

AtheroNova Inc.
Form 10-Q/A
March 29, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q/A
(Amendment #1)

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

For the quarterly period ended June 30, 2012

OR

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

For the transition period from _____ to _____

Commission file number 000-52315

AtheroNova Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction of incorporation or organization)

20-1915083
(I.R.S. 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)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

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Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes No

As of August 7, 2012 there were 28,730,321 shares of the issuer's common stock, \$0.0001 par value per share, outstanding.

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Explanatory Note

This Amendment No. 1 on Form 10-Q/A (the “Form 10-Q/A”) amends the Quarterly Report on Form 10-Q for the period ended June 30, 2012, filed by AtheroNova, Inc. (the “Company”), which was originally filed with the Securities and Exchange Commission on August 14, 2012 (the “Original Report”).

On June 15, 2012, the company amended certain of its Senior Convertible Note and warrant agreements that were issued in 2010. The initial Senior Convertible Notes and warrants included an anti-dilution provision that allowed for the automatic reset of the conversion or exercise price upon any future sale of common stock instruments at or below the current conversion or exercise price. The amended notes and warrants removed the price-based anti-dilution provisions contained in the Senior Convertible Notes and warrants. The modification was initially accounted for as an extinguishment based on an error in a calculation of the change to the Beneficial Conversion Feature. Management has determined that the transaction should have been accounted for as a modification rather than as an extinguishment. The effect of the change in accounting is to reduce reported net income for the three months ended June 30, 2012 from \$339,157 to \$131,157, to reduce reported net income for the six months ended June 30, 2012 from \$1,099,113 to \$891,113, and to increase the net loss reported for the cumulative period since inception to June 30, 2012 from \$10,480,398 to \$10,688,398.

The Form 10-Q/A includes amended and restated condensed consolidated financial statements and related financial information for the three and six months ended June 30, 2012. The nature, timing, and impact of the restatement and the amended and restated financial results for the periods ended June 30, 2012 is disclosed in Note 3 to the condensed consolidated financial statements

The Form 10-Q/A amends and restates the following items of the Form 10Q as described above: (i) Part I, Item 1 – Financial Statements; (ii) Part I, Item 2 – Management’s Discussion and Analysis of Results of Operations and Financial Condition; and (iii) Part II, Item 6 – Exhibits.

All information in the Form 10-Q, as amended by the Form 10-Q/A, speaks as to the date of the original filing of the Form 10-Q for such period and does not reflect any subsequent information or events except as noted in the Form 10-Q/A. all information contained in the Form 10-Q/A is subject to updating and supplementing as provided in the Company’s reports, as amended, filed with the Securities and Exchange Commission subsequent to the date of the initial filing of the Form 10-Q.

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Part I – Financial Information
Item 1. Financial Statements

ATHERONOVA INC.
(A Development Stage Company)
Condensed Consolidated Balance Sheets

	June 30, 2012 (unaudited - Restated)	December 31, 2011
Assets		
Current Assets		
Cash	\$412,605	\$616,067
Other Current Assets	24,100	12,909
Total Current Assets	436,705	628,976
Equipment, net	5,321	4,000
Deposits and other assets	23,777	--
Total Assets	\$465,803	\$632,976
Liabilities and Stockholders' Deficiency		
Current Liabilities:		
Accounts payable and accrued expenses	\$306,394	\$170,449
Short term convertible notes payable, net of discount	660,935	--
Interest payable	58,846	39,716
Derivative Liability	--	6,211,021
Total Current Liabilities	1,026,175	6,421,186
2.5% Senior secured convertible notes, net of discount	476,172	395,655
Stockholders' Deficiency:		
Preferred stock \$0.0001 par value, 10,000,000 shares authorized, none outstanding at June 30, 2012 and December 31, 2011	--	--
Common stock \$0.0001 par value, 100,000,000 shares authorized, 28,730,321 and 28,390,260 outstanding at June 30, 2012 and December 31, 2011, respectively	2,862	2,828
Additional paid in capital	9,648,992	5,392,818
Deficit accumulated during the development stage	(10,688,398)	(11,579,511)
Total stockholders' deficiency	(1,036,544)	(6,183,865)
Total Liabilities and Stockholders' Deficiency	\$465,803	\$632,976

See accompanying notes to condensed consolidated financial statements.

ATHERONOVA INC.

(A Development Stage Company)

Condensed Consolidated Statements of Operations

(Unaudited)

For the three and six month periods ended June 30, 2012 and 2011,

And for the period from December 13, 2006 (Inception) through June 30, 2012

	Three months ended June 30,		Six months ended June 30,		Cumulative
	2012	2011	2012	2011	From
	(Restated)		(Restated)		Inception
					(Restated)
Revenue, net	\$ --	\$ --	\$ --	\$ --	\$ --
Operating expenses:					
Research and development	214,266	95,112	375,571	183,375	1,248,646
General and administrative expenses	532,938	436,206	1,276,024	774,256	5,357,386
Impairment charge-intellectual property	--	--	--	--	572,868
Total operating expenses	747,204	531,318	1,651,595	957,631	7,178,900
Loss from operations	(747,204)	(531,318)	(1,651,595)	(957,631)	(7,178,900)
Other income (expenses):					
Other income (expense)	172	66	375	130	3,925
Merger-related expenses	--	--	--	--	(323,294)
Cancellation of related-party debt	--	--	--	--	100,000
Interest expense	(132,209)	(97,273)	(194,774)	(193,476)	(1,202,857)
Private placement costs	--	--	--	--	(2,148,307)
Gain on conversion of debt	97,975	--	97,975	--	909,368
Change in fair value of derivative liabilities	913,223	182,441	2,640,497	7,403,871	(839,569)
Net income (loss) before income taxes	131,957	(446,084)	892,478	6,252,894	(10,679,634)
Provision for income taxes	800	1,600	1,365	4,840	8,764
Net income (loss)	\$ 131,157	\$ (447,684)	\$ 891,113	\$ 6,248,054	\$ (10,688,398)
Basic income (loss) per share	\$ 0.00	\$ (0.02)	\$ 0.03	\$ 0.26	
Diluted income (loss) per share	\$ 0.00	\$ (0.02)	\$ 0.03	\$ 0.23	
Basic weighted average shares outstanding	28,626,947	24,255,742	28,526,937	23,842,488	
Diluted weighted average shares outstanding	31,354,141	24,255,742	31,174,023	26,741,158	

See accompanying notes to condensed consolidated financial statements.

ATHERONOVA INC.
(A Development Stage Company)
Condensed Consolidated Statements of Stockholders' Equity (Deficiency)
For the period from December 31, 2011 through June 30, 2012 (unaudited)

Description	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Deficit Accumulated During Development Stage	Total Stockholders' Equity (Deficiency)
Balance – December 31, 2011	28,390,260	\$2,828	\$5,392,818	\$ (11,579,511)	\$ (6,183,865)
Fair value of vested options	--	--	432,569	--	432,569
Common stock issued upon conversion of notes payable	250,000	25	75,780	--	75,805
Fair value of warrants issued with short term convertible notes	--	--	58,387	--	58,387
Fair value of extinguished derivative liabilities	--	--	3,472,549	--	3,472,549
Fair value of common stock issued to settle accounts payable	30,061	3	23,745	--	23,748
Fair value of shares transferred to employees and vendors by controlling stockholder	--	--	123,050	--	123,050
Fair value of common stock issued for services	60,000	6	70,094	--	70,100
Net income	--	--	--	891,113	891,113
Balance – June 30, 2012 (Restated)	28,730,321	\$2,862	\$9,648,992	\$ (10,688,398)	\$ (1,036,544)

See accompanying notes to condensed consolidated financial statements.

ATHERONOVA INC.
(A Development Stage Company)
Condensed Consolidated Statements of Cash Flows
(Unaudited)
For the six month periods ended June 30, 2012 and 2011,
And for the period from December 13, 2006 (Inception) through June 30, 2012

	Six months ended June 30,		Cumulative
	2012	2011	From
	(Restated)		Inception
			(Restated)
Operating Activities:			
Net income (loss)	\$891,113	\$6,248,054	\$(10,688,398)
Adjustments to reconcile net income (loss) to net cash used in operating activities:			
Loss on settlement of payables and accrued interest	7,585	--	61,962
Amortization of debt discounts	168,652	175,854	1,108,956
Depreciation	1,350	1,207	5,456
Stock based compensation	625,719	297,706	2,656,705
Impairment charge-intellectual property	--	--	572,867
Cost of private placement	--	--	2,148,307
Gain on conversion of debt	(97,975)	--	(909,368)
Change in fair value of derivative liabilities	(2,640,497)	(7,403,871)	839,569
Cancellation of debt	--	--	(100,000)
Changes in operating assets and liabilities:			
Other current assets	(34,968)	(1,536)	(47,877)
Accounts payable and accrued expenses	178,230	112,276	534,115
Net cash used in operating activities	(900,791)	(570,310)	(3,817,706)
Investing Activities			
Purchase of equipment	(2,671)	(1,037)	(10,777)
Investment in intellectual property	--	--	(372,867)
Cash received from reverse merger	--	--	1,281
Net cash used in investing activities	(2,671)	(1,037)	(382,363)
Financing Activities			
Proceeds from issuance of common stock	--	534,266	2,517,668
Proceeds from convertible notes-short term	700,000	--	700,000
Proceeds from sale of 2.5% senior secured convertible notes, net	--	--	1,395,006
Net cash provided by financing activities	700,000	534,266	4,612,674
Net change in cash	(203,462)	(37,081)	412,605
Cash - beginning balance	616,067	177,802	--
Cash - ending balance	\$412,605	\$140,721	\$412,605
Supplemental disclosure of cash flow information:			
Cash paid for income taxes	\$1,365	\$4,840	\$8,764
Supplemental disclosure of non-cash investing and financing transactions:			
Stockholder notes issued in exchange for intellectual property	\$--	\$--	\$200,000
Conversion of convertible notes payable to common stock	\$75,805	\$--	\$645,220
Derivative liability created on issuance of convertible notes and warrants created	\$--	\$--	\$1,500,000

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Reclass of accounts payable to related party notes	\$--	\$--	\$100,000
Common stock issued to settle accounts payable	\$23,748	\$--	\$92,468
Discount on short term notes payable	\$58,387	\$--	\$58,387

See accompanying notes to condensed consolidated financial statements.

ATHERONNOVA INC.

(A Development Stage Company)
Notes to Condensed Consolidated Financial Statements
Three and Six Months Ended June 30, 2012 and 2011
(Unaudited)

The accompanying condensed consolidated financial statements of AtheroNova Inc. and subsidiary (“AtheroNova,” “we,” “us,” “our” and “our Company”) have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and the rules and regulations of the Securities and Exchange Commission. Accordingly, the unaudited condensed consolidated financial statements do not include all information and footnotes required by accounting principles generally accepted in the United States of America for complete annual financial statements. In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments, consisting of only normal recurring adjustments, considered necessary for a fair presentation. Interim operating results are not necessarily indicative of results that may be expected for the year ending December 31, 2012 or for any other interim period. These unaudited condensed consolidated financial statements should be read in conjunction with the Company’s audited financial statements as of and for the year ended December 31, 2011, which are included in the Company’s Report on Form 10-K for such year filed on March 16, 2012. The condensed consolidated balance sheet as of December 31, 2011 has been derived from the audited financial statements included in the Form 10-K for that year.

1. ORGANIZATION

Z&Z Medical Holdings, Inc. (“Z&Z Nevada”) was incorporated under the laws of the State of Nevada on December 13, 2006 (Inception). Z&Z Nevada had its headquarters located in Laguna Niguel, California. On November 30, 2009, a separate corporation named Z&Z Medical Holdings, Inc. (“Z&Z Delaware”) was incorporated under the laws of the State of Delaware and on March 3, 2010 Z&Z Nevada was merged into Z&Z Delaware. On May 13, 2010, pursuant to an Agreement and Plan of Merger dated March 26, 2010, (i) our subsidiary, Z&Z Merger Corporation, merged with and into Z&Z Delaware and the surviving subsidiary corporation changed its name to AtheroNova Operations, Inc. (“AtheroNova Operations”), (ii) we assumed all the outstanding options and warrants of Z&Z Delaware and (iii) we completed a Capital Raise Transaction in which we sold \$1,500,000 in 2.5% Senior Secured Convertible Notes. The former holders of AtheroNova Operations’ common stock became holders of approximately 98% of our outstanding common stock. On May 21, 2010, holders of approximately 76.7% of the then outstanding shares of our Super-Voting Common Stock, approximately 90.7% of the then outstanding shares of common stock, and approximately 77.1% of the combined voting power of the then outstanding shares of our Super-Voting Common Stock and our common stock approved an amendment of our certificate of incorporation that (i) decreased the authorized number of shares of our common stock to 100,000,000, (ii) designated 10,000,000 shares of blank check preferred stock, and (iii) adopted a 1-for-200 reverse stock split. The amendment to our certificate of incorporation became effective on June 23, 2010.

As a result of the merger AtheroNova is now engaged, through AtheroNova Operations, in development of pharmaceutical preparations and pharmaceutical intellectual property. The Company will continue to be a development stage company for the foreseeable future.

Immediately prior to the Merger, AtheroNova had 107,272,730 shares of its common stock issued and outstanding. In connection with the Merger, AtheroNova issued 88,575,048 shares of its Super-Voting Common stock in exchange for the issued and outstanding shares of common stock of AtheroNova Operations, and assumed AtheroNova Operations’ outstanding options and warrants which became exercisable to purchase an aggregate of up to 16,552,227 shares of AtheroNova Super-Voting Common Stock. Upon the effectiveness of the 1-for-200 reverse stock split all shares of AtheroNova Super-Voting Common Stock were automatically converted on a 50-to-1 basis into AtheroNova

common stock, resulting in the issuance of 22,143,763 shares of AtheroNova common stock to the former holders of AtheroNova Operation's common stock, and the outstanding shares of common stock held by AtheroNova's existing stockholders were combined into 607,647 shares of AtheroNova common stock.

Since former holders of AtheroNova Operation's common stock owned, after the Merger, approximately 98% of AtheroNova's shares of common stock, and as a result of certain other factors, including that all members of the Company's executive management are members of AtheroNova Operation's management, AtheroNova Operations is deemed to be the acquiring company for accounting purposes and the merger was accounted for as a reverse merger and a recapitalization in accordance with generally accepted accounting principles in the United States ("GAAP"). These condensed consolidated financial statements reflect the historical results of AtheroNova Operations prior to the merger and that of the combined company following the merger, and do not include the historical financial results of AtheroNova prior to the completion of the merger. Common stock and the corresponding capital amounts of the Company pre-merger have been retroactively restated as capital stock shares reflecting the exchange ratio in the merger and subsequent 1-for-200 reverse stock split effected on June 23, 2010. In conjunction with the Merger, the Company assumed liabilities and incurred costs of \$323,294 which have been reflected as costs of the reverse merger in the 2010 statement of operations.

2. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The summary of significant accounting policies presented below is designed to assist in understanding the Company's condensed consolidated financial statements. Such financial statements and accompanying notes are the representation of the Company's management, who is responsible for their integrity and objectivity.

Use of Estimates

In preparing these condensed consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the condensed consolidated financial statements and the reported amount of revenues and expenses during the reporting periods. Actual results could differ from those estimates. Significant estimates and assumptions included in the Company's condensed consolidated financial statements relate to the valuation of long-lived assets, accrued other liabilities, and valuation assumptions related to share based payments and derivative liability.

Going Concern

The accompanying condensed consolidated financial statements have been prepared under the assumption that the Company will continue as a going concern. Such assumption contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company has a stockholders deficiency of \$1,036,544 at June 30, 2012, and has incurred recurring cash losses from operations since inception. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern. The condensed consolidated financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

Management is currently in the process of exploring private placements of securities by the Company to accredited investors, funds and institutional investors. Significant additional capital is needed to advance the Company's research and development as well as providing general working capital. Management believes that current funds will be sufficient to fund operations through September 2012. There can be no assurances that sufficient subsequent funding, if any at all, will be raised by this or future offerings or that the cost of such funding will be reasonable.

In light of the foregoing, management will also seek funding through short-term and long-term loans, grants and other such funds available from private and public sources established to further research in health care and advancement of science. Management continues to meet with representatives of private and public sources of funding to continue the ongoing process of capital development sufficient enough to cover negative cash flows expected in future periods and will continue to do so in the coming months.

Principles of Consolidation

The condensed consolidated financial statements include the accounts of the Company and its majority-owned subsidiary. All significant intercompany transactions and balances have been eliminated in consolidation.

Earnings and Loss per Share

The Company's computation of earnings per share ("EPS") includes basic and diluted EPS. Basic EPS is measured as the income (loss) available to common stockholders divided by the weighted average common shares outstanding for the period. Diluted EPS is similar to basic EPS but presents the dilutive effect on a per share basis of potential common shares (e.g., warrants and options) as if they had been converted at the beginning of the periods presented, or issuance date, if later. Potential common shares that have an anti-dilutive effect (i.e., those that increase income per share or decrease loss per share) are excluded from the calculation of diluted EPS.

Income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the respective periods. Basic and diluted (loss) per common share is the same for periods in which the company reported an operating loss because all warrants and stock options outstanding are anti-dilutive.

A reconciliation of basic and diluted shares for the three months ended June 30, 2012 and 2011 follows:

	June 30, 2012	June 30, 2011
Average common shares outstanding-basic	28,626,947	24,255,742
Effect of dilutive securities-		
Warrants	2,487,980	--
Employee and director stock options	239,214	--
Average diluted shares	\$31,354,141	\$24,255,742

There were no adjustments to net income required for purposes of computing diluted earnings per share.

A reconciliation of basic and diluted shares for the six months ended June 30, 2012 and 2011 follows:

	June 30, 2012	June 30, 2011
Average common shares outstanding-basic	28,526,937	23,842,488
Effect of dilutive securities-		
Warrants	2,395,018	2,589,108
Employee and director stock options	252,068	309,562
Average diluted shares	\$31,174,023	\$26,741,158

There were no adjustments to net income required for purposes of computing diluted earnings per share.

Warrants, options and other potentially dilutive securities are antidilutive and excluded from the dilutive calculations when their exercise or conversion price exceeds the average stock market price during the period or the effect would be anti-dilutive when applied to a net loss during the period(s) presented. The following table sets forth the shares excluded from the diluted calculation for the three month periods presented as follows:

	June 30, 2012	June 30, 2011
Senior secured Convertible notes	3,057,027	3,568,108
Convertible notes-short term	1,166,667	--
Warrants	3,901,740	5,617,273
Employee and director stock options	4,317,784	2,874,498
Total potentially dilutive shares	\$12,443,218	\$12,059,879

Such securities could potentially dilute earnings per share in the future.

Derivative financial instruments

The Company evaluates all of its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the consolidated statements of operations. For stock-based derivative financial instruments, the Company uses the weighted-average Black-Scholes-Merton option pricing model to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date.

Fair value of financial instruments

Effective January 1, 2008, fair value measurements are determined by the Company's adoption of authoritative guidance issued by the FASB, with the exception of the application of the statement to non-recurring, non-financial assets and liabilities as permitted. The adoption of the authoritative guidance did not have a material impact on the Company's fair value measurements. Fair value is defined in the authoritative guidance as the price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. A fair value hierarchy was established, which prioritizes the inputs used in measuring fair value into three broad levels as follows:

Level 1—Quoted prices in active markets for identical assets or liabilities.

Level 2—Inputs, other than the quoted prices in active markets, are observable either directly or indirectly.

Level 3—Unobservable inputs based on the Company's assumptions.

The Company is required to use observable market data if such data is available without undue cost and effort.

On June 15, 2012, the Company entered into the Second Amendment of its Senior Secured Notes Payable in which, among other things, it modified the Senior Notes and associated warrants to remove all anti-dilution clauses. (See Note 5) Due to this modification the Company is no longer required to reflect derivative liabilities on its balance sheet and the associated adjustment in the reporting period.

The following table presents certain investments and liabilities of the Company's financial assets measured and recorded at fair value on the Company's condensed consolidated balance sheets for the period in which a derivative liability is required on a recurring basis and their level within the fair value hierarchy as of June 30, 2012.

	Level 1	Level 2	Level 3	Total
Fair value of Derivative Liability at June 30, 2012	\$--	\$--	\$--	\$--
	Level 1	Level 2	Level 3	Total
Fair value of Derivative Liability at December 31, 2011	\$--	\$--	\$6,211,021	\$6,211,021

At June 30, 2012 and December 31, 2011, the fair values of cash and cash equivalents, and accounts payable approximate their carrying values.

Recently Issued Accounting Standards

In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update (ASU) No. 2011-04, "Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs". ASU No. 2011-4 does not require additional fair value measurements and is not intended to establish valuation standards or affect valuation practices outside of financial reporting. The ASU is effective for interim and annual periods beginning after December 15, 2011. The Company adopted ASU No. 2011-04 effective January 1, 2012 and it did not affect the Company's results of operations, financial condition or liquidity.

In June 2011, the FASB issued ASU No. 2011-05, "Presentation of Comprehensive Income". The ASU eliminates the option to present the components of other comprehensive income as part of the statement of changes in shareholders' equity, and instead requires consecutive presentation of the statement of net income and other comprehensive income either in a continuous statement of comprehensive income or in two separate but consecutive statements. ASU No. 2011-5 is effective for interim and annual periods beginning after December 15, 2011. The Company adopted ASU 2011-05 effective January 1, 2012 and it did not affect the Company's results of operations, financial condition or liquidity.

In September 2011, the FASB issued ASU 2011-08, "Testing Goodwill for Impairment", an update to existing guidance on the assessment of goodwill impairment. This update simplifies the assessment of goodwill for impairment by allowing companies to consider qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount before performing the two step impairment review process. It also amends the examples of events or circumstances that would be considered in a goodwill impairment evaluation. The amendments are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. The Company adopted ASU 2011-08 effective January 1, 2012. We do not believe that the adoption of this new accounting guidance will have a significant effect on our goodwill impairment assessments in the future.

In December 2011, the FASB issued ASU No. 2011-11, "Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities." This ASU requires an entity to disclose information about offsetting and related arrangements

to enable users of its financial statements to understand the effect of those arrangements on its financial position. ASU No. 2011-11 will be applied retrospectively and is effective for annual and interim reporting periods beginning on or after January 1, 2013. The Company does not expect adoption of this standard to have a material impact on its consolidated results of operations, financial condition, or liquidity.

Other recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the AICPA, and the Securities Exchange Commission (the "SEC") did not or are not believed by management to have a material impact on the Company's present or future consolidated financial statements.

3. RESTATEMENT

The Company has restated its unaudited condensed consolidated balance sheet as of June 30, 2012, and the related condensed consolidated statements of operations and stockholders deficiency for the three and six month periods ending June 30, 2012.

On June 15, 2012, the Company amended certain of its Senior Convertible Note and warrant agreements that were issued in 2010. The initial Senior Convertible Notes and warrants included an anti-dilution provision that allowed for the automatic reset of the conversion or exercise price upon any future sale of common stock instruments at or below the current conversion or exercise price. The amended notes and warrants removed the price-based anti-dilution provisions contained in the Senior Convertible Notes and warrants. The modification was initially accounted for as an extinguishment based on an error in a calculation of the change to the Beneficial Conversion Feature. Management has determined that the transaction should have been accounted for as a modification rather than as an extinguishment.

During the three and six months ended June 30, 2012, the Company initially reported an expense of \$2,854,183 related to the extinguishment of the conversion feature and warrants. Management has now determined that there should be no change to the net book value of the notes and warrants as the value of the conversion feature and the warrants were not changed. The derivative liability of \$3,472,459 that existed before the modification was initially accounted for as an extinguishment gain, however after analysis and review, and determination this should have been a modification and not an extinguishment, it was determined that the previously reported gain during these periods relating to the extinguishment of the derivative should be reclassified to stockholder's equity under modification accounting based on ASC 815

During the three and six months ended June 30, 2012, the Company also included \$420,015 in interest expense related to the extinguishment of the corresponding valuation discount on the convertible notes. Management has now determined since this was not an extinguishment, the valuation discount should be amortized over the remaining life of the loans as specified in the ASC 470-50-40-14-15.

The effects of the change in accounting method related to the settlement agreement on the previously filed Form 10-Q for the three and six months ended June 30, 2012 are summarized as follows:

Condensed Consolidated Balance Sheets as of June 30, 2012

	Previously Reported	Adjustments	As Restated
2.5% Senior secured convertible notes, net of discount	886,538	(410,366) (1)	476,172
Additional Paid in Capital	9,030,626	618,366 (2)	9,648,992
Accumulated Deficit	(10,480,398)	(208,000) (3)	(10,688,398)
Total Stockholders' deficiency	(1,446,910)	410,366	(1,036,544)

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Condensed Consolidated Statements of Operations for the three month period ended June 30, 2012

	Previously Reported	Adjustments		As Restated
Gain on modification of senior notes and warrants	618,366	(618,366)	(4)	-
Interest Expense	(542,575)	410,366	(1)	(132,209)
Net Income (loss)	339,157	(208,000)	(3)	131,157
Basic income (loss) per share	0.01	(0.01)		-
Diluted income (loss) per share	0.01	(0.01)		-

Condensed Consolidated Statements of Operations for the six month period ended June 30, 2012

	Previously Reported	Adjustments		As Restated
Gain on modification of senior notes and warrants	618,366	(618,366)	(4)	-
Interest Expense	(605,140)	410,366	(1)	(194,774)
Net Income (loss)	1,099,113	(208,000)	(3)	891,113
Basic income (loss) per share	0.04	(0.01)		0.03
Diluted income (loss) per share	0.04	(0.01)		0.03

Condensed Consolidated Statements of Operations Cumulative from inception

	Previously Reported	Adjustments		As Restated
Gain on modification of senior notes and warrants	618,366	(618,366)	(4)	--
Interest Expense	(1,613,223)	410,366	(1)	(1,202,857)
Net Income (loss)	(10,480,398)	(208,000)	(3)	(10,688,398)

Condensed Consolidated Statements of Cash Flows for the six month period ended June 30, 2012

	Previously Reported	Adjustments		As Restated
Net Income (loss)	1,099,113	(208,000)	(3)	891,113
Amortization of debt discounts	579,018	(410,366)	(1)	168,652
Gain on modification of senior notes and warrants	618,366	(618,366)	(4)	--
Net cash used in operating activities	(900,791)	--		(900,791)

Condensed Consolidated Statements of Cash Flows Cumulative from inception

	Previously Reported	Adjustments		As Restated
Net Income (loss)	(10,480,398)	(208,000)	(3)	(10,688,398)
Amortization of debt discounts	1,519,322	(410,366)	(1)	1,108,956
	618,366	(618,366)	(4)	--

**Gain on modification of senior notes
and warrants**

Net cash used in operating activities	(3,817,706)	--	(3,817,706)
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Description of Adjustments:

- (1) To recognize note discount of \$420,015 for the 2010 Senior Notes, net of amortize interest expense of \$9,649.
- (2) To recognize the net effect on Additional Paid In Capital of the fair value derivative liability and change in accounting from extinguishment to modification accounting of the change to the senior notes and warrants.
- (3) To remove recorded gain on modification of senior notes and warrants of \$618,366 due to the note modification, net of the required adjustment to interest expense of \$410,366.
- (4) To correct and reverse the previously recorded gain on modification of senior notes and warrants of \$618,366.

4. SHORT TERM 12 % CONVERTIBLE NOTES PAYABLE

Short term convertible notes payable consist of the following as of June 30, 2012 and December 31, 2011:

	June 30, 2012 (Unaudited)	December 31, 2011
Convertible Notes Payable	\$700,000	\$--
Less valuation Discount	(39,065)	--
Convertible Notes Payable, net	\$660,935	\$--

On May 15, 2012, we entered into a Securities Purchase Agreement with ACT Capital Partners and Amir L. Ecker pursuant to which the purchasers, purchased from us (i) 12% Convertible Notes (“Bridge Notes”) for a cash purchase price of \$700,000, and (ii) Common Stock Purchase Warrants pursuant to which the purchasers of Bridge Notes may purchase up to 140,000 shares of our common stock at an exercise price of \$0.90 per share, subject to adjustment until September 30, 2012 for shares sold at a lower price in an offering of more than \$3,000,000. The Company has no plans to consummate an offering of more than \$3,000,000 in the next three months. The Bridge Notes accrue 12% interest per annum with a maturity date of September 30, 2012. No cash interest payments are required, except that accrued and unconverted interest would be due on the maturity date and on each conversion date with respect to the principal amount being converted, provided that such interest could be added to and included with the principal amount being converted. Upon the occurrence of an event of default (as defined in the Bridge Notes), the holder of each Bridge Note can declare the entire principal and accrued interest amount immediately due and payable.

Upon issuance of the Bridge Notes, we calculated the fair value of the warrants to be \$58,387 that was determined using a Black-Scholes-Merton option pricing model with the following assumptions: stock price of \$0.55; exercise price of \$0.90; term of 5.5 years; interest rate of 0.70%; dividend rate of 0%; and volatility of 113%. The fair value of the warrants was recorded as a discount to the Bridge Notes, and will be amortized over the life of the Bridge Notes. During the period ended June 30, 2012, we have recorded as interest expense amortization of \$19,322 in the statement of operations for the period then ended.

Each Bridge Note is convertible at any time into common stock at a specified conversion price, which was approximately \$0.90 per share and can be subject to adjustment until September 30, 2012 for shares sold at a lower price in an offering of more than \$3,000,000. The Company has no plans to consummate an offering of more than \$3,000,000 in the next three months. The Company did not recognize a beneficial conversion feature upon issuance of the Bridge Notes as the conversion price was in excess of the trading price of its common stock at the date of the Bridge Note agreement.

The Bridge Notes may not be prepaid, or forced by us to be converted in connection with an acquisition of our company. In connection with an acquisition of our company the Bridge Notes may be assigned or sold by the holders or converted into equivalent equity in any acquiring company. The Bridge Notes are secured by a Subsidiary Guarantee and are subordinated to the Senior Notes to the amounts then outstanding under the Senior Notes.

5. 2.5% SENIOR SECURED CONVERTIBLE NOTES PAYABLE

Senior secured convertible notes payable consist of the following as of June 30, 2012 and December 31, 2011:

	June 30, 2012	December 31, 2011
	(Unaudited-restated)	
Convertible Notes Payable	\$ 886,538	\$955,351
Less valuation Discount	(410,366)	(559,696)
Convertible Notes Payable, net	\$ 476,172	\$395,655

On May 13, 2010, we entered into a Securities Purchase Agreement with W-Net Fund I, L.P. (“W-Net”), Europa International, Inc. (“Europa”) and MKM Opportunity Master Fund, Ltd. (“MKM” and together with W-Net and Europa, the “Purchasers”), pursuant to which the Purchasers, purchased from us (i) 2.5% Senior Secured Convertible Notes (“Senior Notes”) for a cash purchase price of \$1,500,000, and (ii) Common Stock Purchase Warrants pursuant to which the Purchasers may purchase up to 1,908,797 shares of our common stock at an exercise price equal to approximately \$0.39 per share, subject to adjustment.

The Senior Notes greatly restrict the ability of our company and AtheroNova Operations to issue indebtedness or grant liens on our or its respective assets without the Senior Note holders’ consent. They also limit and impose financial costs on our acquisition by any third party.

On May 13, 2010, we also entered into a Security Agreement and an Intellectual Property Security Agreement with the Purchasers and AtheroNova Operations, pursuant to which all of our obligations under the Senior Notes are secured by first priority security interests in all of our assets and the assets of AtheroNova Operations, including intellectual property. Upon an event of default under the Senior Notes or such agreements, the Senior Note holders may be entitled to foreclose on any of such assets or exercise other rights available to a secured creditor under California and Delaware law. In addition, under a Subsidiary Guarantee, AtheroNova Operations guaranteed all of our obligations under the Senior Notes.

The Senior Notes and warrants issued in connection therewith included an anti-dilution provision that allowed for the automatic reset of the conversion or exercise price upon any future sale of common stock instruments at or below the current conversion or exercise price. The Company considered the current Financial Accounting Standards Board guidance of “Determining Whether an Instrument Indexed to an Entity’s Own Stock” which indicates that the instrument is not indexed to the issuers own stock. Accordingly, the Company determined that as the conversion price of the Senior Notes and the strike price of the warrants issued in connection therewith could fluctuate based on the occurrence of future offerings or events, such prices were not fixed amounts. As a result, the Company determined that the conversion features of the Senior Notes and the warrants issued in connection therewith are not considered indexed to the Company’s own stock and characterized the value of such notes and the warrants as derivative liabilities upon issuance.

The Company determined that the fair value of the conversion feature at issuance was \$2,370,245, and that the fair value of the warrant liability at issuance was \$1,172,103, based upon a weighted average Black-Sholes-Merton calculation. The Company recorded the full value of the derivative as a liability at issuance with an offset to valuation discount, which was being amortized over the life of the Senior Notes, as amended. As the aggregate fair value of these liabilities of \$3,542,348 exceeded the aggregate value of the Senior Notes of \$1,500,000 at issuance, the excess of the liability over the aggregate value of the Senior Notes of \$2,042,348 was considered as a cost of the private

placement in fiscal 2010.

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On July 6, 2011, the Company entered into the First Amendment and Exchange Agreement with each of W-Net, Europa and MKM pursuant to which the Purchasers agreed to exchange the Senior Notes for amended 2.5% Senior Secured Convertible Notes (the "Amended Notes"). The Amended Notes had the same terms as the Senior Notes (as described above), except that each Amended Note is convertible at any time into common stock at a per share conversion price of \$0.29, subject to adjustment.

On June 15, 2012, the Company entered into the Second Amendment and Exchange Agreement with each of W-Net, Europa and MKM pursuant to which the Purchasers agreed to exchange the Amended Notes for further amended 2.5% Senior Secured Convertible Notes (the "Second Amended Notes"). The Second Amended Notes have the same terms as the Senior Notes and Amended Notes (as described above) except as follows: (i) each Second Amended Note has an automatic conversion provision and removal of the applicable beneficial ownership limitations effective the later of 61 days following the Company's notice to the Purchasers of its application to list or quote its securities on a national securities exchange or the date immediately prior to the effective date of the Company's listing or quotation of its securities on the applicable exchange; (ii) the price-based anti-dilution provisions contained in the Senior Notes and Amended Notes have been removed; and (iii) under the Securities Purchase Agreement, as currently amended, if the Company meets two specified operating benchmarks during the first twenty-six months after the closing of the first Senior Note purchase, an additional \$1,500,000 in note purchases, substantially in the form of the Second Amended Notes (without warrants), can be requested by us from the Purchasers. The determination of whether we have met the benchmarks is solely at the discretion of the Purchasers. If the benchmarks are determined to have been achieved, then we can require the Purchasers to make the additional \$1,500,000 of note purchases. If such benchmarks are not attained in the 26-month period or we do not exercise the option to request the additional notes, then the Purchasers, in their discretion, during the next 10 days may elect to purchase up to \$1,500,000 of notes, substantially in the form of the Second Amended Notes (without warrants), having an initial conversion price which is 100% of the conversion price in the Second Amended Notes. In addition, the 1,908,798 warrants to purchase shares of the Company's common stock issued in conjunction with Senior Notes were also amended to remove the reset provision in the warrants' exercise price. All other existing terms of the original warrant grant did not change.

The Company determined the amendment of the note resulted in a modification for accounting purposes with no change to the net book value of notes as the terms of the note's conversion feature and attached warrants were not changed. Furthermore, the derivative liability recorded when the notes and warrants were originally issued were no longer appropriate and the fair value of the derivative at the date of the changes were recorded as an adjustment to Additional Paid in Capital. (See Note 6).

During the period ended June 30, 2012, the Company amortized \$149,330 of note discount that existed as of December 31, 2011 to interest expense up until the date of modification.

From issuance through June 30, 2012, the Purchasers exercised their option to convert a portion of the Senior Notes into our common stock. During the year ended December 31, 2010, principal in the amount of \$98,049 and accrued interest in the amount of \$965 was converted at a per share price of approximately \$0.39 into 249,488 and 2,456 shares, respectively, of our common stock. During the year ended December 31, 2011, principal on the amount of \$446,600 was converted at a per share price of \$0.29 into 1,540,000 shares of our common stock. In addition, the Company also issued 45,164 shares of our common stock with a market value of \$27,098 to settle \$13,098 of accrued interest relating to these notes. The issuance of these common shares resulted in an additional charge of \$14,000 that has been reflected as a financing cost in the 2011 statement of operations. During the period ended June 30, 2012, principal on the amount of \$68,813 was converted at a per share price of \$0.29 into 237,287 shares of our common stock. In addition, the Company also issued 12,713 shares of our common stock with a market value of \$6,992 to settle \$3,687 of accrued interest relating to these notes. The issuance of these common shares resulted in an additional charge of \$3,305 that has been reflected as an additional expense in the accompanying statement of operations. The aggregate balance of the Second Amended Notes outstanding as of June 30, 2012 amounted to \$886,538.

6. DERIVATIVE LIABILITY

In April 2008, the FASB issued a pronouncement that provides guidance on determining what types of instruments or embedded features in an instrument held by a reporting entity can be considered indexed to its own stock for the purpose of evaluating the first criteria of the scope exception in the pronouncement on accounting for derivatives. This pronouncement was effective for financial statements issued for fiscal years beginning after December 15, 2008. The adoption of these requirements can affect the accounting for warrants and many convertible instruments with provisions that protect holders from a decline in the stock price (or “down-round” provisions). For example, warrants with such provisions will no longer be recorded in equity. Down-round provisions reduce the exercise price of a warrant or convertible instrument if a company either issues equity shares for a price that is lower than the exercise price of those instruments or issues new warrants or convertible instruments that have a lower exercise price.

We evaluated whether convertible debt and warrants to acquire stock of the Company contain provisions that protect holders from declines in the stock price or otherwise could result in modification of the exercise price under the respective convertible debt and warrant agreements. We determined that the notes and the warrants issued to W-Net, Europa and MKM in May 2010 contained such provisions and recorded such instruments as derivative liabilities upon issuance. On June 15, 2012, the Company entered into an amendment to the notes and warrants that eliminated the anti-dilution provisions that allowed for the automatic reset of the conversion or exercise price upon any future sale of common stock instruments at or below the current conversion or exercise price (see Note 5). This amendment resulted in the extinguishment of the derivative liabilities at that date. Derivative liabilities were valued using the weighted-average Black-Scholes-Merton option pricing model, which approximates the Monte Carlo and other binomial valuation techniques, with the following assumptions:

	June 15, 2012 (Note & Warrant Amendment Date) (Unaudited)	December 31, 2011
Conversion feature :		
Risk-free interest rate	0.29%	0.25%
Expected volatility	111%	134%
Expected life (in years)	1.87	2.37
Expected dividend yield	0.00%	0.00%
Warrants :		
Risk-free interest rate	0.29%	0.25%
Expected volatility	111%	134%
Expected weighted average life (in years)	1.87	2.37
Expected dividend yield	0.00%	0.00%
Fair Value :		
Conversion feature	\$ 2,295,881	\$ 4,104,613
Warrants	1,176,668	2,106,408
	\$ 3,472,549	\$ 6,211,021

The risk-free interest rate was based on rates established by the Federal Reserve Bank. The Company based the expected volatility assumption on a volatility index of peer companies as the Company did not have sufficient market information to estimate the volatility of its own stock, and the expected life of the instruments is determined by the expiration date of the instrument. The expected dividend yield was based on the fact that the Company has not paid dividends to common stockholders in the past and does not expect to pay dividends to common stockholders in the future.

On June 15, 2012, pursuant to the amendments of the Senior Convertible Notes and associated warrants as discussed in Note 5, we determined the conversion features of the notes and the exercise prices of the warrants were no longer required to be accounted for as a derivative liability due to the elimination of the price-based anti-dilution provisions contained in the Senior Convertible Notes and warrants. As a result, the Company recognized the fair value of the derivative liability at the date of extinguishment of \$3,472,549 as part of its Additional-Paid-in-Capital in accordance with ASC 815.

7. STOCKHOLDERS' DEFICIENCY

Common Stock

On June 19, 2012 we issued 30,061 shares of our common stock valued at \$0.79 per share, or \$23,748, to satisfy accounts payable to a service provider in the amount of \$19,468. A loss on settlement of payables of \$4,280 was recorded as an additional expense in the accompanying statement of operations. The shares issued were valued at the trading price at the date of the agreement.

On March 19, 2012 we issued 10,000 shares of our common stock valued at \$1.01 per share, or \$10,100, to a service provider in consideration of services rendered to the Company. The shares issued were valued at the trading price at the date of the agreement.

On February 13, 2012 we issued 50,000 shares of our common stock valued at \$1.20 per share, or \$60,000, to a service provider in consideration of services rendered to the Company. The shares issued were valued at the trading price at the date of the agreement.

On March 26, 2012 a controlling stockholder transferred a total of 115,000 shares of common stock to directors, officers, employees and service providers of the company. Compensation expense totaling of \$123,050 was recognized on the date of approval of the transfers which approximates the market value of the shares on the approval date.

Stock Options

The Company has a stockholder-approved stock incentive plan for employees under which it has granted stock options. In May 2010, the Company established the 2010 Stock Incentive Plan (the "2010 Plan"), which provides for the granting of awards to officers, directors, employees and consultants to purchase or acquire up to 4,362,964 shares of the Company's common stock. The awards have a maximum term of 10 years and vest over a period determined by the Company's Board of Directors and are issued at an exercise price determined by the Board of Directors. Options issued under the 2010 Plan will have an exercise price equal to or greater than the fair market value of a share of the Company's common stock at the date of grant. The 2010 Plan expires on May 20, 2020 as to any further granting of options. In the three months ended June 30, 2012 there were no options to purchase shares of the Company's common stock granted under the 2010 Plan. There were options outstanding to purchase a total of 4,556,998 shares granted under the 2010 Plan as well as outside the 2010 Plan as of June 30, 2012. There were 405,464 shares reserved for future grants under the 2010 Plan as of June 30, 2012.

A summary of the status of the Company's stock options as of June 30, 2012 and changes during the period then ended is presented below:

	Shares	Weighted average exercise price	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
Outstanding at December 31, 2011	4,519,498	\$ 1.129	6.16	1,140,059
Granted	50,000	\$ 1.300	6.75	--
Exercised	--	--	--	--
Cancelled	(12,500)	1.110	-	
Outstanding at June 30, 2012	4,556,998	\$ 0.991	5.674	\$ 178,279
Exercisable at June 30, 2012	1,477,408	\$ 0.922	5.178	\$ 295,080
Weighted-average fair value of options granted during the three month period ended June 30, 2012	\$ 1.30			

During the three and six months ended June 30, 2012, the Company recognized \$221,675 and \$432,569 of compensation costs related to the vesting of these options. As of June 30, 2012, the total compensation cost related to nonvested option awards not yet recognized is \$2,113,388. The weighted average period over which it is expected to be recognized is approximately 3.25 years.

During the three and six months ended June 30, 2012, the Company repriced a total of 1,500,000 options granted to a consultant to the Company during 2011 in accordance with an amended consulting agreement. The option grants, originally priced at \$0.95 and \$1.49 per share, for 150,000 and 1,350,000, respectively, were repriced to an exercise price of \$1.01 per share and vest upon achievement of certain development milestones. The closing stock price on the date of the repricing was \$0.79. The Company is valuing the vested options at each reporting date in accordance with current accounting guidance which require option awards issued to non-employees be based upon the current market price as the services are performed using an option pricing model. For the six months ending June 30, 2012, the Company has recognized a total of \$157,582 in compensation costs pursuant to the achievement of the milestones.

To compute compensation expense, the Company estimated the fair value of each option award on the date of grant using the Black-Scholes-Merton option pricing model for employees, and calculated the fair value of each option award at the end of the period for non-employees. The Company based the expected volatility assumption on a volatility index of peer companies as the Company did not have sufficient historical market information to estimate the volatility of its own stock. The expected term of options granted represents the period of time that options are expected to be outstanding. The Company estimated the expected term of stock options by using the simplified method. The expected forfeiture rates are based on the historical employee forfeiture experiences. To determine the risk-free interest rate, the Company utilized the U.S. Treasury yield curve in effect at the time of grant with a term consistent with the expected term of the Company's awards. The Company has not declared a dividend on its common stock since its inception and has no intentions of declaring a dividend in the foreseeable future and therefore used a dividend yield of zero.

The following table shows the weighted average assumptions the Company used to develop the fair value estimates for the determination of the compensation charges in the three and six months ended June 30, 2012 and 2011:

	Three months ended June 30,		Six months ended June 30,			
	2012	2011	2012	2011	2012	2011
Expected volatility	111 - 112%	138 %	123 %	138 %		
Dividend yield	--	--	--	--		
Expected term (in years)	1.75 - 5.92	6.25	4.25	6.25		
Risk-free interest rate	0.42 - 1.43%	2.19 %	0.90 %	2.19 %		

Warrants

As of June 30, 2012 there are warrants to purchase 6,249,720 shares of our common stock outstanding with expiration dates ranging from February 2013 through December 2015 and exercise prices ranging from \$0.22 to \$1.64. Warrants to purchase 140,000 shares of the company's common stock were issued on May 12, 2012 in conjunction with the Securities Purchase Agreement for the 12% Convertible Notes (See Note 3). A summary of the status of our warrants as of June 30, 2012 and changes during the period then ended is presented below:

	Shares	Weighted average exercise price	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
Outstanding at December 31, 2011	6,249,720	\$ 0.377	2.665	\$ 5,836,989
Granted	140,000	\$ 0.690	6.5	--
Exercised	--	--	--	--
Cancelled	--	--	--	--
Outstanding at June 30, 2012	6,389,720	\$ 0.384	2.235	\$ 2,579,891
Exercisable at June 30, 2012	6,389,720	\$ 0.384	2.235	\$ 2,579,891

8. COMMITMENTS

CardioNova Agreement

In October 2011, we entered into two definitive agreements with OOO CardioNova, a wholly-owned subsidiary of Maxwell Biotech Group, a Russian biotech fund, covering our AHRO-001 compound. The agreements cover a territory represented by the Russian Federation, the Ukraine and various countries in central Asia (the "Territory").

Under the licensing agreement OOO CardioNova ("CardioNova") will become an equity investor in our company in exchange for the funding of Phase 1 and 2 human clinical trials conducted by a Clinical Research Organization ("CRO") located in Russia. Terms of the agreement specify that a Joint Steering Committee be established between both entities to determine the final clinical protocols and research budget, which is expected to total approximately \$3.8 million. Upon acceptance of the development plan, common stock equal to 10% of the research budget will be issued to CardioNova at a 20-day weighted average price prior to the signature of the initial term sheet, or \$0.97 per share.

Additional common stock issuances of 20%, 40%, and 30% of the approved budget shall be issued upon the approval of the Joint Steering Committee of the Phase 1 protocol, announcement of Phase 1 results and announcement of Phase 2 results, respectively. Each tranche will be priced at the lower of the weighted 20-day average price immediately prior to each issuance event, or \$0.97 per share, whichever is lower.

If CardioNova successfully develops and commercializes AHRO-001 in the Territory, we will be entitled to receive a quarterly royalty, based on net sales during the period using an escalating scale. The royalty agreement shall remain in force for the period in which intellectual property rights for AHRO-001 are in full force and effect in the Territory.

Under the Securities Purchase Agreement, CardioNova will purchase up to 275,258 shares of our common stock for a cash purchase price of \$0.97 per share. This transaction will take place in two installments. The first installment, which took place in December 2011, was for the issuance of 154,639 shares upon receipt of \$150,000 as specified in the License Agreement. The 2nd installment of 120,619 shares will occur upon delivery of the final clinical product to be used in the Phase 1 and 2 clinical trials, which is expected to occur in the 3rd or 4th quarter of 2012.

Research Agreement

We have a research agreement signed in 2010 with the cardiology research department of a major hospital institution in Southern California to carry out our second round of pre-clinical research. The agreement calls for payment of all research and clinical costs relating to the study of dosage and efficacy of bile salts on the atherosclerotic plaque in a non-human model. The total potential cost of the project is \$312,583, to be paid in installments over the length of the study and associated manuscript based on the study data. To date, \$210,000 has been paid based on the achievement benchmarks under the agreement. Research and Development costs on the accompanying statement of operations for the six-month period ending June 30, 2012 includes \$35,000 relating to this agreement.

Formulation Development Agreement

We have a development agreement with a Pennsylvania-based Clinical Research Organization (“CRO”) specializing in formulation and manufacturing of clinical research grade pharmaceutical products. The agreement calls for the CRO to use our API to formulate and manufacture Phase 1 and 2 clinical trial pharmaceutical products. The total expected cost of the project is \$375,000, to be paid in progress installments over the length of the development and compounding process. The process is ongoing and to date, \$31,587 has been paid on progress payments under the agreement. Research and Development costs on the accompanying statement of operations for the six-month period ending June 30, 2012 includes \$64,822 relating to this agreement.

Facility Lease Agreement

In June 2012, we entered into a 69 month lease agreement on existing and expansion office space, with an expected commencement date in August 2012. The total occupancy will encompass 1,930 square feet upon completion of currently ongoing renovation of the expansion area. Monthly rent shall start at \$3,570 per month and annual escalators will increase the rent to \$4,053 per month in the final year of the lease. This office space will continue to be the administrative and corporate headquarters.

9. RELATED PARTY TRANSACTIONS

Accounts payable includes \$55,000 and \$17,325 as of June 30, 2012 and December 31, 2012, respectively, that are payable to officers and directors of the Company.

10. SUBSEQUENT EVENTS

On July 23, 2012, the Purchasers of the Second Amended Notes notified the Company of their intent to put \$1,500,000 of additional notes in accordance with their rights under the Securities Purchase Agreement (See Note 4). Such additional notes will have the same terms and conditions as the Second Amended Notes but will not include warrants. The Purchasers have 40 days from the date of notification to complete their purchase.

On August 13, 2012, the Company modified the terms of the Purchaser's put right to provide for funding of the additional note purchases as follows: \$500,000 within 40 days of notification; \$500,000 within 70 days of notification; and \$500,000 within 100 days of notification. All other terms and conditions remain unchanged.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

This discussion summarizes the significant factors affecting our operating results, financial condition and liquidity and cash flows for the three and six months ended June 30, 2012 and 2011. The discussion and analysis that follows should be read together with the condensed consolidated financial statements and the notes to the financial statements included elsewhere in this report. Except for historical information, the matters discussed in this Management's Discussion and Analysis of Financial Condition and Results of Operations are forward looking statements that involve risks and uncertainties and are based upon judgments concerning various factors that are beyond our control. Our actual results could differ materially from the results anticipated in any forward-looking statements as a result of a variety of factors, including those discussed in the section of our annual report on Form 10-K captioned "Risk Factors."

Overview

Z&Z Medical Holdings, Inc. ("Z&Z Nevada") was incorporated in the State of Nevada on December 13, 2006 with contributed intellectual property from its founders. Z&Z Nevada was engaged in developing the contributed intellectual property while seeking sources of funding to conduct further research and development. In November 2009 we incorporated a separate company, Z&Z Medical Holdings Inc. in Delaware ("Z&Z Delaware") and merged Z&Z Nevada into Z&Z Delaware in March 2010. On March 26, 2010 we entered into a merger agreement between us, Z&Z Delaware and Z&Z Merger Corporation, our wholly-owned subsidiary and on May 13, 2010, Z&Z Delaware merged into Z&Z Merger Corporation and became our operating subsidiary. Concurrent with the merger, Z&Z Delaware changed its name to AtheroNova Operations Inc. ("AtheroNova Operations") and we changed our name to AtheroNova Inc. The business of AtheroNova Operations, pharmaceuticals and pharmaceutical intellectual property, became our business upon consummation of the merger. Concurrent with the closing of the merger we consummated a capital raise transaction, in which we sold to investors \$1,500,000 in 2.5% Senior Secured Convertible Notes and Common Stock Purchase Warrants to purchase 1,908,798 shares of our common stock.

We have developed intellectual property, covered by our pending patent applications, which uses certain pharmacological compounds uniquely for the treatment of atherosclerosis, which is the primary cause of cardiovascular diseases. Atherosclerosis occurs when cholesterol and fats are deposited and form as plaques on the walls of the arteries. This buildup reduces the space within the arteries through which blood can flow. The plaque can also rupture, greatly restricting or blocking blood flow altogether. Through a process called delipidization, such compounds dissolve the plaques so they can be eliminated through normal body processes and avoid such rupturing or restriction of blood flow. Such compounds may be used both to treat and prevent atherosclerosis.

In the near future, we plan to continue studies and preparation for human clinical trials to demonstrate the efficacy of our IP and related Active Pharmaceutical Ingredient ("API"). Ultimately, we plan to use or license our technology to various licensees throughout the world who may use it in treating or preventing atherosclerosis and other medical conditions or sublicense the IP or API to other such users. Our potential licensees may also produce, market or distribute products which utilize or add our compounds and technology in such treatment or prevention.

General

Operating expenses consist primarily of payroll and related costs, corporate infrastructure costs and research costs. We expect that our operating expenses will increase as we initiate production of API sufficient to use in toxicology studies, formulation development and tableting quantities necessary for Phase 1 and 2 clinical trials, advancing our business plan, in addition to the added costs of operating as a public company.

Historically, we have funded our working capital needs primarily through the sale of shares of our capital stock and debt financing.

The merger was accounted for as a reverse merger (recapitalization) with AtheroNova Operations deemed to be the accounting acquirer, and our company deemed to be the legal acquirer. Accordingly, the following discussion represents a discussion of the operations of our wholly-owned subsidiary, AtheroNova Operations for the periods presented.

Results of Operations

Three-month Period ended June 30, 2012 vs. 2011

	Quarters ended June 30,		Increase
	2012	2011	(decrease)
Costs and expenses:			
Research and development:			
Share-based compensation	\$-	\$-	\$-
Other research and development expenses	214,266	95,112	119,154
Total research and development expenses	214,266	95,112	119,154
General and administrative:			
Share-based compensation	210,894	180,049	30,845
Other general and administrative expenses	322,044	256,157	65,887
Total general and administrative expenses	532,938	436,206	96,732
Interest expense	(132,209)	(97,273)	(34,936)
Gain on conversion of debt	97,975	--	97,975
Change in fair value of derivative liabilities	913,223	182,441	730,782
Other income (expense)	(628)	(1,534)	906
Total other income (expense)	878,361	83,634	794,728
Net income (loss)	\$131,157	\$(447,684)	\$578,841

Three months ended June 30, 2012 Compared to the three months ended June 30, 2011

During the three month periods ended June 30, 2012 and 2011, we did not recognize any revenues. We are considered a development stage company and do not expect to have revenues relating to our products in the foreseeable future, if at all.

For the quarters ended June 30, 2012 and 2011, research and development expenses increased to \$214,266 from \$95,112. This increase is primarily the result of expenses associated with the compound development and production of our first clinical grade active pharmaceutical ingredient for Phase 1 and 2 clinical trials. This cost was partially offset by reduced pre-clinical study expenses in the current quarter when compared to the same period in the prior year due to the completion of the laboratory phase of those trials during 2011.

General and administrative costs increased to \$532,938 in the second quarter of 2012 compared to \$436,206 for the quarter ended June 30, 2011, or an increase of \$96,732. The increase in costs incurred in 2012 is due to the costs associated with consultants, investor relations and other costs associated with our public-company status as well as the cost of stock based compensation expense of \$210,894 for our officers and directors, when compared to the same period of 2011.

For the quarter ended June 30, 2012 interest expense was \$132,209 compared to \$97,273 in the quarter ended June 30, 2011. This change is due to amortization of the Senior Convertible Notes discount and the increased interest expense on the 12% Bridge Notes ("Bridge Notes") outstanding for a part of the current quarter.

Gain on conversion of debt increased to \$97,975 in the quarter ended June 30, 2012 with no comparable amount in the same period of 2011. This gain occurred upon the conversion into common stock of \$68,813 of the Notes in May 2012. There was no comparable conversion of Notes in the quarter ended June 30, 2011.

Change in fair value of derivative liabilities resulted in income of \$913,223 in the three months ended June 30, 2012 compared to income of \$182,441 for the three months ended June 30, 2011. This change in fair value results from revaluation on the day prior to the issuance of the 2nd amendment of the Senior Notes and warrants on which our derivative liabilities are associated.

Net income for the quarter ended June 30, 2012 was \$131,157 compared to a net loss of \$447,684 for the quarter ended June 30, 2011 due to the gain generated from the transactions and resulting revaluations for our derivative liabilities which is only partially offset by payroll and stock based compensation for employees, officers and directors retained by the us as well as the costs associated with the development and formulation of clinical-grade active pharmaceutical ingredient.

Six-month Period ended June 30, 2012 vs. 2011

	Six months ended June 30,		Increase (decrease)
	2012	2011	
Costs and expenses:			
Research and development:			
Share-based compensation	\$-	\$-	\$-
Other research and development expenses	375,571	183,375	192,196
Total research and development expenses	375,571	183,375	192,196
General and administrative:			
Share-based compensation	625,719	297,706	328,013
Other general and administrative expenses	650,305	476,550	173,755
Total general and administrative expenses	1,276,024	774,256	501,768
Interest expense	(194,774)	(193,476)	(1,298)
Gain on conversion of debt	97,975	--	97,975
Change in fair value of derivative liabilities	2,640,497	7,403,871	(4,763,374)
Other income (expense)	(990)	(4,710)	3,720
Total other income (expense)	2,542,708	7,205,685	(4,662,977)
Net income (loss)	\$891,113	\$6,248,054	\$(5,356,941)

Six months ended June 30, 2012 Compared to the six months ended June 30, 2011

During the six month periods ended June 30, 2012 and 2011, we did not recognize any revenues. We are considered a development stage company and do not expect to have revenues relating to our products in the foreseeable future, if at all.

For the six months ended June 30, 2012 and 2011, research and development expenses increased to \$375,571 from \$183,375. This increase is primarily the result of expenses associated with the development and production of our first clinical grade active pharmaceutical ingredient for preliminary toxicology testing and Phase 1 and 2 clinical trials. This cost was partially offset by reduced pre-clinical study expenses in the six month period when compared to the same period in the prior year due to the completion of the laboratory phase of those trials during 2011.

General and administrative costs increased to \$1,276,024 in the first six months of 2012 compared to \$774,256 for the six months ended June 30, 2011, or an increase of \$501,768. The increase in costs incurred in 2012 is due to the costs associated with consultants, investor relations and other costs associated with our public-company status as well as the cost of stock based compensation expense of \$625,719 for our officers, directors and consultants, when compared to the same period of 2011.

For the period ended June 30, 2012 interest expense was \$194,774 compared to \$193,476 in the period ended June 30, 2011, approximating amortization on similar balances of the Senior Note discount in both periods.

Gain on conversion of debt increased to \$97,975 in the six months ended June 30, 2012 with no comparable amount in the same period of 2011. This gain occurred upon the conversion into common stock of \$68,813 of the Notes in May 2012. There was no comparable conversion of Notes in the six months ended June 30, 2011.

Change in fair value of derivative liabilities resulted in income of \$2,640,497 in the six months ended June 30, 2012 compared to income of \$7,403,871 for the six months ended June 30, 2011. This change in fair value results from revaluing our derivative liabilities associated with the outstanding balance of convertible notes and warrants issued in 2010 and elimination of the derivative liabilities due to the amendment of the Senior Notes and warrants to remove the anti-dilution provisions contained in each.

Net income for the six month period ended June 30, 2012 was \$891,113 compared to net income of \$6,248,054 for the six month period ended June 30, 2011 due to the income generated from the re-valuing our derivative liabilities which is only partially offset by payroll and stock based compensation for employees, officers and directors retained by the us as well as the costs associated with the development and formulation of clinical-grade active pharmaceutical ingredient and work on the Phase 1 and 2 clinical trial material.

Liquidity and Capital Resources

We had a stockholders deficiency of \$1,036,544 at June 30, 2012, and has incurred a deficit during the development stage of \$10,688,398 primarily as a result of our losses from operations and the non-cash costs relating to the accounting of debt, derivative and warrant issuances. These losses have been incurred through a combination of research and development activities as well as patent work related to our technology, expenses related to the merger and to public reporting obligations and the costs to supporting all of these activities. We expect to continue to incur additional losses for at least the next twelve months and for the foreseeable future. These factors, among others, raise substantial doubt about our ability to continue as a going concern. The condensed consolidated financial statements do not include any adjustments that might be necessary should we be unable to continue as a going concern.

We have financed our operations since inception primarily through equity and debt financings. During the six months ended June 30, 2012, we had a net decrease in cash and cash equivalents of \$203,462. This decrease resulted largely from net cash used in operating activities of \$900,791, partially offset by \$700,000 raised through the Bridge Notes issued in the current period. Total liquid resources as of June 30, 2012 were \$412,605 compared to \$616,067 at December 31, 2011.

As of June 30, 2012, we had a working capital deficit of \$589,470 compared to working capital of \$418,811 at December 31, 2011, when excluding our derivative liability of \$6,211,021 as of December 31, 2011.

Our available working capital and capital requirements will depend upon numerous factors, including progress of our research and development programs, our progress in and the cost of ongoing and planned nonclinical and clinical testing, the timing and cost of obtaining regulatory approvals, the cost of filing, prosecuting, defending, and enforcing patent claims and other intellectual property rights, in-licensing activities, competing technological and market developments, the resources that we devote to developing manufacturing and commercializing capabilities, the status of our competitors, our ability to establish collaborative arrangements with other organizations and our need to purchase additional capital equipment.

Our continued operations will depend on whether we are able to raise additional funds through various potential sources, such as equity and debt financing, other collaborative agreements, strategic alliances, and our ability to realize the full potential of our technology in development. Such additional funds may not become available on acceptable terms and there can be no assurance that any additional funding that we do obtain will be sufficient to meet our needs in the long term. Through June 30, 2012, a significant portion of our financing has been through private placements of common stock and warrants and debt financing. Unless our operations generate significant revenues and cash flows from operating activities, we will continue to fund operations from cash on hand and through sources of capital similar to those previously described. We can give no assurances that any additional capital that we are able to obtain will be sufficient to meet our needs. We believe that we will continue to incur net losses and negative cash flows from operating activities for the foreseeable future.

There can be no assurances that sufficient subsequent funding, if any at all, will be raised by these or future discussions or the cost of such investments will be reasonable. Furthermore, we will need additional financing thereafter to complete development and commercialization of our products. There can be no assurances that we can successfully complete development and commercialization of our products.

These matters raise substantial doubt about our ability to continue as a going concern. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

We have reported a net operating loss of \$747,204 in the three months ended June 30, 2012, offset by non-cash income relating to derivative liabilities of \$913,223, compared to a net operating loss of \$531,318 for the three month periods ended June 30, 2011, offset by non-cash gains on valuation of derivative liabilities of \$182,441. We have reported a net operating loss of \$1,651,595 in the six months ended June 30, 2012, offset by non-cash income relating to valuation of derivative liabilities of \$2,750,708, compared to a net operating loss of \$957,631 in the six months ended June 30, 2011, offset by non-cash gains on valuation of derivative liabilities of \$7,403,871. The net loss attributable to common shares from date of inception, December 13, 2006 to June 30, 2012, amounts to \$10,688,398. Management believes that we will continue to incur net losses through at least June 30, 2013.

During the period ended June 30, 2012, we amortized \$171,958 of note discount to interest expense up until the date of modification.

From issuance through June 30, 2012, the Purchasers exercised their option to convert a portion of the Senior Notes into our common stock. During the year ended December 31, 2010, principal in the amount of \$98,049 and accrued interest in the amount of \$965 was converted at a per share price of approximately \$0.39 into 249,488 and 2,456 shares, respectively, of our common stock. During the year ended December 31, 2011, principal on the amount of \$446,600 was converted at a per share price of \$0.29 into 1,540,000 shares of our common stock. In addition, we also issued 45,164 shares of our common stock with a market value of \$27,098 to settle \$13,098 of accrued interest relating to the Senior Notes. The issuance of these common shares resulted in an additional charge of \$14,000 that has been reflected as a financing cost in the 2011 statement of operations. During the period ended June 30, 2012, principal on the amount of \$68,813 was converted at a per share price of \$0.29 into 237,287 shares of our common stock. In addition, we also issued 12,713 shares of our common stock with a market value of \$6,992 to settle \$3,687 of accrued interest relating to these notes. The issuance of these common shares resulted in an additional charge of \$3,305 that has been reflected as an additional expense in financing cost in the current accompanying statement of operations. The aggregate balance of the Senior Notes outstanding as of June 30, 2012 amounted to \$886,538.

Short term 12% Convertible Notes Payable

On May 15, 2012, we entered into a Securities Purchase Agreement with ACT Capital Partners and Amir L. Ecker pursuant to which the purchasers, purchased from us (i) 12% Convertible Notes (“Bridge Notes”) for a cash purchase price of \$700,000, and (ii) Common Stock Purchase Warrants pursuant to which the purchasers may purchase up to 140,000 shares of our common stock at an exercise price of \$0.90 per share, subject to adjustment until September 30, 2012 for shares sold at a lower price in offering of more than \$3,000,000. We have no plans to consummate an offering of more than \$3,000,000 in the next three months. The Bridge Notes accrue 12% interest per annum with a maturity date of September 30, 2012. No cash interest payments are required, except that accrued and unconverted interest would be due on the maturity date and on each conversion date with respect to the principal amount being converted, provided that such interest could be added to and included with the principal amount being converted. If there was an uncured event of default (as defined in the Bridge Notes), the holder of each Bridge Note can declare the entire principal and accrued interest amount immediately due and payable.

Upon issuance of the Bridge Notes, we calculated the beneficial conversion interest factor of the warrants issued as part of the Bridge Notes with a calculated value of \$58,387 recorded as a discount to the value of the Bridge Notes. During the period ended June 30, 2012, we have recorded as interest expense amortization of \$19,322 in the statement of operations for the period then ended.

Each Bridge Note is convertible at any time into common stock at a specified conversion price, which was approximately \$0.90 per share, subject to adjustment until September 30, 2012 for shares sold at a lower price in offering of more than \$3,000,000. We have no plans to consummate an offering of more than \$3,000,000 in the next three months.

The Bridge Notes may not be prepaid, or forced by us to be converted in connection with an acquisition of our company. In connection with an acquisition of our company the Bridge Notes may be assigned or sold by the holders or converted into equivalent equity in any acquiring company. The Bridge Notes are secured by a Subsidiary Guarantee and are subordinated to the Senior Notes to the amounts then outstanding under the Senior Notes.

Amended and Restated 2.5% Senior Secured Convertible Notes Payable

On May 13, 2010, we entered into a Securities Purchase Agreement with W-Net, Europa and MKM pursuant to which the Purchasers, purchased from us (i) 2.5% Senior Secured Convertible Notes for a cash purchase price of \$1,500,000, and (ii) Common Stock Purchase Warrants pursuant to which the Purchasers may purchase up to 1,908,797 shares of our common stock at an exercise price equal to approximately \$0.39 per share, subject to adjustment.

No cash interest payments were required, except that accrued and unconverted interest would be due on the maturity date and on each conversion date with respect to the principal amount being converted, provided that such interest could be added to and included with the principal amount being converted. Upon the occurrence of an event of default (as defined in the Senior Notes), the holder of each Senior Note could declare the entire principal and accrued interest amount immediately due and payable. Default interest would accrue after an event of default at an annual rate of 12%. Upon an acceleration of the Senior Notes, a mandatory default amount equal to 120% of the unpaid principal plus accrued interest under the Senior Notes could be payable. The warrants issued in connection with the Senior Notes may be exercised on a cashless basis under which a portion of the shares subject to the exercise are not issued in payment of the purchase price, based on the then fair market value of the shares.

The Senior Notes may not be prepaid, or forced by us to be converted in connection with an acquisition of our company, except in a limited case more than a year after the Note issuance where the average of our stock trading price for 30 days on a national trading market other than the OTC Bulletin Board ("OTCBB") is at least three times the conversion price, in which event, and subject to the satisfaction of certain other requirements, the Senior Note holders may elect to receive at least double the unpaid principal amounts in cash and other requirements are satisfied. In such a limited case acquisition, there could also be a forced cashless exercise of the warrants issued in connection with the Senior Notes subject to similar requirements and optional cash payments to the holders of such warrants of at least double the exercise prices of their warrants.

The Senior Notes greatly restrict the ability of our company and AtheroNova Operations to issue indebtedness or grant liens on our or its respective assets without the Senior Note holders' consent. They also limit and impose financial costs on our acquisition by any third party.

On May 13, 2010, we also entered into a Security Agreement and an Intellectual Property Security Agreement with the Purchasers and AtheroNova Operations, pursuant to which all of our obligations under the Senior Notes are secured by first priority security interests in all of our assets and the assets of AtheroNova Operations, including intellectual property. Upon an event of default under the Senior Notes or such agreements, the Senior Note holders may be entitled to foreclose on any of such assets or exercise other rights available to a secured creditor under California and Delaware law. In addition, under a Subsidiary Guarantee, AtheroNova Operations guaranteed all of our obligations under the Senior Notes.

The Senior Notes and warrants issued in connection therewith included an anti-dilution provision that allowed for the automatic reset of the conversion or exercise price upon any future sale of common stock instruments at or below the current conversion or exercise price. The Company considered the current Financial Accounting Standards Board guidance of "Determining Whether an Instrument Indexed to an Entity's Own Stock" which indicates that any adjustment to the fixed amount (either conversion price or number of shares) of the instrument regardless of the probability or whether or not within the issuers' control, means the instrument is not indexed to the issuers own stock. Accordingly, the Company determined that as the conversion price of the Senior Notes and the strike price of the warrants issued in connection therewith could fluctuate based on the occurrence of future offerings or events, such prices were not fixed amounts. As a result, the Company determined that the conversion features of the Senior Notes and the warrants issued in connection therewith are not considered indexed to the Company's own stock and characterized the value of the Senior Notes and the associated warrants as derivative liabilities upon issuance.

On July 6, 2011, we entered into the First Amendment and Exchange Agreement with each of W-Net, Europa and MKM pursuant to which the Purchasers agreed to exchange the Senior Notes for the amended 2.5% Senior Secured Convertible Notes (the "Amended Notes"). The Amended Notes had the same terms as the Senior Notes (as described above), except that each Amended Note is convertible at any time into common stock at a per share conversion price of \$0.29, subject to adjustment.

On June 15, 2012, the Company entered into the Second Amendment and Exchange Agreement with each W-Net, Europa and MKM pursuant to which the Purchasers agreed to exchange the Amended Notes for further amended 2.5% Senior Secured Convertible Notes (the "Second Amended Notes"). The Second Amended Notes have the same terms as the Senior Notes and Amended Notes (as described above) except as follows: (i) each Second Amended Note has an automatic conversion provision and removal of the applicable beneficial ownership limitations effective the later of 61 days following the Company's notice to the Purchasers of its application to list or quote its securities on a national securities exchange or the date immediately prior to the effective date of the Company's listing or quotation of its securities on the applicable exchange; (ii) the price-based anti-dilution provisions contained in the Senior Notes and Amended Notes have been removed; and (iii) under the Securities Purchase Agreement, as currently amended, if we meet two specified operating benchmarks during the first twenty-six months after the closing of the first Senior Note purchase, an additional \$1,500,000 in note purchases, substantially in the form of the Second Amended Notes (without warrants), can be requested by us from the Purchasers. The determination of whether we have met the benchmarks is solely at the discretion of the Purchasers. If the benchmarks are determined to have been achieved, then we can require the Purchasers to make the additional \$1,500,000 of note purchases. If such benchmarks are not attained in the 26-month period or we do not exercise the option to request the additional notes, then the Purchasers, in their discretion, during the next 10 days may elect to purchase up to \$1,500,000 of notes, substantially in the form of the Second Amended Notes (without warrants), having an initial conversion price which is 100% of the conversion price in the Second Amended Notes. In addition, the 1,908,798 warrants to purchase shares of our common stock issued in conjunction with Senior Notes were also amended to remove the reset provision in the warrants' exercise price. All other existing terms of the original warrant grant did not change.

Commitments

Development Commitments

In October 2011, we entered into two definitive agreements with OOO CardioNova, a wholly-owned subsidiary of Maxwell Biotech Group, a Russian biotech fund, covering our AHRO-001 compound. The agreements cover a territory represented by the Russian Federation, the Ukraine and various countries in central Asia (the "Territory").

Under the licensing agreement OOO CardioNova ("CardioNova") will become an equity investor in our company in exchange for the funding of Phase 1 and 2 human clinical trials conducted by a Clinical Research Organization ("CRO") located in Russia. Terms of the agreement specify that a Joint Steering Committee be established between both entities to determine the final clinical protocols and research budget, which is expected to total approximately \$3.8 million. Upon acceptance of the development plan, common stock equal to 10% of the research budget will be issued to CardioNova at a 20-day weighted average price prior to the signature of the initial term sheet, or \$0.97 per share.

Additional common stock issuances of 20%, 40%, and 30% of the approved budget shall be issued upon the approval of the Joint Steering Committee of the Phase 1 protocol, announcement of Phase 1 results and announcement of Phase 2 results, respectively. Each tranche will be priced at the lower of the weighted 20-day average price immediately prior to each issuance event, or \$0.97 per share, whichever is lower.

If CardioNova successfully develops and commercializes AHRO-001 in the Territory, we will be entitled to receive a quarterly royalty, based on net sales during the period using an escalating scale. The royalty agreement shall remain in force for the period in which intellectual property rights for AHRO-001 are in full force and effect in the Territory.

Under the Securities Purchase Agreement, CardioNova will purchase up to 275,258 shares of our common stock for a cash purchase price of \$0.97 per share. This transaction will take place in two installments. The first installment, which took place in December 2011, was for the issuance of 154,639 shares upon receipt of \$150,000 as specified in the License Agreement. The 2nd installment of 120,619 shares will occur upon delivery of the final clinical product to be used in the Phase 1 and 2 clinical trials, which is expected to occur in the 3rd or 4th quarter of 2012.

Research and Development Projects

We have a research agreement signed in 2010 with the cardiology research department of a major hospital institution in Southern California to carry out our second round of pre-clinical research. The agreement calls for payment of all research and clinical costs relating to the study of dosage and efficacy of bile salts on the atherosclerotic plaque in a non-human model. The total potential cost of the project is \$312,583, to be paid in installments over the length of the study and associated manuscript based on the study data. To date, \$210,000 has been paid based on the achievement benchmarks under the agreement.

Summary of Contractual Commitments

Employment Agreements

Employment agreements with our Chief Executive Officer and Chief Financial Officer are incorporated by reference to Exhibits 10.1 and 10.2 to the Current Report on Form 8-K (File No. 000-52315) filed with the Securities Exchange Commission (“SEC”) on September 3, 2010.

Off-Balance Sheet Arrangements

We have not entered into any off-balance sheet arrangements.

Critical Accounting Policies

In December 2001, the SEC requested that all registrants discuss their most “critical accounting policies” in management’s discussion and analysis of financial condition and results of operations. The SEC indicated that a “critical accounting policy” is one which is both important to the portrayal of the company’s financial condition and results and requires management’s most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. On an ongoing basis, management evaluates its estimates and judgment, including those related to revenue recognition, accrued expenses, financing operations and contingencies and litigation. Management bases its estimates and judgment on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates under different assumptions or conditions. The following represents a summary of our critical accounting policies.

Research and Development Expenses

All research and development costs are expensed as incurred and include costs of consultants and contract research facilities who conduct research and development on our behalf and on behalf of AtheroNova Operations. We have contracted with third parties to facilitate, coordinate and perform agreed upon research and development of our technology. We have expensed all costs associated with the conduct of the laboratory research as well as the costs associated with peripheral clinical researchers as period costs.

Stock-Based Compensation

We periodically issues stock options and warrants to employees and non-employees in non-capital raising transactions for services and for financing costs. We account for stock option and warrant grants issued and vesting to employees based on the authoritative guidance provided by the Financial Accounting Standards Board whereas the value of the award is measured on the date of grant and recognized over the vesting period. We account for stock option and warrant grants issued and vesting to non-employees in accordance with the authoritative guidance of the Financial Accounting Standards Board whereas the value of the stock compensation is based upon the measurement date as determined at either a) the date at which a performance commitment is reached, or b) at the date at which the necessary performance to earn the equity instruments is complete. Non-employee stock-based compensation charges generally are amortized over the vesting period on a straight-line basis. In certain circumstances where there are no future performance requirements by the non-employee, option grants are immediately vested and the total stock-based compensation charge is recorded in the period of the measurement date.

The fair value of our common stock option and warrant grant is estimated using the Black-Scholes-Merton option pricing model, which uses certain assumptions related to risk-free interest rates, expected volatility, expected life of the common stock options, and future dividends. Compensation expense is recorded based upon the value derived from the Black-Scholes-Merton option pricing model, and based on actual experience. The assumptions used in the Black-Scholes-Merton option pricing model could materially affect compensation expense recorded in future periods.

Derivative Financial instruments

We evaluate all of our financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is re-valued at each reporting date, with changes in fair value reported in the condensed consolidated statement of operations. For stock-based derivative financial instruments, we use the Black-Scholes-Merton option pricing model to value the derivatives instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date.

Recently Issued Accounting Standards

In May 2011, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (ASU) No. 2011-04, “Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs”. ASU No. 2011-4 does not require additional fair value measurements and is not intended to establish valuation standards or affect valuation practices outside of financial reporting. The ASU is effective for interim and annual periods beginning after December 15, 2011. We adopted ASU No. 2011-04 effective January 1, 2012 and it did not affect our results of operations, financial condition or liquidity.

In June 2011, the FASB issued ASU No. 2011-05, “Presentation of Comprehensive Income”. The ASU eliminates the option to present the components of other comprehensive income as part of the statement of changes in shareholders’ equity, and instead requires consecutive presentation of the statement of net income and other comprehensive income either in a continuous statement of comprehensive income or in two separate but consecutive statements. ASU No. 2011-5 is effective for interim and annual periods beginning after December 15, 2011. We adopted ASU 2011-05 effective January 1, 2012 and it did not affect our results of operations, financial condition or liquidity.

In September 2011, the FASB issued ASU 2011-08, “Testing Goodwill for Impairment”, an update to existing guidance on the assessment of goodwill impairment. This update simplifies the assessment of goodwill for impairment by allowing companies to consider qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount before performing the two step impairment review process. It also amends the examples of events or circumstances that would be considered in a goodwill impairment evaluation. The amendments are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. We adopted ASU 2011-08 effective January 1, 2012. We do not believe that the adoption of this new accounting guidance will have a significant effect on our goodwill impairment assessments in the future.

In December 2011, the FASB issued ASU No. 2011-11, “Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities.” This ASU requires an entity to disclose information about offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position. ASU No. 2011-11 will be applied retrospectively and is effective for annual and interim reporting periods beginning on or after January 1, 2013. We do not expect adoption of this standard to have a material impact on our consolidated results of operations, financial condition, or liquidity.

Other recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the AICPA, and the SEC did not or are not believed by management to have a material impact on our present or future consolidated financial statements.

Part II – Other Information

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Item 6. Exhibits

Exhibit No. Description

- 10.1 Securities Purchase Agreement dated May 14, 2012, among the Registrant, ACT Capital Partners, L.P. and Amir L. Ecker. Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K (File No. 0-52315) filed with the Securities and Exchange Commission on May 29, 2012.
- 10.2 Form of 12% Convertible Note. Incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K (File No. 0-52315) filed with the Securities and Exchange Commission on May 29, 2012.
- 10.3 Form of Common Stock Purchase Warrant. Incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K (File No. 0-52315) filed with the Securities and Exchange Commission on May 29, 2012.
- 10.4 Subsidiary Guarantee dated May 14, 2012, made by AtheroNova Operations, Inc. in favor of ACT Capital Partners, L.P. and Amir L. Ecker. Incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K (File No. 0-52315) filed with the Securities and Exchange Commission on May 29, 2012.
- 10.5 Form of Amendment and Exchange Agreement dated June 15, 2012. Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K (File No. 0-52315) filed with the Securities and Exchange Commission on June 20, 2012.
- 10.6 Form of Second Amended and Restated 2.5% Senior Secured Convertible Note. Incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K (File No. 0-52315) filed with the Securities and Exchange Commission on June 20, 2012.
- 10.7 Form of Amended and Restated Common Stock Purchase Warrant. Incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K (File No. 0-52315) filed with the Securities and Exchange Commission on June 20, 2012.
- 10.8 Office Lease dated June 15, 2012, between the Registrant and TR Dupont Centre LLC. Incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K (File No. 0-52315) filed with the Securities and Exchange Commission on June 20, 2012.
- 31.1 Certification of Principal Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as amended.
- 31.2 Certification of Principal Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as amended.
- 32.1 Certification of Principal Executive Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification of Principal Financial Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002.

101.INS** XBRL Instance.

101.SCH** XBRL Taxonomy Extension Schema.

101.CAL** XBRL Taxonomy Extension Calculation.

101.DEF** XBRL Taxonomy Extension Definition.

101.LAB** XBRL Taxonomy Extension Labels.

101.PRE** XBRL Taxonomy Extension Presentation.

** XBRL information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

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 thereunto duly authorized.

ATHERONOVA INC.

Date: March 29, 2013

By: /s/ Mark
Selawski
Mark Selawski
Chief Financial Officer
(Principal financial and accounting officer)