

Nemelka David Nephi Jr.
Form SC 13D/A
January 14, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/8A

Under the Securities Exchange Act of 1934 (Amendment No. 8)*

Sanuwave Health, Inc.
(Name of Issuer)

Common Stock, Par Value \$0.001
(Title of Class of Securities)

80303D 107
(CUSIP Number)

David N. Nemelka
732 N. Main Street
Springville, UT 84663
(801) 361-4746

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

December 31, 2012

(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 which is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d01(f) or 240.13d-1(g), check the following box. G.

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 person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter 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 No. **80303D 107**

1 Names of Reporting Persons

David N. Nemelka

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)

PF

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

5,048,510

8 Shared Voting Power

Number of

Shares Beneficially

0

9 Sole Dispositive Power

Owned by
Each

5,048,510

10 Shared Dispositive Power

Reporting
Person

With

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

5,048,510

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

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

19.9%

14 Type of Reporting Person (See Instructions)

IN

ITEM 1.

Security and Issuer

This Amendment No. 8 to Schedule 13D (Amendment No. 8) relates to the shares of common stock, par value \$0.001 (the Common Stock), of Sanuwave Health, Inc., a Nevada corporation (the Issuer). Amendment No. 8 is being filed by David N. Nemelka (the Reporting Person or Mr. Nemelka) to amend and supplement the Items set forth below of the Reporting Person s Schedule 13D filed with the Securities and Exchange Commission on October 20, 2010, as amended by Amendment No. 1 thereto filed on November 16, 2010, Amendment No. 2 thereto filed on November 26, 2010, Amendment No. 3 thereto filed on December 7, 2010, Amendment No. 4 thereto filed on April 12, 2011, Amendment No. 5 thereto filed on May 3, 2011, Amendment No. 6 thereto filed on January 19, 2012, and Amendment No. 7 thereto filed on December 27, 2012. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule 13D.

ITEM 4.

Purpose of Transaction

The Reporting Person acquired the Issuer s Common Stock for investment purposes. In pursuing such investment purposes, the Reporting Person may further purchase, hold, vote, trade, dispose or otherwise deal in the Common Stock at such times, and in such manner, as he deems advisable to benefit from changes in market prices of the Common Stock, changes in the Issuer's operations, business strategy or prospects, or from sale or merger of the Issuer. To evaluate such alternatives, the Reporting Person will routinely monitor the Issuer's operations, prospects, business development, management, competitive and strategic matters, capital structure, and prevailing market conditions, as well as alternative investment opportunities, liquidity requirements of the Reporting Person and other investment considerations. The Reporting Person may discuss such matters with management or directors of the Issuer, other shareholders, industry analysts, investment and financing professionals, sources of credit and other investors. Such factors and discussions may materially affect, and result in, the Reporting Person modifying his ownership of Common Stock, exchanging information with the Issuer pursuant to appropriate confidentiality or similar agreements, proposing changes in the Issuer's operations, governance or capitalization, or in proposing one or more of the other actions described in subsections (a) through (j) of Item 4 of Schedule 13D. As reported herein, the Reporting Person may be deemed to be the beneficial owner of warrants to acquire additional shares of Common Stock. The Reporting Person may elect to exercise some or all of the common stock purchase warrants based on various factors including the market price for the Common Stock, the respective exercise prices of the warrants, the respective expiration dates of the warrants and the factors discussed above with respect to the Reporting Person s evaluation of alternatives. Except as discussed above, the Reporting Person currently has no plans to engage in the actions described in subsections (a) through (j) of Item 4 of Schedule 13D.

The Reporting Person reserves the right to formulate other plans and/or make other proposals, and take such actions with respect to his investment in the Issuer, including any or all of the actions set forth in paragraphs (a) through (j) of Item 4 of Schedule 13D, or acquire additional Common Stock or dispose of all the Common Stock beneficially owned by him, in the public market or privately negotiated transactions. The Reporting Person may at any time reconsider and change his plans or proposals relating to the foregoing.

ITEM 5.

Interest in Securities of the Issuer

(a)

As of the date hereof, the Reporting Person is the beneficial owner of 5,048,510 shares of Common Stock, representing approximately 19.9% of the Issuer's outstanding Common Stock based on the 20,907,536 shares of Common Stock outstanding as of November 9, 2012 as reported in the Issuer's Form 10-Q for the fiscal quarter ended September 30, 2012. In calculating the Reporting Person's ownership percentage, shares of Common Stock which are subject to options, warrants, call agreements and other rights to purchase, exercisable within 60 days, have been treated as outstanding shares. The shares of Common Stock beneficially owned by the Reporting Person consist of the following: (i) 605,000 shares held of record by McKinley Capital, Inc. Roth 401(k) Plan over which the Reporting Person acts as trustee; (ii) 4,000,000 shares to be acquired by the Reporting Person pursuant to a Stock Subscription Agreement dated November 27, 2012 between the Reporting Person and the Issuer; (iii) Class A Warrants held by the Reporting Person to purchase 66,755 shares at a price of \$4.00 per share at any time on or before September 25, 2014; (iv) Class B Warrants held by the Reporting Person to purchase 66,755 shares at a price of \$8.00 per share at any time on or before September 25, 2014; and (v) Class E Warrants held by the Reporting Person to purchase up to 310,000 shares of Common Stock at an exercise price of \$4.00 per share at any time on or before April 11, 2016.

(b)

Number of shares of Common Stock as to which the Reporting Person has:

(i)

Sole power to vote or direct the vote: 5,048,510

(ii)

Shared power to vote or direct the vote: 0

(iii)

Sole power to dispose or direct the disposition: 5,048,510

(iv)

Shared power to dispose or direct the disposition: 0

(c)

The following constitute all transactions with respect to the Common Stock effected by the Reporting Person during the past sixty days:

(i)

On December 31, 2012: (i) the Reporting Person sold 839,259 shares of Common Stock in a private transaction at a sales price of \$0.25 per share; (ii) Tradeco, a Utah corporation of which the Reporting Person is the sole officer, director and stockholder, sold 46,264 shares of Common Stock in a private transaction at a sales price of \$0.25 per share; and (iii) McKinley Enterprises, Inc. Profit Sharing Plan, the profit sharing plan of a Utah corporation over which the Reporting Person acts as Trustee, sold 24,000 shares of Common Stock in a private transaction at a sales price of \$0.25 per share.

(ii)

As previously reported in Amendment No. 7 hereto, on November 27, 2012, the Reporting Person entered into a subscription agreement with the Issuer whereby the Reporting Person agreed to purchase 4,000,000 shares of Common Stock at a purchase price of \$0.25 per share for an aggregate purchase price of \$1,000,000. The purchase price is payable as follows: (i) Fifty Thousand Dollars (\$50,000) on or before January 31, 2013; (ii) Fifty Thousand Dollars (\$50,000) on or before February 15, 2013; and (iii) the balance of Nine Hundred Thousand Dollars (\$900,000) on or before May 27, 2014 (the Outside Due Date). The Subscriber may make payments of the Purchase Price at his discretion in minimum installments of One Hundred Thousand Dollars (\$100,000) each, until the Outside Due Date.

In the event that at any time after February 15, 2013, the Company's total available cash should be less than One Hundred Thousand Dollars (\$100,000), the Subscriber shall, upon demand of the Company, pay to the Company, One Hundred Thousand Dollars (\$100,000) of the then outstanding balance of the Purchase Price, which payment shall be due within thirty (30) days of the demand. There is no limit on the number of demands that the Company may make pursuant to this provision of the Subscription Agreement, provided, however, that in no event shall the Company provide more than one notice of demand for payment in any thirty (30) day period.

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: January 11, 2013

/s/ David N. Nemelka

David N. Nemelka