

Gardner Thomas W
Form SC 13D/A
March 21, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

AtheroNova Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

047438 205

(CUSIP Number)

Thomas W. Gardner
c/o AtheroNova Inc.
2301 Dupont Drive, Suite 525
Irvine, California 92612
(949) 476-1100

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

March 18, 2013

(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 Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box ..

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 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 on 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 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).

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CUSIP No. 047438 205

- 1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Thomas W. Gardner

 - 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

 - 3 SEC USE ONLY

 - 4 SOURCE OF FUNDS*
PF

 - 5 CHECK BOX OF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e)

 - 6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America
- | | | |
|--|----|-------------------------------------|
| NUMBER
OF
SHARES
BENEFICIALLY
OWNED
BY
EACH
REPORTING
PERSON | 7 | SOLE VOTING POWER
4,087,437 |
| 8 | 8 | SHARED VOTING POWER |
| 9 | 9 | SOLE DISPOSITIVE POWER
4,087,437 |
| 10 | 10 | SHARED DISPOSITIVE POWER |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,087,437
 - 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

 - 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.5% (1)

 - 14 TYPE OF REPORTING PERSON*
IN

(1) Based on a total of 38,082,875 shares of the Company's common stock outstanding as of March 18, 2013.

This Schedule 13D/A ("Schedule 13D/A") amends the following sections of the Schedule 13D filed with the Securities and Exchange Commission on May 24, 2010 and amended on June 28, 2010 and May 11, 2011 ("Schedule 13D").

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of Schedule 13D is supplemented and amended by the information below.

On September 29, 2011, the Reporting Person purchased from the Company 77,725 units at a per unit price of \$0.55. Each unit consisted of one share of Common Stock and a warrant to purchase 0.3 of a share of Common Stock.

On March 1, 2012, the Reporting Person received a bona fide gift of 50,000 shares of Common stock.

On March 18, 2013, the Reporting Person received a bona fide gift of 50,000 shares of Common stock.

Item 5. Interest in Securities of the Issuer.

Item 5 of Schedule 13D is supplemented and amended by the information below.

Reference is made to the disclosure set forth under Item 3 this Schedule 13D/A, which disclosure is incorporated herein by reference.

As of March 18, 2013, the Reporting Person owned 3,415,269 shares of Common Stock, had the right to acquire 47,168 shares of Common Stock pursuant to the exercise of outstanding warrants exercisable within 60 days of March 18, 2013, and had the right to acquire 625,000 shares of Common Stock pursuant to the exercise of outstanding options exercisable within 60 days of March 18, 2013 (collectively, the "Shares"). Since 38,082,875 shares of Common Stock were outstanding as of March 18, 2013, the Shares constitute approximately 10.5% of the shares of Common Stock issued and outstanding.

The Reporting Person has the sole power to vote or direct the vote of, and to dispose of or direct the disposition of, the Shares.

Transactions by the Reporting Person in Common Stock effected in the past 60 days are described in Item 3 above.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this Schedule 13D/A is true, complete and correct.

Dated: March 18, 2013

By: /s/ Thomas W. Gardner
Thomas W. Gardner

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