

AtheroNova Inc.
Form 8-K
October 28, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report:
(Date of earliest event reported)

September 30, 2011

ATHERONOVA INC.
(Exact name of registrant as specified in charter)

Delaware
(State or other Jurisdiction of Incorporation or Organization)

000-52315
(Commission File Number)

20-1915083
(IRS Employer Identification No.)

2301 Dupont Drive, Suite 525
Irvine, CA 92612
(Address of Principal Executive Offices
and zip code)

(949) 476-1100
(Registrant's telephone
number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12(b))
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.02. Unregistered Sales of Equity Securities.

From September 7 through October 18, 2011, the Registrant sold to thirty accredited investors, in private placement transactions, an aggregate of 1,717,227 units at \$0.55 per unit, resulting in gross proceeds to the Registrant of \$944,483.55. Each unit represents a share of the Registrant's common stock and a warrant to purchase 0.30 shares of the Registrant's common stock at an exercise price of \$0.60 per share. The warrants are fully vested and exercisable for three years from the date of issuance.

In making the stock issuances described above without registration under the Securities Act of 1933, as amended (the "Securities Act"), the Registrant relied upon one or more of the exemptions from registration contained in and/or promulgated under Section 4(2) of the Securities Act as each of the stock recipients in the private placement transactions was an accredited investor and no general solicitation or advertising was used in connection with such stock issuances.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AtheroNova Inc.

Date: October 28, 2011

By: /s/ Mark Selawski
Mark Selawski
Chief Financial Officer & Secretary