

AtheroNova Inc.  
Form 8-K  
April 22, 2014

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**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)

**April 16, 2014**

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**ATHERONOVA INC.**

(Exact name of registrant as specified in charter)

**Delaware**

(State or other Jurisdiction of Incorporation or Organization)

**000-52315**

**20-1915083**

(Commission File Number)

(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))

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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On April 16, 2014, AtheroNova Inc. (the “Company”) held its annual meeting of stockholders (the “Annual Meeting”) at which three proposals were presented to the Company’s stockholders for consideration. The three matters presented were (1) the election of eight directors to hold office until the 2015 annual meeting of stockholders and until their respective successors have been elected, (2) the authorization of the Company’s board of directors to effectuate, in its discretion, an amendment to the Company’s Amended and Restated Certificate of Incorporation to effectuate a reverse stock split of no less than 1-for-5 and no greater than 1-for-10 at any time before December 31, 2014, with special treatment for certain stockholders to preserve round lot holders, and (3) a proposal to ratify the appointment of Weinberg & Company, P.A. as the Company’s independent auditors for the year ending December 31, 2014. These proposals were described in detail in the Company’s definitive Proxy Statement for the Annual Meeting filed with the Securities and Exchange Commission on March 25, 2014. The numbers below indicate the shares voted before effectuating a reverse stock split.

**(1) Election of the directors of the Company:**

|                        | FOR        | AGAINST | ABSTAIN | BROKER<br>NON-VOTE |
|------------------------|------------|---------|---------|--------------------|
| Thomas W. Gardner      | 23,740,600 | 260,400 | 14,055  | 6,586,188          |
| Alexander Polinsky     | 23,936,250 | 63,750  | 15,055  | 6,586,188          |
| Boris Ratiner, M.D.    | 23,937,100 | 62,900  | 15,055  | 6,586,188          |
| Chaim Davis            | 23,783,900 | 216,100 | 15,055  | 6,586,188          |
| Gary Freeman           | 23,979,900 | 20,100  | 15,055  | 6,586,188          |
| Paul DiPerna           | 23,980,000 | 20,100  | 14,955  | 6,586,188          |
| Johan (Thijs) M. Spoor | 23,979,900 | 20,100  | 15,055  | 6,586,188          |
| Fred Knoll             | 23,942,200 | 57,900  | 14,955  | 6,586,188          |

**Approval of an Amendment to the Amended and Restated Certificate of Incorporation:** The proposal to authorize the Company’s board of directors to effectuate, in its discretion, an amendment to the Company’s Amended and (2) Restated Certificate of Incorporation to effectuate a reverse stock split of no less than 1-for-5 and no greater than 1-for-10 at any time before December 31, 2014, with special treatment for certain stockholders to preserve round lot holders:

| FOR        | AGAINST   | ABSTAIN |
|------------|-----------|---------|
| 29,228,693 | 1,364,783 | 7,767   |

**Ratification of Appointment of Independent Registered Public Accounting Firm:** The proposal to ratify the (3) appointment of Weinberg & Company, P.A. as the Company’s independent registered public accounting firm for the year ending December 31, 2013 was approved by the stockholders by the following vote:

| FOR        | AGAINST | ABSTAIN |
|------------|---------|---------|
| 30,584,835 | 2,433   | 13,975  |

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**Item 8.01. Other Events**

On April 22, 2014, the Company amended its Certificate of Incorporation to effectuate a 1-for-10 reverse stock split and issued a press release titled “AtheroNova 1-for-10 Reverse Stock Split Effective.” A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

The following exhibit is filed herewith:

| <u>Exhibit<br/>Number</u> | <u>Description</u> |
|---------------------------|--------------------|
|---------------------------|--------------------|

|      |   |
|------|---|
| 99.1 | Press release issued April 22, 2014 titled “AtheroNova 1-for-10 Reverse Stock Split Effective.” |
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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: April 22, 2014 By: /s/ Mark Selawski  
Mark Selawski  
Chief Financial Officer & Secretary