AtheroNova Inc. Form 4 October 02, 2014

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Knoll Capital Management, LP

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(First)

AtheroNova Inc. [AHRO]

(Check all applicable)

OMB

Number:

Expires:

response...

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OMB APPROVAL

3235-0287

January 31,

2005

0.5

(Last)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner Other (specify Officer (give title below)

5 EAST 44TH STREET, SUITE 12

(Street)

01/13/2014

6. Individual or Joint/Group Filing(Check

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10017

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	_				_		
1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and Expiration	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Date	Underlying Securitie
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)
(Instr 3)	Price of		(Month/Day/Year)	(Instr 8)	Derivative	p.	

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	Derivative Security			Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
			Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
8% Senior Secured Convertible Note	\$ 1.11 <u>(1)</u>	09/12/2014	P <u>(1)</u>		1 (1)	09/12/2014(1)	09/12/2015 <u>(1)</u>	Common Stock	90,09
Common Stock Purchase Warrant	\$ 2	09/12/2014	P <u>(1)</u>		1 (1)	09/12/2014	09/12/2019	Common Stock	45,04

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Knoll Capital Management, LP 5 EAST 44TH STREET, SUITE 12 NEW YORK, NY 10017		X				

Signatures

/s/ Fred Knoll,
Principal

**Signature of Reporting

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).

Europa International, Inc. purchased the note and warrant for aggregate consideration of \$100,000 from the Registrant. The note is convertible at the sole option of the Registrant. Conversion of the note and exercise of the warrant are subject to a beneficial ownership

(1) cap of 4.99%. The reporting person, the investment manager for Europa International, Inc., exercises voting and dispositive power over the shares held by Europa International, Inc. but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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.

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