

AtheroNova Inc.
Form SC 13D/A
September 11, 2013
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

AtheroNova Inc.
(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

047438 205
(CUSIP Number)

Giorgio Zadini

c/o AtheroNova Inc.

2301 Dupont Drive, Suite 525

Irvine, California 92612

(949) 476-1100
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 4, 2013

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Page 1 of 4)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP

No.

047438 Page 2 of 4

205

NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON

1

Giorgio Zadini

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

2

SEC USE ONLY

3

SOURCE OF FUNDS*

4

00

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

5

6

CITIZENSHIP OR PLACE OF
ORGANIZATION

United States of America

SOLE
VOTING
POWER

NUMBER OF **7**

4,411,247

SHARES **8** SHARED
VOTING
POWER

BENEFICIALLY

SOLE
DISPOSITIVE
POWER

OWNED BY EACH **9**

REPORTING

4,411,247
SHARED
DISPOSITIVE
POWER

PERSON WITH **10**

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

11

4,411,247
CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES*

12

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

13

10.7%(1)
TYPE OF REPORTING PERSON*

14

IN

- (1) Based on a total of 41,199,404 shares of the Company's Common Stock outstanding as of August 12, 2013.
-

This Schedule 13D/A (“Schedule 13D/A”) amends the following sections of the Schedule 13D filed with the Securities and Exchange Commission on May 24, 2010 and amended on June 28, 2010, October 12, 2010, November 29, 2012 and March 21, 2013 (“Schedule 13D”).

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

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

On September 4, 2013, the Reporting Person transferred 266,250 shares of Common Stock to seven donees as bona fide gifts.

Item 5. Interest in Securities of the Issuer.

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

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

As of September 4, 2013, the Reporting Person beneficially owned 4,411,247 shares of Common Stock (the “Shares”). Based on 41,199,404 shares of Common Stock outstanding as of September 4, 2013, the Shares constitute approximately 10.7% of the shares of Common Stock issued and outstanding.

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

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

SIGNATURE

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

Dated: September 10, 2013

/s/ Giorgio Zadini
By Barbara Schanno, authorized signatory
Giorgio Zadini

Page **4** of **4**