

AtheroNova Inc.
Form 4
January 14, 2014

FORM 4

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

OMB APPROVAL

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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 *
EUROPA INTERNATIONAL INC

(Last) (First) (Middle)

C/O KNOLL CAPITAL MANAGEMENT, L.P., 5 EAST 44TH STREET, SUITE 12

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AtheroNova Inc. [AHRO]

3. Date of Earliest Transaction (Month/Day/Year)
01/13/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|---|--|----------------------|------------------|---|------------------|------------------------|------------------|-----------------|--------------|----------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| 6% Senior Subordinated Convertible Note | \$ 0.23 ⁽¹⁾ | 01/13/2014 | P ⁽¹⁾ | | | <u>1</u> <u>(1)</u> | 01/13/2014 | 01/12/2017 | Common Stock | 1,304,34 |
| Common Stock Purchase Warrant | \$ 0.23 | 01/13/2014 | P ⁽¹⁾ | | | <u>1</u> <u>(1)</u> | 01/13/2014 | 01/12/2024 | Common Stock | 652,17 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

EUROPA INTERNATIONAL INC
C/O KNOLL CAPITAL MANAGEMENT, L.P.
5 EAST 44TH STREET, SUITE 12
NEW YORK, NY 10017

X

Signatures

/s/ Fred Knoll Principal, Knoll Capital Management, L.P. Investment Manager

01/14/2014

__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) The reporting person purchased the note and warrant for aggregate consideration of \$300,000 from the Registrant. The note has a conversion price equal to the lesser of \$0.23 and 70% of the average of the three (3) lowest daily volume weighted average prices occurring during the 20 consecutive trading days immediately preceding the applicable conversion date. Conversion of the note and exercise of the warrant are subject to a beneficial ownership cap of 4.99%.

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.