

HealthWarehouse.com, Inc.
Form SC 13D/A
July 19, 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.1)*

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.

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)

July 13, 2011; July 18, 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).

CUSIP NUMBER 46205P100

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

Shares 0
8. Shared Voting Power

Beneficially

Owned By 1,548,143
Each 9. Sole Dispositive Power

Reporting

Person 0
10. Shared Dispositive Power

With:

1,548,143
11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,548,143

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

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

14.60%

14. Type of Reporting Person (see Instructions)

PN

CUSIP NUMBER 46205P100

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

Shares **0**
8. Shared Voting Power

Beneficially

Owned By **57,519**
Each 9. Sole Dispositive Power

Reporting

Person **0**
10. Shared Dispositive Power

With:

57,519
11. Aggregate Amount Beneficially Owned by Each Reporting Person

57,519

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

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

0.54%

14. Type of Reporting Person (see Instructions)

PN

CUSIP NUMBER 46205P100

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

Shares 0
8. Shared Voting Power

Beneficially

Owned By 1,605,662*
Each 9. Sole Dispositive Power

Reporting

Person 0
10. Shared Dispositive Power

With:

1,605,662*
11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,605,662

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

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

15.14%*

14. Type of Reporting Person (see Instructions)

OO

* Of these shares, 1,548,143 shares are held directly by New Atlantic Venture Fund III, L.P. and 57,519 shares are held directly by New Atlantic Entrepreneur Fund III, L.P.

CUSIP NUMBER 46205P100

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

Shares **0**
8. Shared Voting Power

Beneficially

Owned By **17,362**
Each 9. Sole Dispositive Power

Reporting

Person **0**
10. Shared Dispositive Power

With:

17,362
11. Aggregate Amount Beneficially Owned by Each Reporting Person

17,362

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

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

0.16%

14. Type of Reporting Person (see Instructions)

OO

CUSIP NUMBER 46205P100

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

Shares **0**
8. Shared Voting Power

Beneficially

Owned By **1,623,024***
Each **1,623,024***
9. Sole Dispositive Power

Reporting

Person **0**
10. Shared Dispositive Power

With:

1,623,024*
11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,623,024

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

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

15.31% *

14. Type of Reporting Person (see Instructions)

IN

* Of these shares 1,548,143 shares are held directly by New Atlantic Venture Fund III, L.P., 57,519 shares are held directly by New Atlantic Entrepreneur Fund III, L.P. and 17,362 shares are held by NAV Managers Fund, LLC.

CUSIP NUMBER 46205P100

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

Shares 0
8. Shared Voting Power

Beneficially

Owned By 1,605,662*
Each 9. Sole Dispositive Power

Reporting

Person 0
10. Shared Dispositive Power

With:

1,605,662*
11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,605,662

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

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

15.14% *

14. Type of Reporting Person (see Instructions)

IN

* Of these shares, 1,548,143 are held directly by New Atlantic Venture Fund III, L.P., and 57,519 shares are held by New Atlantic Entrepreneur Fund III, L.P.

CUSIP NUMBER 46205P100

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

Shares **0**
8. Shared Voting Power

Beneficially

Owned By **1,623,024***
Each 9. Sole Dispositive Power

Reporting

Person **0**
10. Shared Dispositive Power

With:

1,623,024*
11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,623,024

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

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

15.31% *

14. Type of Reporting Person (see Instructions)

IN

* Of these shares, 1,548,143 are held directly by New Atlantic Venture Fund III, L.P., 57,519 shares are held by New Atlantic Entrepreneur Fund III, L.P. and 17,362 shares are held by NAV Managers Fund, LLC.

CUSIP NUMBER 46205P100

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

Shares **0**
8. Shared Voting Power

Beneficially

Owned By **1,605,662***
Each 9. Sole Dispositive Power

Reporting

Person **0**
10. Shared Dispositive Power

With:

1,605,662*
11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,605,662

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

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

15.14%*

14. Type of Reporting Person (see Instructions)

IN

* Of these shares, 1,548,143 are held directly by New Atlantic Venture Fund III, L.P. and 57,519 shares are held by New Atlantic Entrepreneur Fund III, L.P.

CUSIP NUMBER 46205P100

Item 1. Security and Issuer

This statement constitutes Amendment No. 1 to the Schedule 13D originally filed on January 6, 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 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.

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

CUSIP NUMBER 46205P100

(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 prohibit