See Footnote ⁽⁷⁾
Common Stock	1,605,662 ⁽⁸⁾	I	See Footnote ⁽⁸⁾

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	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
NEW ATLANTIC ENTREPRENEUR FUND III LP 11911 FREEDOM DRIVE, SUITE 1080 RESTON, VA 20190	^	^	^	Member of 10% Group
NEW ATLANTIC FUND III LLC 11911 FREEDOM DRIVE, SUITE 1080 RESTON, VA 20190	^	^ X	^	^
Backus John C 11911 FREEDOM DRIVE, SUITE 1080 RESTON, VA 20190	^	^ X	^	^
Hixon Todd L 11911 FREEDOM DRIVE, SUITE 1080 RESTON, VA 20190	^	^ X	^	^
Johnson Scott M 11911 FREEDOM DRIVE, SUITE 1080 RESTON, VA 20190	^	^ X	^	^
Delistathis Thanasis 11911 FREEDOM DRIVE, SUITE 1080 RESTON, VA 20190	^	^ X	^	^

Signatures

/s/ John C. Backus, Managing Member for New Atlantic Venture Fund III, L.P. New Atlantic Fund III, LLC (General Partner)	01/06/2011
__Signature of Reporting Person	Date
/s/ Todd L. Hixon, Member for NAV Managers Fund, LLC	01/06/2011
__Signature of Reporting Person	Date
/s/ John C. Backus, Managing Member for New Atlantic Entrepreneur Fund III, L.P. New Atlantic Fund III, LLC (General Partner)	01/06/2011
__Signature of Reporting Person	Date
/s/ John C. Backus, Managing Member for New Atlantic Fund III, LLC	01/06/2011
__Signature of Reporting Person	Date
/s/ John C. Backus	01/06/2011
__Signature of Reporting Person	Date
/s/ Todd L. Hixon	01/06/2011
__Signature of Reporting Person	Date
/s/ Scott M. Johnson	01/06/2011
__Signature of Reporting Person	Date
/s/ Thanasis Delistathis	01/06/2011
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents shares owned directly by New Atlantic Venture Fund III, L.P. ("Fund III").
- (2) Represents shares owned directly by NAV Managers Fund, LLC ("NAV LLC").
- (3) Represents shares owned directly by New Atlantic Entrepreneur Fund, L.P. ("Entrepreneur Fund").
- (4) Represents 1,605,662 shares of Common Stock held indirectly by the New Atlantic Fund III, LLC ("General Partner"), the General Partner of Fund III and Entrepreneur Fund.
- (5) Represents 1,548,143 shares of Common Stock held indirectly by Mr. Backus in Fund III, 57,519 shares of Common Stock held indirectly by Mr. John Backus in Entrepreneur Fund, and 17,362 shares of Common Stock held indirectly by Mr. Backus in NAV LLC.
- (6) Represents 1,548,143 shares of Common Stock held indirectly by Mr. Hixon in Fund III, 57,519 shares of Common Stock held indirectly by Mr. Todd Hixon in Entrepreneur Fund, and 17,362 shares of Common Stock held indirectly by Mr. Hixon in NAV LLC.
- (7) Represents 1,548,143 shares of Common Stock held indirectly by Mr. Johnson in Fund III, and 57,519 shares of Common Stock held indirectly by Mr. Scott Johnson in Entrepreneur Fund.
- (8) Represents 1,548,143 shares of Common Stock held indirectly by Mr. Delistathis in Fund III, and 57,519 shares of Common Stock held indirectly by Mr. Thanasis Delistathis in Entrepreneur Fund.

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Remarks:

This is a joint filing by (i) New Atlantic Venture Fund III, L.P., a Delaware limited partnership Messrs. Backus, Hixon, Johnson and Delistathis, share voting and investment control over all securities

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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