

Bouknight Jacob A Jr
 Form 4
 March 05, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Bouknight Jacob A Jr

(Last) (First) (Middle)
 P.O. BOX 800, 2244 WALNUT GROVE AVENUE
 (Street)

ROSEMEAD, CA 91770

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 EDISON INTERNATIONAL [EIX]

3. Date of Earliest Transaction (Month/Day/Year)
 03/03/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & General Counsel

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/27/2008		G ⁽¹⁾	V 5,144 D \$ 0 0		D	
Common Stock	02/27/2008		G ⁽¹⁾	V 5,144 A \$ 0 20,144		I	By Bouknight Living Trust
Common Stock	03/03/2008		P	3,000 A \$ 49.6 23,144		I	By Bouknight Living Trust
					1,776.3566	I	

Common Stock

By Edison 401(k) Savings Plan ⁽²⁾

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)	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)	Amount or Number of Shares
Non-Qualified Stock Options (right to buy)	\$ 49.95	03/03/2008		A	76,624	⁽³⁾ 01/02/2018	Common Stock	76,624

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bouknight Jacob A Jr P.O. BOX 800 2244 WALNUT GROVE AVENUE ROSEMEAD, CA 91770			EVP & General Counsel	

Signatures

Jacob A. Bouknight, Jr. 03/05/2008

 **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).
- (1) This transaction is a transfer from the Reporting Person's name to a trust.

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- (2) The holdings reported herein include transactions pursuant to the Edison 401(k) Savings Plan exempt from reporting under Section 16(a).
- (3) The options vest in four equal annual installments beginning on January 2, 2009.

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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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. "0" CELLPACING="0" STYLE="border-collapse: collapse; width: 100%; font-size: 10pt"> 13

Business address: 10405 E. McDowell Mountain Ranch Road, Suite 250, Scottsdale, AZ 85255

Director qualifications: Mr. Weiss has experience in healthcare and pharmaceutical industries, and has expertise in capital allocation and financial analysis.

Other directorships: none

Shareholding and dates acquired: 670,000 of common stock with right to purchase an additional 350,000 shares, acquired August 15, 2014.

We recommend and urge you to vote FOR the election of our director candidates by completing, signing, dating and returning in the enclosed postage-paid envelope the enclosed BLUE proxy card. If you hold HEWA shares through a bank, broker or other nominee, you must provide voting instructions to that entity. If you have not received a BLUE voting instruction card from your bank, broker or other nominee, you should immediately contact the person responsible for your account to obtain a BLUE voting instruction card.

Our Proposed Compensation Program for Directors

The company disclosed in its proxy statement dated July 22, 2016, the following: "In February 2015, the Compensation Committee approved a new compensation plan for non-management directors, which included monthly cash compensation of \$1,000 per director and quarterly stock option grants under our stock option plans with a grant date value of \$3,000 per director. In July 2015, the Compensation Committee approved a revision to the compensation plan, changing the monthly cash compensation to \$3,000 per director (\$5,000 per director beginning April 2016) and the quarterly stock option grants under our stock option plans with a grant date value of \$9,000 per director." This compensation took place while the company currently had only \$24,866 of cash on hand, as stated in its most recent Form 10-Q. While the company is struggling to survive, the board has increased its monthly pay. This act is a total disconnect from the board maintaining its fiduciary duty.

If we are successful in our efforts to obtain control of the HEWA board, we will implement new non-employee director compensation that is primarily equity based. RIVC believes that HEWA has significant growth potential and

Explanation of Responses:

correspondingly significant value creation for its shareholders. Equity weighted compensation more appropriately aligns director compensation with the interests of shareholders than the current cash-equity compensation.

We plan to assess HEWA's financial condition, the expected time commitment of the newly elected directors in light of HEWA's financial condition and its current challenges, our plans to have a more active and involved board of directors and an increased number of board meetings from the board's prior practices, and other relevant factors to make a determination regarding director compensation that we believe is fair and reasonable to our directors and HEWA's shareholders.

Other Matters Being Presented by HEWA at the Annual Meeting

At the annual meeting, HEWA is requesting approval, on an advisory, non-binding basis, of the compensation of HEWA's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the company's compensation discussion & analysis, the compensation tables and the narrative discussion, as contained in HEWA's proxy statement (so called "say-on-pay"). Due to the company's declining financial performance, we recommend that you vote **AGAINST** this proposal. You may vote on this proposal on the enclosed **BLUE** proxy card (or through the **BLUE** voting instruction card provided by your bank, broker or other nominee). If you indicate your vote with respect to this proposal on our **BLUE** proxy card, we will vote your shares as instructed. If you return our **BLUE** proxy card and do not include directions on how to vote with respect to this proposal, the proxy holders will vote your shares **AGAINST** this proposal. You should not return HEWA's proxy card to vote on this proposal, for any of the director candidates nominated by the HEWA board, or any other matter.

HEWA is submitting the selection of Marcum LLP as its independent auditors for ratification by shareholders at the annual meeting. RIVC will vote its shares “AGAINST” the company’s auditor ratification proposal due to what it believes are excessively high audit fees, which are disclosed in HEWA’s annual proxy statements. However, we make no recommendation to shareholders regarding how you should vote on this proposal. You may vote on this proposal on the enclosed **BLUE** proxy card (or through the **BLUE** voting instruction card provided by your bank, broker or other nominee). If you indicate your vote with respect to this proposal on our **BLUE** proxy card, we will vote your shares as instructed. If you return our **BLUE** proxy card and do not include directions on how to vote with respect to this proposal, the proxy holders will vote your shares against this proposal. You should not return HEWA’s proxy card to vote on this proposal, for any of the director candidates nominated by the HEWA board, or any other matter.

Your vote is important. Please complete, sign, date and return the enclosed BLUE proxy card in the enclosed postage-paid envelope today. If you hold HEWA shares through a bank, broker or other nominee, please vote in favor of our director candidates by providing voting instructions to your bank, broker or such other nominee. If you have not received a BLUE voting instruction card from your bank, broker or other nominee, you should immediately contact the person responsible for your account to obtain a BLUE voting instruction card. See the back cover page of this proxy statement for further information on how to vote your HEWA shares. Telephone and internet voting instructions are included with the proxy card.

Information About Us

Rx Investor Value Corporation, a Delaware corporation (“RIVC”), was established by its two shareholders and its two officers, Jeffrey T. Holtmeier and Rob Smyjunas to invest additional growth capital into HealthWarehouse.com .

Michael Peppel is a participant in this solicitation. He provides consulting services to RIVC and we expect he will participate in telephone calls with investors in connection with RIVC’s solicitation as permitted by Regulation 14a. RIVC is fortunate to be able to draw upon the experience and advice of Mr. Peppel, who was involved with HealthWarehouse.com from its inception until April 2012, and who has significant knowledge of the company, its customers, the industry in which it operates, and opportunities for future growth. Mr. Peppel is not a director, officer, or promoter of RIVC and does not receive any compensation or payment of any kind for his advice to RIVC. Prior to his initial work with HealthWarehouse .com , Mr. Peppel had been CEO of MCSI Inc., a publicly-traded audio-visual and technology company. In 2010, Mr. Peppel pled guilty to federal criminal charges involving prohibited advanced recognition of revenue and associated charges connected to corporate financial transactions involving those funds, and fraud actions relating to his services as chief executive officer of MCSI. He was sentenced on October 24, 2011 by a United States district court to seven days of imprisonment. The government appealed the sentence and, after its reversal, on June 4, 2013 he was resentenced and has completed his sentence. As part of a Consent Agreement with the SEC, Mr. Peppel has agreed to never serve as an officer or director of a publicly-traded company. Mr. Peppel’s motivation is his desire to see HealthWarehouse.com realize its full potential for the shareholders, employees and customers and to excel in the future with a professional management team lead by Jeff Holtmeier. Mr. Peppel owns no HEWA shares. Mr. Peppel’s business address is 5027 Madison Road, Cincinnati, Ohio 45227.

Solicitation of Proxies

This solicitation of proxies is being made by RIVC. Proxies may be solicited by mail, telephone, e-mail, fax, telegraph, in person or through advertisements or press releases. Each of our director candidates and the other participants named in this proxy statement may assist in the solicitation of proxies without any additional remuneration.

We have retained Okapi Partners LLC for advisory services in connection with this solicitation and to assist us in the solicitation of proxies. For such services, we have agreed to pay Okapi Partners a fee of up to \$75,000, in addition to reimbursement of its out-of-pocket expenses. We have also agreed to indemnify Okapi Partners against liabilities and expenses arising out of its services to us in connection with this solicitation of proxies, except where any such liabilities arise out of any gross negligence or willful misconduct by Okapi Partners. It is anticipated that Okapi Partners will employ approximately 25 persons to solicit HEWA's shareholders.

We plan to solicit proxies from individuals, banks, brokers, dealers, bank nominees, trust companies, and other nominees and institutional holders. We will be requesting banks, brokerage houses and other custodians, nominees and fiduciaries to forward all solicitation materials to the beneficial owners of the HEWA shares they hold of record, and we will reimburse these record holders for their reasonable out-of-pocket expenses in doing so.

The expense of preparing, assembling, printing and mailing this proxy statement and related materials and the cost of soliciting proxies will be borne by RIVC. If RIVC is successful in obtaining the election of one or more of its director candidates to the HEWA board, RIVC may request that HEWA reimburse the costs and expenses incurred by RIVC in connection with this solicitation and our efforts to obtain board representation. If our director candidates comprise a majority of the HEWA board of directors after the conclusion of this solicitation, we anticipate that they will approve the reimbursement of our fees and expenses. RIVC does not anticipate that such reimbursement would be presented to the shareholders of HEWA for a vote, but RIVC would favor such presentation for a vote if a sufficient number of shareholders of HEWA expressed a desire for such vote to occur. We anticipate that our fees and expenses incurred in connection with this solicitation and our other efforts to obtain board representation could total up to \$ 200,000 or more. We estimate that our expenses to date total approximately \$ 100,000 .

Information About HEWA

Based on documents publicly filed by HEWA, the mailing address of the principal executive offices of HEWA is 7107 Industrial Road, Florence, Kentucky 41042.

Incorporation by Reference

WE HAVE OMITTED FROM THIS PROXY STATEMENT CERTAIN DISCLOSURE REQUIRED BY APPLICABLE LAW THAT IS INCLUDED IN THE COMPANY'S PROXY STATEMENT RELATING TO THE ANNUAL MEETING. THIS DISCLOSURE INCLUDES, AMONG OTHER THINGS, CURRENT BIOGRAPHICAL INFORMATION ON THE COMPANY'S DIRECTORS, INFORMATION CONCERNING EXECUTIVE COMPENSATION, THE PROCEDURES FOR SUBMITTING PROPOSALS FOR INCLUSION IN THE COMPANY'S PROXY STATEMENT AT THE 2017 ANNUAL MEETING, INFORMATION REGARDING PERSONS WHO BENEFICIALLY OWN MORE THAN 5% OF THE COMMON STOCK AND THE OWNERSHIP OF THE COMMON STOCK BY THE DIRECTORS AND MANAGEMENT OF THE COMPANY, AND OTHER IMPORTANT INFORMATION. RIVC IS RELYING ON RULE 14A-5(C) TO FULFILL DISCLOSURE OBLIGATIONS UNDER REGULATION S-K ITEM 403 AND ITEM 6(D) OF SCHEDULE 14A.

The information concerning the Company contained in this proxy statement has been taken from, or is based upon, publicly available information.

Forward-Looking Statements

This proxy statement contains statements that are not historical facts but are “forward-looking” in nature. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results or conditions to be materially different from any future results or conditions expressed or implied by such forward-looking statements. In some cases, such forward-looking statements may be identified by terminology such as “may,” “will,” “could,” “should,” “expects,” “intends” or “believes” or the negative of such terms or other comparable terminology. Shareholders should not place undue reliance on any such forward-looking statements.

Beneficial Ownership Reporting

RIVC and its director nominees acknowledge the obligations under all federal securities laws and regulations, including, without limitation, Section 16 of the Securities Exchange Act of 1934, as amended, with respect to beneficial ownership reporting and take very seriously their obligations thereunder. To the extent required by Section 16, RIVC and its director nominees are in the process of applying for EDGAR access codes and preparing and filing beneficial ownership reports on Forms 3 in connection with their ownership of HEWA shares and their membership in the Schedule 13D reporting group as initially identified in RIVC’s Schedule 13D filing made with the SEC on August 2, 2016. In addition to the initial filings on Form 3 pursuant to Section 16, if the nominees are elected as directors at the 2016 annual meeting, the nominees expect to file additional reports under Section 16 (including Forms 3, Forms 4 and Forms 5, as applicable) as required.

Important: How to Provide a Proxy to Us

Your vote is important. We are soliciting your proxy to vote upon such other business that may properly come before the annual meeting. We urge you to complete, sign, date and return in the enclosed postage-paid envelope the enclosed **BLUE** proxy card to elect our director candidates and vote on the other matters subject to the vote of stockholders at the annual meeting, including the ratification of auditors and the say-on-pay proposal. You may also vote by telephone or internet. **If you wish to vote by internet, please access www.okapivote.com/hewa.** Additional telephone and internet voting instructions are included with the **BLUE** proxy card. We are not aware of any other matters that are to come before the annual meeting. You will not be able to vote for our director candidates by returning a proxy card that is provided by HEWA. No matter how many HEWA shares you own, please provide a proxy to vote in favor of our director candidates by taking five steps:

- ◆ Check the boxes indicating a vote FOR our four director candidates on the enclosed **BLUE** proxy card;
- ◆ Check the box indicating your vote AGAINST HEWA's say-on-pay proposal on the enclosed **BLUE** proxy card;
- ◆ Check the box indicating your vote AGAINST HEWA's auditor ratification proposal on the enclosed **BLUE** proxy card;
- ◆ SIGN and DATE the enclosed **BLUE** proxy card; and
- ◆ MAIL the enclosed **BLUE** proxy card to us in the enclosed postage-paid envelope.

We are also soliciting your proxy to vote upon such other business that may properly come before the annual meeting.

If any of your HEWA shares are held in the name of a bank, broker or other nominee, only that entity can vote your HEWA shares and only upon receipt of your specific instructions. Accordingly, if you received a **BLUE** voting instruction card from your bank, broker or other nominee, you should immediately complete, sign, date and return the **BLUE** voting instruction card to that entity. If you have not received a **BLUE** voting instruction card from your bank, broker or other nominee, you should immediately contact the person responsible for your account to obtain a **BLUE** voting instruction card. We urge you to confirm to us in writing any voting instructions provided to a bank, broker or other nominee, by calling or sending a faxed copy of the executed voting instruction card to Okapi Partners, our proxy advisor, at the toll-free telephone number or fax number provided below, so that we will be aware of all instructions given and can attempt to ensure that such instructions are followed.

We urge you not to sign any proxy card or revocation card that may be sent to you by HEWA. To support RIVC, you should return our BLUE proxy card and discard any proxy card you receive from HEWA. You do not need to (and should not) vote "withhold" on HEWA's proxy card to vote for our director candidates. You should not vote for any of the director candidates nominated by HEWA, or on any other matter, by returning HEWA's proxy card.

If you have already provided HEWA with an executed proxy, you may revoke it by executing a later dated BLUE proxy card and sending it to us in the enclosed postage-paid envelope (or, if you hold your shares through a bank, broker or other nominee, by sending a later dated BLUE voting instruction card to that entity). You may also revoke a BLUE proxy card provided to us by submitting a later dated proxy card to HEWA.

Your proxy will authorize the proxy holders named on the proxy, with full powers of substitution and re-substitution, to raise and second motions to nominate candidates for election to HEWA's board of directors, and to vote all HEWA shares that you hold as of the record date, at the annual meeting and at any adjournments or postponements of such meeting and at any meeting called in lieu of such meeting, in each case subject to applicable law.

Your proxy will be voted as directed by you thereon and in the discretion of the proxy holders with respect to any other matters that may properly come before the annual meeting, including any matters incidental to the conduct of the meeting. If no choice is specified by you with respect to the election of our director candidates, the proxy holders will vote your shares for each of our director candidates, against HEWA's say-on-pay proposal, against the auditor ratification proposal, and vote in the discretion of the proxy holders on any other matters coming before the meeting, including any matters incidental to the conduct of the meeting. The scope of any and all discretionary authority is expressly qualified by applicable law, including Rule 14a-4(c)(3). The proxy holders may not use discretionary authority to vote on all matters that may properly come before the meeting to the extent the person was aware of the proposal a reasonable time before the solicitation. The proxy holders will not vote any of the proxies for any of the director candidates nominated by HEWA's board.

In the event that (i) any of our director candidates is unable to serve or for good reason is unwilling to serve as a member of HEWA's board of directors and/or (ii) HEWA or any other person takes or announces any action that has, or if consummated would have, the effect of disqualifying any or all of our director candidates, the proxy holders will have the right to nominate, and to vote your shares for the election of, such other nominees as RIVC may designate, subject to applicable law and the requirements of HEWA's governing documents. If HEWA or any other person makes or announces any changes to HEWA's certificate of incorporation or by-laws or takes or announces any other action that has, or if consummated would have, the effect of decreasing the size of its board of directors, the proxy holders will have the right to nominate, and vote your shares for the election of, the nominees that are selected in the sole discretion of the proxy holders, other than for any nominee for whom the authority to vote has been withheld on your proxy, subject to applicable law. Should the proxy holders identify or nominate substitute nominees before HEWA's annual meeting, RIVC will supplement this proxy statement.

Any proxy may be revoked prior to the proxy being voted at the annual meeting. You may revoke a proxy by properly executing and delivering a later dated proxy or by delivering a written revocation of proxy. If you wish to revoke a proxy provided to HEWA, please send a copy to Okapi Partners. You may also revoke a BLUE proxy card provided to us by submitting a later dated proxy card to HEWA.

If you have any questions, require any assistance in voting your HEWA shares, need any additional copies of our proxy materials, or have any other questions, please call Okapi Partners LLC, our proxy advisor, at the toll-free telephone number included below.

1212 Avenue of the Americas, 24th Floor

New York, NY 10036

(212) 297-0720

Call Toll-Free: (877) 259-6290

Email: info@okapipartners.com

PRELIMINARY COPY / SUBJECT TO COMPLETION DATED AUGUST 17, 2016

FORM OF BLUE PROXYCARD FOR COMMON STOCK

HEALTHWAREHOUSE.COM, INC.

2016 ANNUAL MEETING OF STOCKHOLDERS SCHEDULED FOR SEPTEMBER 2, 2016

THIS PROXY IS SOLICITED ON BEHALF OF rx iNVESTOR vALUE cORPORATION, Jeffrey T. Holtmeier, Mark Scott, michael peppel, Brian A. Ross, and Dr. Stephen J. Weiss

THE BOARD OF DIRECTORS OF HEALTHWAREHOUSE.COM, INC.

IS NOT SOLICITING THIS PROXY

The undersigned appoints each of Jeffrey T. Holtmeier, Mark Scott, Brian A. Ross, and Dr. Stephen J. Weiss (acting alone or together), as attorney, agent and proxy with full power of substitution and resubstitution to represent the undersigned at the 2016 Annual Meeting of Stockholders of HealthWarehouse.com, Inc. (the “Company”), on September 2, 2016 at 5:00 P.M (local time, including any adjournments or postponements or continuations thereof and any meeting called in lieu thereof, the “Annual Meeting”), and to vote all shares of common stock and preferred stock of the Company which the undersigned would be entitled to vote if personally present ..

The undersigned hereby revokes any other proxy or proxies heretofore given to vote or act with respect to the shares of common stock and preferred stock of the Company held by the undersigned, and hereby ratifies and confirms all action the herein named attorneys and proxies, their substitutes, or any of them may lawfully take by virtue hereof. If properly executed, this Proxy will be voted as directed on the reverse and in the discretion of the herein named attorneys and proxies or their substitutes with respect to any other matters as may properly come before the Annual Meeting that are unknown to RX Investor Value Corporation, Jeffrey T. Holtmeier, Mark Scott, Brian A. Ross, and Dr. Stephen J. Weiss (collectively, “RIVC”) a reasonable time before this solicitation.

IF NO DIRECTION IS INDICATED WITH RESPECT TO THE PROPOSALS ON THE REVERSE, THIS PROXY WILL BE VOTED “FOR” PROPOSAL 1 AND “AGAINST” PROPOSALS 2 AND 3.

IMPORTANT: PLEASE SIGN, DATE AND MAIL THIS PROXY CARD PROMPTLY UNLESS YOU HAVE VOTED BY TELEPHONE OR BY INTERNET!
CONTINUED AND TO BE SIGNED ON REVERSE SIDE

PLEASE VOTE TODAY! SEE REVERSE SIDE FOR THREE EASY WAYS TO VOTE.

YOUR VOTE, WHETHER BY INTERNET, TELEPHONE OR MAIL, MUST BE RECEIVED NO LATER THAN 11:59 PM, EASTERN DAYLIGHT TIME, ON SEPTEMBER 1, 2016, TO BE INCLUDED IN THE VOTING RESULTS.

RIVC STRONGLY RECOMMENDS THAT STOCKHOLDERS VOTE IN FAVOR OF THE NOMINEES LISTED BELOW IN PROPOSAL 1. RIVC RECOMMENDS A VOTE AGAINST PROPOSALS 2 and 3.

1. RIVC's proposal to elect Jeffrey T. Holtmeier, Mark Scott, Brian A. Ross, and Dr. Stephen J. Weiss to serve as directors of the Company until the 2017 annual meeting of stockholders.

Note: If you do not wish for your shares of common stock and preferred stock to be voted "FOR" a particular nominee, mark the "FOR ALL EXCEPT" box and write the name of the Nominee you do not support on the line [below]. Your shares will be voted for the remaining nominee.

	FOR ALL	WITHHOLD	FOR ALL
	NOMINEES	ALL	EXCEPT
Jeffrey T. Holtmeier
Mark Scott			
Brian A. Ross			
Dr. Stephen J. Weiss			

RIVC does not expect that our Nominees will be unable to stand for election, but, in the event that any Nominee is unable to serve or for good cause will not serve, the shares of common stock and preferred stock represented by this proxy card will be voted for substitute nominee(s), to the extent this is not prohibited under the Company's Bylaws and applicable law. In addition, RIVC has reserved the right to nominate substitute person(s) if the Company makes or announces any changes to its Bylaws or takes or announces any other action that has, or if consummated would have, the effect of disqualifying any Nominee, to the extent this is not prohibited under the Bylaws and applicable law. In any such case, shares of common stock and preferred stock represented by this proxy card will be voted for such substitute nominee(s).

RIVC intends to use this proxy to vote "FOR" Jeffrey T. Holtmeier, Mark Scott, Brian A. Ross, and Dr. Stephen J. Weiss. The names, background and qualification of the candidates who have been nominated by the Company, and other information about them, can be found in the Company's proxy statement.

2. Company's proposal to ratify the appointment of Marcum LLP as independent registered public accounting firm for the year ending December 31, 2016.

FOR AGAINST ABSTAIN

3. Company's proposal to cast a non-binding advisory vote to approve executive compensation.

FOR AGAINST ABSTAIN

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

DATED:

(Signature)

(Signature, if held jointly)

(Title)

Explanation of Responses:

WHEN SHARES ARE HELD JOINTLY, JOINT OWNERS SHOULD EACH SIGN. EXECUTORS, ADMINISTRATORS, TRUSTEES, ETC., SHOULD INDICATE THE CAPACITY IN WHICH SIGNING. PLEASE SIGN EXACTLY AS NAME APPEARS ON THIS PROXY . If the signer is a corporation, please sign full corporate name by a duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by an authorized person.

YOUR VOTE IS IMPORTANT

Please take a moment now to vote your shares of HealthWarehouse.com, Inc. stock for the Annual Meeting of Stockholders.

PLEASE REVIEW THE PROXY STATEMENT AND VOTE TODAY IN ONE OF THREE WAYS:

VOTE BY TELEPHONE – Please call toll-free in the U.S. or Canada at 877-510-5560, on a touch-tone telephone. If outside the U.S. or Canada, call 877-510-5560. Please follow the simple instructions. You will be required to provide the unique control number printed below.

OR

VOTE BY INTERNET – Please access www.okapivote.com/hewa, and follow the simple instructions. Please note you must type an “s” after http. You will be required to provide the unique control number printed below.

You may vote by telephone or Internet 24 hours a day, 7 days a week. Your telephone or Internet vote authorizes the named proxies to vote your shares in the same manner as if you had marked, signed and returned a proxy card.

OR

VOTE BY MAIL – If you do not wish to transmit your voting instructions by telephone or over the Internet, please sign, date and return the proxy card in the envelope provided, or mail to: Rx Investor Value Corporation, c/o Okapi Partners LLC, 1212 Avenue of the Americas, 24th Floor, New York, New York 10036.

PRELIMINARY COPY / SUBJECT TO COMPLETION DATED AUGUST 17, 2016

FORM OF BLUE PROXYCARD FOR SERIES B PREFERRED STOCK

HEALTHWAREHOUSE.COM, INC.

2016 ANNUAL MEETING OF STOCKHOLDERS SCHEDULED FOR SEPTEMBER 2, 2016

THIS PROXY IS SOLICITED ON BEHALF OF rx iNVESTOR vALUE cORPORATION, Jeffrey T. Holtmeier, Mark Scott, michael peppel, Brian A. Ross, and Dr. Stephen J. Weiss

THE BOARD OF DIRECTORS OF HEALTHWAREHOUSE.COM, INC.

IS NOT SOLICITING THIS PROXY

The undersigned appoints each of Jeffrey T. Holtmeier, Mark Scott, Brian A. Ross, and Dr. Stephen J. Weiss (acting alone or together), as attorney, agent and proxy with full power of substitution and resubstitution to represent the undersigned at the 2016 Annual Meeting of Stockholders of HealthWarehouse.com, Inc. (the “Company”), on September 2, 2016 at 5:00 P.M. (local time, including any adjournments or postponements or continuations thereof and any meeting called in lieu thereof, the “Annual Meeting”), and to vote all shares of common stock and preferred stock of the Company which the undersigned would be entitled to vote if personally present.

The undersigned hereby revokes any other proxy or proxies heretofore given to vote or act with respect to the shares of common stock and preferred stock of the Company held by the undersigned, and hereby ratifies and confirms all action the herein named attorneys and proxies, their substitutes, or any of them may lawfully take by virtue hereof. If properly executed, this Proxy will be voted as directed on the reverse and in the discretion of the herein named attorneys and proxies or their substitutes with respect to any other matters as may properly come before the Annual Meeting that are unknown to RX Investor Value Corporation, Jeffrey T. Holtmeier, Mark Scott, Brian A. Ross, and Dr. Stephen J. Weiss (collectively, “RIVC”) a reasonable time before this solicitation.

IF NO DIRECTION IS INDICATED WITH RESPECT TO THE PROPOSALS ON THE REVERSE, THIS PROXY WILL BE VOTED “FOR” PROPOSALS 1 AND 4 AND “AGAINST” PROPOSALS 2 AND 3.

IMPORTANT: PLEASE SIGN, DATE AND MAIL THIS PROXY CARD PROMPTLY UNLESS YOU HAVE VOTED BY TELEPHONE OR BY INTERNET!
CONTINUED AND TO BE SIGNED ON REVERSE SIDE

PLEASE VOTE TODAY! SEE REVERSE SIDE FOR THREE EASY WAYS TO VOTE.

YOUR VOTE, WHETHER BY INTERNET, TELEPHONE OR MAIL, MUST BE RECEIVED NO LATER THAN 11:59 PM, EASTERN DAYLIGHT TIME, ON SEPTEMBER 1, 2016, TO BE INCLUDED IN THE VOTING RESULTS.

RIVC STRONGLY RECOMMENDS THAT STOCKHOLDERS VOTE IN FAVOR OF THE NOMINEES LISTED BELOW IN PROPOSALS 1 and 4. RIVC RECOMMENDS A VOTE AGAINST PROPOSALS 2 and 3.

1. RIVC's proposal to elect Jeffrey T. Holtmeier, Mark Scott, Brian A. Ross, and Dr. Stephen J. Weiss to serve as directors of the Company until the 2017 annual meeting of stockholders.

Note: If you do not wish for your shares of common stock and preferred stock to be voted "FOR" a particular nominee, mark the "FOR ALL EXCEPT" box and write the name of the Nominee you do not support on the line below. Your shares will be voted for the remaining nominee(s).

	FOR ALL	WITHHOLD	FOR ALL
	NOMINEES	ALL	EXCEPT
Jeffrey T. Holtmeier
Mark Scott			
Brian A. Ross			
Dr. Stephen J. Weiss			

RIVC does not expect that our Nominees will be unable to stand for election, but, in the event that any Nominee is unable to serve or for good cause will not serve, the shares of common stock and preferred stock represented by this proxy card will be voted for substitute nominee(s), to the extent this is not prohibited under the Company's Bylaws and applicable law. In addition, RIVC has reserved the right to nominate substitute person(s) if the Company makes or announces any changes to its Bylaws or takes or announces any other action that has, or if consummated would have, the effect of disqualifying any Nominee, to the extent this is not prohibited under the Bylaws and applicable law. In any such case, shares of common stock and preferred stock represented by this proxy card will be voted for such substitute nominee(s).

RIVC intends to use this proxy to vote "FOR" Jeffrey T. Holtmeier, Mark Scott, Brian A. Ross, and Dr. Stephen J. Weiss. The names, background and qualification of the candidates who have been nominated by the Company, and other information about them, can be found in the Company's proxy statement.

2. Company's proposal to ratify the appointment of Marcum LLP as independent registered public accounting firm for the year ending December 31, 2016.

FOR AGAINST ABSTAIN

3. Company's proposal to cast a non-binding advisory vote to approve executive compensation.

FOR AGAINST ABSTAIN

4. To elect as a director the following Series B preferred stock nominee: Joe Heimbrock

FOR WITHHOLD

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

DATED:

(Signature)

(Signature, if held jointly)

(Title)

WHEN SHARES ARE HELD JOINTLY, JOINT OWNERS SHOULD EACH SIGN. EXECUTORS, ADMINISTRATORS, TRUSTEES, ETC., SHOULD INDICATE THE CAPACITY IN WHICH SIGNING. PLEASE SIGN EXACTLY AS NAME APPEARS ON THIS PROXY . If the signer is a corporation, please sign full corporate name by a duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by an authorized person.

YOUR VOTE IS IMPORTANT

Please take a moment now to vote your shares of HealthWarehouse.com, Inc. stock for the Annual Meeting of Stockholders.

PLEASE REVIEW THE PROXY STATEMENT AND VOTE TODAY IN ONE OF THREE WAYS:

VOTE BY TELEPHONE – Please call toll-free in the U.S. or Canada at 877-510-5560, on a touch-tone telephone. If outside the U.S. or Canada, call 877-510-5560. Please follow the simple instructions. You will be required to provide the unique control number printed below.

OR

VOTE BY INTERNET – Please access www.okapivote.com/hewa, and follow the simple instructions. Please note you must type an “s” after http. You will be required to provide the unique control number printed below.

You may vote by telephone or Internet 24 hours a day, 7 days a week. Your telephone or Internet vote authorizes the named proxies to vote your shares in the same manner as if you had marked, signed and returned a proxy card.

OR

VOTE BY MAIL – If you do not wish to vote by telephone or over the Internet, please sign, date and return the proxy card in the envelope provided, or mail to: Rx Investor Value Corporation, c/o Okapi Partners LLC, 1212 Avenue of the Americas, 24th Floor, New York, New York 10036.