

SINGER KAREN
Form 4
February 05, 2013

FORM 4

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

OMB APPROVAL

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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 *
SINGER KAREN

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)
212 VACCARO DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2013

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

CRESSKILL, NJ 07626
(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | (A) or (D) | Code V Amount (D) Price | | As the trustee to the Singer Children's Management Trust, the sole member of HWH Lending, LLC |
| | | | | | 716,484 ⁽¹⁾ | I | |

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

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number.

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 |
| 7% Senior Secured Convertible Promissory Note | \$ 9.45 ⁽²⁾ | 02/01/2013 | | J ⁽³⁾ | 581,930.41 | 11/08/2010 | 12/31/2012 | Common Stock |
| Series B Preferred Stock | \$ 0 ⁽⁵⁾ | | | | | 11/08/2010 | ⁽⁶⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SINGER KAREN 212 VACCARO DRIVE CRESSKILL, NJ 07626 | | X | | |

Signatures

/s/ David J. Hoyt
Attorney-in-fact

02/05/2013

 **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.

(2) Prior to its redemption, the 7% Senior Secured Convertible Note was immediately convertible into 61,580 shares of Series B Preferred Stock (at a price of \$9.45 per share), each share of which was immediately convertible into 5 shares of common stock.

(3) The 7% Senior Secured Convertible Note was redeemed in full (including the full principal amount and all accrued and unpaid interest) by the issuer on February 1, 2013.

(4) See Footnote 2.

The reporting person holds 189,796 shares of Series B Preferred Stock. This amount includes 11,605 shares of Series B Preferred Stock

(5) representing a dividend for the year 2011 and 12,417 shares of Series B Preferred Stock representing a dividend for the year 2012. Each share of Series B Preferred Stock is immediately convertible into 5 shares of common stock.

(6) N/A

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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