

HealthWarehouse.com, Inc.
Form SC 13D/A
August 04, 2011

Securities and Exchange Commission

Washington, DC 20549

SCHEDULE 13D/A

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO §
240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)**

(Amendment No. 2)*

HealthWarehouse.com, Inc.

**(formerly Clacendix, Inc. / formerly Ion Networks, Inc. / formerly
MicroFrame, Inc.)**

(Name of Issuer)

Common Stock, par value \$0.001

(Title of Class of Securities)

46205P100

(CUSIP Number)

Craig D. Miller, Esq.

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Manatt, Phelps & Phillips, LLP

One Embarcadero Center, 30th Floor

San Francisco, CA 94111

(415) 291-7415

(Name, Address and Telephone Number of Person to Receive Notices and Communications)

August 3, 2011

(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 persons initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for 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).

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1. Name of Reporting Persons

New Atlantic Venture Fund III, L.P.

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)

WC

5. Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

0

Shares 8. Shared Voting Power

Beneficially

Owned By

1,956,941

Each 9. Sole Dispositive Power

Reporting

Person

0

10. Shared Dispositive Power

With:

1,956,941

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,956,941

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see Instructions) ..

13. Percent of Class Represented by Amount in Row (11)

17.74%

14. Type of Reporting Person (see Instructions)

PN

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1. Name of Reporting Persons

New Atlantic Entrepreneur Fund III, L.P.

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)

WC

5. Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

0

Shares 8. Shared Voting Power

Beneficially

Owned By

72,708

Each 9. Sole Dispositive Power

Reporting

Person

0

10. Shared Dispositive Power

With:

72,708

11. Aggregate Amount Beneficially Owned by Each Reporting Person

72,708

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see Instructions) ..

13. Percent of Class Represented by Amount in Row (11)

0.66%

14. Type of Reporting Person (see Instructions)

PN

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1. Name of Reporting Persons

New Atlantic Fund III, LLC

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)

WC

5. Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

0

Shares 8. Shared Voting Power

Beneficially

Owned By

2,029,649*

Each 9. Sole Dispositive Power

Reporting

Person

0

10. Shared Dispositive Power

With:

2,029,649*

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,029,649*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

13. Percent of Class Represented by Amount in Row (11)

18.40%*

14. Type of Reporting Person (see Instructions)

OO

* Of these shares, 1,956,941 shares are held directly by New Atlantic Venture Fund III, L.P. and 72,708 shares are held directly by New Atlantic Entrepreneur Fund III, L.P.

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1. Name of Reporting Persons

NAV Managers Fund, LLC

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)

WC

5. Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

0

Shares 8. Shared Voting Power

Beneficially

Owned By

21,947

Each 9. Sole Dispositive Power

Reporting

Person

0

10. Shared Dispositive Power

With:

21,947

11. Aggregate Amount Beneficially Owned by Each Reporting Person

21,947

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see Instructions) ..

13. Percent of Class Represented by Amount in Row (11)

0.20%

14. Type of Reporting Person (see Instructions)

OO

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1. Name of Reporting Persons

John C. Backus

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)

WC

5. Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6. Citizenship or Place of Organization

United States

7. Sole Voting Power

Number of

0

Shares 8. Shared Voting Power

Beneficially

Owned By

2,051,596*

Each 9. Sole Dispositive Power

Reporting

Person

0

10. Shared Dispositive Power

With:

2,051,596*

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,051,596*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see Instructions) ..

13. Percent of Class Represented by Amount in Row (11)

18.60%*

14. Type of Reporting Person (see Instructions)

IN

* Of these shares 1,956,941 shares are held directly by New Atlantic Venture Fund III, L.P., 72,708 shares are held directly by New Atlantic Entrepreneur Fund III, L.P. and 21,947 shares are held by NAV Managers Fund, LLC.

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1. Name of Reporting Persons

Thanasis Delistathis

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)

WC

5. Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6. Citizenship or Place of Organization

United States

7. Sole Voting Power

Number of

0

Shares 8. Shared Voting Power

Beneficially

Owned By

2,029,649*

Each 9. Sole Dispositive Power

Reporting

Person

0

10. Shared Dispositive Power

With:

2,029,649*

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,029,649*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see Instructions) ..

13. Percent of Class Represented by Amount in Row (11)

18.40%*

14. Type of Reporting Person (see Instructions)

IN

* Of these shares, 1,956,941 are held directly by New Atlantic Venture Fund III, L.P., and 72,708 shares are held by New Atlantic Entrepreneur Fund III, L.P.

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1. Name of Reporting Persons

Todd L. Hixon

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)

WC

5. Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6. Citizenship or Place of Organization

United States

7. Sole Voting Power

Number of

0

Shares 8. Shared Voting Power

Beneficially

Owned By

2,051,596*

Each 9. Sole Dispositive Power

Reporting

Person

0

10. Shared Dispositive Power

With:

2,051,596*

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,051,596*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see Instructions) ..

13. Percent of Class Represented by Amount in Row (11)

18.60%*

14. Type of Reporting Person (see Instructions)

IN

* Of these shares, 1,956,941 are held directly by New Atlantic Venture Fund III, L.P., 72,708 shares are held by New Atlantic Entrepreneur Fund III, L.P. and 21,947 shares are held by NAV Managers Fund, LLC.

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1. Name of Reporting Persons

Scott M. Johnson

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)

WC

5. Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6. Citizenship or Place of Organization

United States

7. Sole Voting Power

Number of

0

Shares 8. Shared Voting Power

Beneficially

Owned By

2,029,649*

Each 9. Sole Dispositive Power

Reporting

Person

0

10. Shared Dispositive Power

With:

2,029,649*

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,029,649*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see Instructions) ..

13. Percent of Class Represented by Amount in Row (11)

18.40%*

14. Type of Reporting Person (see Instructions)

IN

* Of these shares, 1,956,941 are held directly by New Atlantic Venture Fund III, L.P. and 72,708 shares are held by New Atlantic Entrepreneur Fund III, L.P.

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Item 1. Security and Issuer

This statement constitutes Amendment No. 2 to the Schedule 13D originally filed on January 6, 2011, as amended on July 19, 2011, to furnish the additional information set forth herein. The class of equity securities to which this Schedule related is the common stock, par value \$0.001 per share, (the Common Stock) of HealthWarehouse.com, Inc. (the Issuer). The principal executive office of the Issuer is located at 100 Commerce Boulevard, Cincinnati, Ohio 45140.

Item 2. Identity and Background

(a), (c) and (f)

This Schedule is being filed by:

(i) New Atlantic Venture Fund III, L.P., is a Delaware limited partnership (New Atlantic Fund III).

(ii) New Atlantic Entrepreneur Fund III, L.P., is a Delaware limited partnership (Entrepreneur Fund) and an affiliate of New Atlantic Fund III. New Atlantic Fund III, LLC, a Delaware limited liability company, is the general partner of Entrepreneur Fund.

(iii) NAV Managers Fund, LLC, is a Delaware limited liability company (NAV Managers Fund, LLC) and with New Atlantic Fund III and Entrepreneur Fund, (NAV) and an affiliate of New Atlantic Fund III.

(iv) New Atlantic Fund III, LLC, a Delaware limited liability company (New Atlantic Fund III, LLC), is the general partner of New Atlantic Fund III and Entrepreneur Fund. Messrs. Backus, Delistathis, Hixon and Johnson are the managing members of New Atlantic Fund III, LLC.

(v) John C. Backus, a United States citizen, is a managing member of New Atlantic Fund III, Entrepreneur Fund and New Atlantic Fund III, LLC and is a member of NAV Managers Fund, LLC.

(vi) Todd L. Hixon, a United States citizen, is a managing member of New Atlantic Fund III, Entrepreneur Fund and New Atlantic Fund III, LLC and a member of NAV Managers Fund, LLC.

(vii) Scott M. Johnson, a United States citizen, is a managing member of New Atlantic Fund III, Entrepreneur Fund and New Atlantic Fund III, LLC.

(viii) Thanasis Delistathis, a United States citizen, is a managing member of New Atlantic Fund III, Entrepreneur Fund and New Atlantic Fund III, LLC.

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Each of the foregoing is referred to as a Reporting Person and collectively as the Reporting Persons .

(b)

The address of the principal business office of New Atlantic Venture Fund III, L.P., New Atlantic Entrepreneur Fund III, L.P., NAV Managers Fund, LLC, New Atlantic Fund III, LLC, John C. Backus, Todd L. Hixon, Scott M. Johnson and Thanasis Delistathis is 11911 Freedom Drive, Suite 1080, Reston, VA 20190.

(d)-(e)

During the last five years, none of the Reporting Persons have nor, to the best of their knowledge, have any of the directors, executive officers, control persons, general partners or members of such Reporting Persons (i) been convicted in any criminal proceeding or (ii) been a part to an civil proceeding or a judicial or administrative body or competent jurisdiction 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 with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

Each of New Atlantic Venture Fund III, Entrepreneur Fund and NAV Managers Fund, LLC used working capital to purchase new shares of Common Stock from the Issuer as described below.

Item 4. Purpose of the Transaction

The purpose of this filing is to report that, on August 3, 2011, NAV, acquired, in the aggregate, 428,572 shares of Common Stock of the Issuer in a directly negotiated transaction at a purchase price of \$3.50 per share. New Atlantic Fund III purchased 408,798 shares of the Issuer, Entrepreneur Fund purchased 15,189 shares of the Issuer and NAV Managers Fund purchased 4,585 shares of the Issuer. As part of this negotiated transaction, NAV is entitled to have, so long as it owns, in the aggregate, at least ten percent (10%) of the Issuer's outstanding Common Stock, a designated representative appointed to the Board of Directors of the Issuer, who initially is John Backus. Mr. Backus was appointed to the Board of Directors on August 3, 2011 and entered into an indemnity agreement with the Issuer as of such date. NAV has also been granted registration rights, inspection rights and a right of first refusal on new issuances of Issuer capital stock. A copy of the Securities Purchase Agreement pursuant to which NAV acquired additional shares of Common Stock is attached hereto as Exhibit 99.1. A copy of the Investor Rights Agreement which provides for NAV's director rights, registration rights, information rights and preemptive rights is attached hereto as Exhibit 99.2. A copy of Mr. Backus' indemnification agreement is attached hereto as Exhibit 99.3.

Except as described above in this Item 4 and herein, the Reporting Persons do not currently have any specific plans or proposals that relate to or would result in any of the actions

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or events specified in clauses (a) through (j) of Item 4 of Schedule 13D. The Reporting Persons reserve the right to change plans and take any and all actions that the Reporting Persons may deem appropriate to maximize the value of their investment, including, among other things, purchasing or otherwise acquiring additional securities of the Issuer, selling or otherwise disposing of any securities of the company beneficially owned by them, in each case in the open market or in a privately negotiated transactions or formulating other plans or proposals regarding the Issuer or its securities to the extent deemed advisable by the Reporting Persons in light of their general investment policies, market conditions, subsequent developments affecting the issuer and the general business and future prospects of the issuer. The Reporting Persons may take any other action with respect to the Issuer or any of the Issuer's debt or equity securities in any manner permitted by applicable law.

Item 5. Interest in Securities of the Issuer

The aggregate percentage of shares of Common Stock reported owned by each Reporting Person is based upon 11,032,926 shares of Common Stock outstanding, as of August 3, 2011, which is the total number of shares of Common Stock reported in the Issuer's most recent Form 10-Q plus the additional shares acquired in the transaction described in Item 4 above, outstanding as reported to the Reporting Persons by the Issuer.

New Atlantic Venture Fund III, L.P.

- (a) Amount Beneficially owned: 1,956,941 Percent of Class: 17.74%
- (b) Number of shares to which such person has:
 - 1. sole power to vote or to direct the vote: 0
 - 2. shared power to vote or to direct the vote: 1,956,941
 - 3. sole power to dispose or to direct the disposition of: 0
 - 4. shared power to dispose or to direct the disposition of: 1,956,941
- (c) None
- (d) Not Applicable
- (e) Not Applicable

New Atlantic Entrepreneur Fund III, L.P.

- (a) Amount Beneficially owned: 72,708 Percent of Class: 0.66%
- (b) Number of shares to which such person has:
 - 1. sole power to vote or to direct the vote: 0
 - 2. shared power to vote or to direct the vote: 72,708
 - 3. sole power to dispose or to direct the disposition of: 0
 - 4. shared power to dispose or to direct the disposition of: 72,708
- (c) None
- (d) Not Applicable
- (e) Not Applicable

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New Atlantic Fund III, LLC

(a) Amount Beneficially owned: 2,029,649 Percent of Class: 18.40%

(b) Number of shares to which such person has:

1. sole power to vote or to direct the vote: 0
2. shared power to vote or to direct the vote: 2,029,649
3. sole power to dispose or to direct the disposition of: 0
4. shared power to dispose or to direct the disposition of: 2,029,649

- (c) None
- (d) Not Applicable
- (e) Not Applicable

NAV Managers Fund, LLC

(a) Amount Beneficially owned: 21,947 Percent of Class: 0.20%

(b) Number of shares owned to which such person has:

1. sole power to vote or to direct the vote: 0
2. shared power to vote or to direct the vote: 21,947
3. sole power to dispose or to direct the disposition of: 0
4. shared power to dispose or to direct the disposition of: 21,947

- (c) None
- (d) Not Applicable
- (e) Not Applicable

John C. Backus

(a) Amount Beneficially owned: 2,051,596 Percent of Class: 18.60%

(b) Number of shares to which such person has:

1. sole power to vote or to direct the vote: 0
2. shared power to vote or to direct the vote: 2,051,596
3. sole power to dispose or to direct the disposition of: 0
4. shared power to dispose or to direct the disposition of: 2,051,596

- (c) None
- (d) Not Applicable
- (e) Not Applicable

Thanasis Delistathis

(a) Amount Beneficially owned: 2,029,649 Percent of Class: 18.40%

(b) Number of shares owned to which such person has:

1. sole power to vote or to direct the vote: 0
2. shared power to vote or to direct the vote: 2,029,649
3. sole power to dispose or to direct the disposition of: 0
4. shared power to dispose or to direct the disposition of: 2,029,649

(c) None

(d) Not Applicable

(e) Not Applicable

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Todd L. Hixon

- (a) Amount Beneficially owned: 2,051,596 Percent of Class: 18.60%
- (b) Number of shares to which such person has:
 - 1. sole power to vote or to direct the vote: 0
 - 2. shared power to vote or to direct the vote: 2,051,596
 - 3. sole power to dispose or to direct the disposition of: 0
 - 4. shared power to dispose or to direct the disposition of: 2,051,596
- (c) None
- (d) Not Applicable
- (e) Not Applicable

Scott M. Johnson

- (a) Amount Beneficially owned: 2,029,649 Percent of Class: 18.40%
- (b) Number of shares to which such person has:
 - 1. sole power to vote or to direct the vote: 0
 - 2. shared power to vote or to direct the vote: 2,029,649
 - 3. sole power to dispose or to direct the disposition of: 0
 - 4. shared power to dispose or to direct the disposition of: 2,029,649
- (c) None
- (d) Not Applicable
- (e) Not Applicable

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Except as described herein or in other amendments to the 13D, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between the Reporting Persons named in Item 2 hereof and any person with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any other securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, divisions of profits or loss, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

- Exhibit 99.1 Securities Purchase Agreement, dated August 3, 2011.
- Exhibit 99.2 Investor Rights Agreement, dated August 3, 2011.
- Exhibit 99.3 Indemnification Agreement between the Issuer and Mr. Backus, dated August 3, 2011.
- Exhibit 99.4

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Joint Agreement, by and among the Reporting Persons, dated January 6, 2011 (incorporated herein by this reference from the 13D filed with SEC on January 6, 2011).

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SIGNATURE

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 3, 2011

New Atlantic Venture Fund III, L.P.

By: New Atlantic Fund III, LLC

By: /s/ John C. Backus
Name: John C. Backus
Title: Managing Member

New Atlantic Entrepreneur Fund III, LLC

By: New Atlantic Fund III, LLC

By: /s/ John C. Backus
Name: John C. Backus
Title: Managing Member

New Atlantic Fund III, LLC

By: /s/ John C. Backus
Name: John C. Backus
Title: Managing Member

NAV Managers Fund, LLC

By: /s/ Todd L. Hixon
Name: Todd L. Hixon
Title: Member

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/s/ John C. Backus

John C. Backus

/s/ Thanasis Delistathis

Thanasis Delistathis

/s/ Todd L. Hixon

Todd L. Hixon

/s/ Scott M. Johnson

Scott M. Johnson