

Edgar Filing: Atheron, Inc. - Form 10-Q

Atheron, Inc.
Form 10-Q
July 13, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

Quarterly Report pursuant to Section 13 or 15(d) of the Securities
Exchange Act of 1934

For the quarterly period ended May 31, 2010

Transition Report pursuant to 13 or 15(d) of the Securities
Exchange Act of 1934

For the transition period from _____ to _____

Commission File Number: 333-138189

Atheron Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or
organization)

N/A

(IRS Employer Identification No.)

3598 Durango St. Palanan, Makati City, Philippines 1235

(Address of principal executive offices)

011 63 2 728 1626

(Registrant's telephone number)

(Former name, former address and former fiscal year, if changed since last report)

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 pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) 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.

Large accelerated filer Accelerated filer Non-accelerated filer

Smaller reporting company

Edgar Filing: Atheron, Inc. - Form 10-Q

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

State the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:
2,150,000 common shares as of June 30, 2010.

Table of Contents

TABLE OF CONTENTS

| | Page |
|--------------------------------|--|
| PART I – FINANCIAL INFORMATION | |
| <u>Item 1:</u> | <u>Financial Statements</u> <u>3</u> |
| <u>Item 2:</u> | <u>Management’s Discussion and</u> <u>4</u> <u>Analysis of Financial Condition and</u> <u>Results of Operations</u> |
| <u>Item 3:</u> | <u>Quantitative and Qualitative</u> <u>7</u> <u>Disclosures About Market Risk</u> |
| <u>Item 4T:</u> | <u>Controls and Procedures</u> <u>7</u> |
| PART II – OTHER INFORMATION | |
| <u>Item 1:</u> | <u>Legal Proceedings</u> <u>8</u> |
| <u>Item 1A:</u> | <u>Risk Factors</u> <u>8</u> |
| <u>Item 2:</u> | <u>Unregistered Sales of Equity</u> <u>8</u> <u>Securities and Use of Proceeds</u> |
| <u>Item 3:</u> | <u>Defaults Upon Senior Securities</u> <u>8</u> |
| <u>Item 4:</u> | <u>Removed and Reserved</u> <u>8</u> |
| <u>Item 5:</u> | <u>Other Information</u> <u>8</u> |
| <u>Item 6:</u> | <u>Exhibits</u> <u>8</u> |

Table of Contents

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

Our financial statements included in this Form 10-Q are as follows:

| | |
|------------|--|
| <u>F-1</u> | <u>Balance Sheets as of May 31, 2010 (unaudited) and August 31, 2009 (audited);</u> |
| <u>F-2</u> | <u>Statements of Operations for the nine and three months ended May 31, 2010 and</u> |
| | <u>2009 and period from May 8, 2006 (Inception) to May 31, 2010 (unaudited);</u> |
| <u>F-3</u> | <u>Statement of Stockholders' Deficit for period from May 8, 2006 (Inception) to May</u> |
| | <u>31, 2010 (unaudited);</u> |
| <u>F-4</u> | <u>Statements of Cash Flows for the nine months ended May 31, 2010 and 2009 and</u> |
| | <u>period from May 8, 2006 (Inception) to May 31, 2010 (unaudited);</u> |
| <u>F-5</u> | <u>Notes to Financial Statements;</u> |

These financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and the SEC instructions to Form 10-Q. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Operating results for the interim period ended May 31, 2010 are not necessarily indicative of the results that can be expected for the full year.

Table of Contents
ATHERON, INC.

(A DEVELOPMENT STAGE COMPANY)
BALANCE SHEETS
As of May 31, 2010 and August 31, 2009

| | May 31, 2010 (unaudited) | August 31, 2009 (audited) |
|--|--------------------------------|---------------------------------|
|--|--------------------------------|---------------------------------|

ASSETS

Current Assets

| | | |
|----------------------|-------------|-------------|
| Cash and equivalents | \$ 0 | \$ 0 |
| Prepaid expenses | 0 | 0 |
| TOTAL ASSETS | \$ 0 | \$ 0 |

LIABILITIES AND
STOCKHOLDERS' DEFICIT

Current Liabilities

| | | |
|------------------------------|-----------|-----------|
| Loan payable - related party | \$ 50,985 | \$ 44,985 |
|------------------------------|-----------|-----------|

Stockholders' Deficit

| | | |
|---|-----------------|-----------------|
| Common Stock, \$.001 par value, 75,000,000 shares authorized, 2,150,000 shares issued and outstanding | 2,150 | 2,150 |
| Additional paid-in capital | 40,850 | 40,850 |
| Deficit accumulated during the development stage | (93,985) | (87,985) |
| Total stockholders' deficit | (50,985) | (44,985) |

| | | |
|--|-------------|-------------|
| TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT | \$ 0 | \$ 0 |
|--|-------------|-------------|

See accompanying notes to financial statements.

Table of Contents
ATHERON INC.

(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF OPERATIONS (unaudited)
Nine and Three Months Ended May 31, 2010 and 2009
Period from May 8, 2006 (Inception) to May 31, 2010

| | Nine Months ended May 31, 2010 | Nine Months ended May 31, 2009 | Three Months ended May 31, 2010 | Three Months ended May 31, 2009 | Period from May 8, 2006 (Inception) to May 31, 2010 |
|--|---|---|---|---|--|
| Revenues | \$ -0- | \$ -0- | \$ -0- | \$ -0- | \$ -0- |
| General and administrative expenses: | | | | | |
| Professional fees | 6,000 | 6,000 | 2,000 | 2,000 | 93,985 |
| Net Loss | \$ (6,000) | \$ (6,000) | \$ (2,000) | \$ (2,000) | \$ (93,985) |
| Net loss per share: | | | | | |
| Basic and diluted | \$ (0.00) | \$ (0.00) | \$ (0.00) | \$ (0.00) | \$ (0.04) |
| Weighted average shares outstanding: | | | | | |
| Basic and diluted | 2,150,000 | 2,150,000 | 2,150,000 | 2,150,000 | 2,150,000 |

See accompanying notes to financial statements.

Table of Contents
ATHERON, INC.

(A DEVELOPMENT STAGE COMPANY)
STATEMENT OF STOCKHOLDERS' DEFICIT (unaudited)
Period from May 8, 2006 (Inception) to May 31, 2010

| | Common stock Shares | Amount | Additional paid-in capital | Deficit accumulated during the development stage | Total |
|---|------------------------|----------|----------------------------------|--|-------------|
| Issuance of common stock for cash @\$.001 | 2,150,000 | \$ 2,150 | \$ 40,850 | \$ - | \$ 43,000 |
| Net loss for the period ended August 31, 2006 | - | - | - | (43,985) | (43,985) |
| Balance August 31, 2006 | 2,150,000 | 2,150 | 40,850 | (43,985) | (985) |
| Net loss for the year ended August 31, 2007 | - | - | - | (25,000) | (25,000) |
| Balance August 31, 2007 | 2,150,000 | 2,150 | 40,850 | (68,985) | (25,985) |
| Net loss for the year ended August 31, 2008 | - | - | - | (9,000) | (9,000) |
| Balance August 31, 2008 | 2,150,000 | 2,150 | 40,850 | (77,985) | (34,985) |
| Net loss for year ended August 31, 2009 | - | - | - | (10,000) | (10,000) |
| Balance August 31, 2009 | 2,150,000 | 2,150 | 40,850 | (87,985) | (44,985) |
| Net loss for six months ended May 31, 2010 | - | - | - | (6,000) | (6,000) |
| Balance May 31, 2010 | 2,150,000 | \$ 2,150 | \$ 40,850 | \$ (93,985) | \$ (50,985) |

See accompanying notes to financial statements.

Table of Contents
ATHERON INC.

(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF CASH FLOWS (unaudited)
Nine Months Ended May 31, 2010 and 2009
Period from May 8, 2006 (Inception) to May 31, 2010

| | Nine Months ended May 31, 2010 | Nine Months ended May 31, 2009 | Period From May 8, 2006 (Inception) to May 31, 2010 |
|--|--|--|---|
| CASH FLOWS FROM OPERATING ACTIVITIES | | | |
| Net loss | \$ (6,000) | \$ (6,000) | \$ (93,985) |
| Change in non-cash working capital items | | | |
| Prepaid expenses | -0- | -0- | -0- |
| CASH FLOWS USED BY OPERATING ACTIVITIES | | | |
| | (6,000) | (6,000) | (93,985) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | |
| Proceeds from sales of common stock | 0 | 0 | 43,000 |
| Loan from related party | 6,000 | 6,000 | 50,985 |
| CASH FLOWS PROVIDED BY FINANCING ACTIVITIES | | | |
| | 6,000 | 6,000 | 93,985 |
| NET INCREASE IN CASH | | | |
| | -0- | -0- | -0- |
| Cash, beginning of period | -0- | -0- | -0- |
| Cash, end of period | \$ -0- | \$ -0- | \$ -0- |
| SUPPLEMENTAL CASH FLOW INFORMATION | | | |
| Interest paid | \$ -0- | \$ -0- | \$ -0- |
| Income taxes paid | \$ -0- | \$ -0- | \$ -0- |

See accompanying notes to financial statements.

Table of Contents
ATHERON, INC.

(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE FINANCIAL STATEMENTS
May 31, 2010

NOTE 1 – SUMMARY OF ACCOUNTING POLICIES

Nature of Business

Atheron, Inc. (“Atheron”) was incorporated in Nevada on May 8, 2006. Atheron is a development stage company located in Makati City 1235, Philippines. Atheron is developing technology for ethanol-methanol gasoline. Atheron operates out of office space owned by a director and stockholder of the Company. The facilities are provided at no charge. There can be no assurances that the facilities will continue to be provided at no charge in the future.

Development Stage Company

The accompanying financial statements have been prepared in accordance with generally accepted accounting principles related to development-stage companies. A development-stage company is one in which planned principal operations have not commenced or if its operations have commenced, there has been no significant revenues there from.

Basis of Presentation

Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. We believe that the disclosures are adequate to make the financial information presented not misleading. These condensed financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto for the year ended August 31, 2009. All adjustments were of a normal recurring nature unless otherwise disclosed. In the opinion of management, all adjustments necessary for a fair statement of the results of operations for the interim period have been included. The results of operations for such interim periods are not necessarily indicative of the results for the full year.

Cash and Cash Equivalents

Atheron considers all highly liquid investments with maturities of three months or less to be cash equivalents. At May 31, 2010 and August 31, 2009 the Company had \$0 of cash.

Fair Value of Financial Instruments

Atheron’s financial instruments consist of cash and cash equivalents and a loan payable to a related party. The carrying amount of these financial instruments approximates fair value due either to length of maturity or interest rates that approximate prevailing market rates unless otherwise disclosed in these financial statements.

Table of Contents
ATHERON, INC.

(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE FINANCIAL STATEMENTS
May 31, 2010

NOTE 1 – SUMMARY OF ACCOUNTING POLICIES (continued)

Income Taxes

Income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized.

Basic loss per share

Basic loss per share has been calculated based on the weighted average number of shares of common stock outstanding during the period.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Basic loss per share

Basic loss per share has been calculated based on the weighted average number of shares of common stock outstanding during the period.

Recent Accounting Pronouncements

Atheron does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company's results of operations, financial position or cash flow.

NOTE 2 – LOAN PAYABLE – RELATED PARTY

Atheron has received loans totaling \$50,985 for working capital from a shareholder and officer of the Company. The loans are unsecured, non-interest bearing and due upon demand.

NOTE 3 – INCOME TAXES

For the periods ended May 31, 2010, Atheron has incurred net losses and, therefore, has no tax liability. The net deferred tax asset generated by the loss carry-forward has been fully reserved. The cumulative net operating loss carry-forward is approximately \$93,985 at May 31, 2010, and will expire beginning in the year 2026.

Table of Contents

ATHERON, INC.
 (A DEVELOPMENT STAGE COMPANY)
 NOTES TO THE FINANCIAL STATEMENTS
 May 31, 2010

NOTE 3 – INCOME TAXES (continued)

The cumulative tax effect at the expected rate of 34% of significant items comprising our net deferred tax amount is as follows:

| | 2010 |
|-------------------------------------|-----------|
| Deferred tax asset attributable to: | |
| Net operating loss carryover | \$ 31,955 |
| Valuation allowance | (31,955) |
| Net deferred tax asset | \$ - |

NOTE 4 – LIQUIDITY AND GOING CONCERN

Atheron has negative working capital, has incurred losses since inception, and has not yet received revenues from sales of products or services. These factors create substantial doubt about the Company’s ability to continue as a going concern. The financial statements do not include any adjustment that might be necessary if the Company is unable to continue as a going concern.

The ability of Atheron to continue as a going concern is dependent on the Company generating cash from the sale of its common stock and/or obtaining debt financing and attaining future profitable operations. Management’s plans include selling its equity securities and obtaining debt financing to fund its capital requirement and ongoing operations; however, there can be no assurance the Company will be successful in these efforts.

NOTE 5 – SUBSEQUENT EVENTS

Management has evaluated subsequent events through the date on which the financial statements were submitted to the Securities and Exchange Commission and has determined it does not have any material subsequent events to disclose.

Table of Contents

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

Forward-Looking Statements

Certain statements, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives, and expected operating results, and the assumptions upon which those statements are based, are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements generally are identified by the words "believes," "project," "expects," "anticipates," "estimates," "intends," "strategy," "plan," "may," "will," "would," "will be," "will continue," "will likely result," and similar expressions. Such forward-looking statements to be covered by the safe-harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and are including this statement for purposes of complying with those safe-harbor provisions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. Our ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse affect on our operations and future prospects on a consolidated basis include, but are not limited to: changes in economic conditions, legislative/regulatory changes, availability of capital, interest rates, competition, and generally accepted accounting principles. These risks and uncertainties should also be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Further information concerning our business, including additional factors that could materially affect our financial results, is included herein and in our other filings with the SEC.

Overview

We were formed as a Nevada corporation on May 8, 2006. Our principal executive offices are located at 3598 Durango St. Palanan, Makati City 1235, Philippines. Our telephone number is 011.63.2.728.1626. Susanna Hilario is our President, Secretary, Chief Executive Officer, Chief Financial Officer, and sole director.

We are in the business of developing a technology for ethanol-methanol gasoline which is prepared from light oil, naphtha, straight-run gasoline and key additives (our "Product"). Our mixed gasoline formula is not yet completed and will require further research and development before it is ready for commercial use. Once developed, we intend to license our formula initially in the Philippines, and if demand warrants, into China and other countries in Asia.

We believe our mixed gasoline formula will offer a number of advantages over existing gasoline products. Our formula should provide better miscibility than traditional gasoline. Miscibility refers to the property of various substances, liquids in particular, to be mixed together and form a homogenous material. The greater the miscibility in gasoline, the cleaner it will burn, resulting in better overall engine performance and cleaner pistons, rings, plugs and exhaust ports. In addition, we believe our formula will have a lower evaporation rate. A main ingredient in gasoline is ethanol, which evaporates easily. An excessive amount of unburned evaporated fuel tends to result in higher quantities of smog in the atmosphere. Our formula is designed to prevent an excessive amount of evaporation.

Table of Contents

We also believe our product will prevent premature detonation, or “knocking,” in the engine. Lead was previously used as an effective anti-knocking agent by increasing the fuel’s octane rating. Our formula uses anti-knocking additives that similarly increase the octane rating for greater efficiency and power. Our formula is expected to have higher stability. When gasoline is stagnant for a certain period of time, gums and varnishes tend to build up and precipitate in the gasoline, causing what is known as “stale fuel.” This results in buildup in the cylinders and fuel lines, complicating engine start-up. A stabilizer, which will be used in our formula, is expected to help prevent buildup and extend the life of the engine.

Finally, we believe our mixed gasoline formula will cost less to consumers than traditional gasoline. We believe that our mixed gasoline formula will help alleviate the burden on the consuming public. We plan to license our formula initially in the Philippines, and then branch off to other nations if demand grows. The regular gas price at the pump in the Philippines is about \$3 per gallon similar to that in United States, only the GDP per capita in the Philippines is only 3% of that in the United States, so an increase in gas prices has a more drastic impact in the Philippines than in the United States. President Macapagal-Arroyo warned that rising oil prices threaten the country’s foreign exchange reserves as well as its energy supply. With these repercussions in place, we are hopeful that our low-cost mixed gasoline formula will have a positive impact in the Filipino market.

We are a development stage company and have not generated any sales to date. We are in the initial stages of developing our formula, have very limited cash resources and are in need of substantial additional capital to execute our business plan. For these and other reasons, our independent auditors have raised substantial doubt about our ability to continue as a going concern.

Purchase or Sale of Equipment

We do not have plans to purchase any significant equipment in the next twelve months.

Results of operations for the three and nine months ended May 31, 2010 and 2009, and for the period from Inception (May 8, 2006) to May 31, 2010

We have not earned any revenues since our inception on May 8, 2006. We do not anticipate earning revenues until such time that we have fully developed our mixed gasoline formula and are able to obtain license fees in connection with our formula. We are presently in the development stage of our business and we can provide no assurance that we will develop our formula or successfully market it.

Table of Contents

We incurred operating expenses in the amount of \$2,000 for the three months ended May 31, 2010, compared with \$2,000 for the three months ended May 31, 2009. The entire amount for each mentioned period was attributable to professional fees

We incurred a net loss in the amount of \$2,000 for the three months ended May 31, 2010, compared with \$2,000 for the three months ended May 31, 2009.

We incurred operating expenses in the amount of \$6000 for the nine months ended May 31, 2010, compared with \$6,000 for the nine months ended May 31, 2009. We incurred operating expenses in the amount of \$93,985 for the period from May 8, 2006 (Inception) to May 31, 2010. The entire amount for each mentioned period was attributable to professional fees. We anticipate our operating expenses will increase as we undertake our plan of operations. The increase will be attributable to undertaking the additional research phases of our mixed gasoline formula and the professional fees associating with our becoming a reporting company under the Securities Exchange Act of 1934.

We incurred a net loss in the amount of \$93,985 for the period from May 8, 2006 (inception) to May 31, 2010. Our losses are attributable to operating expenses together with a lack of any revenues.

Liquidity and Capital Resources

As of May 31, 2010, we had total current assets of \$0 cash. Our total current liabilities as of May 31, 2010 were \$50,985. This amount consists of a loan from a shareholder and officer of the Company. The loan is non-interest bearing and is due upon demand. As a result, we had working capital deficit of \$50,985 as of May 31, 2010.

Operating activities used \$93,985 in cash for the period from inception (May 8, 2006) to May 31, 2010. Our net loss of \$93,985 for this period was the sole component of our negative operating cash flow. We primarily relied on cash from loans to fund our operations during the period ended May 31, 2010.

The success of our business plan beyond the next 12 months is contingent upon us obtaining additional financing. We intend to fund operations through debt and/or equity financing arrangements, which may be insufficient to fund our capital expenditures, working capital, or other cash requirements. We do not have any formal commitments or arrangements for the sales of stock or the advancement or loan of funds at this time. There can be no assurance that such additional financing will be available to us on acceptable terms, or at all.

Off Balance Sheet Arrangements

As of May 31, 2010, there were no off balance sheet arrangements.

Table of Contents

Going Concern

We have a working capital deficit and have not yet received revenues from sales of products or services. These factors create substantial doubt about our ability to continue as a going concern. The financial statements included with this quarterly report do not include any adjustment that might be necessary if we are unable to continue as a going concern.

Our ability to continue as a going concern is dependent on our generating cash from the sale of our common stock and/or obtaining debt financing and attaining future profitable operations. Management's plans include selling our equity securities and obtaining debt financing to fund our capital requirement and ongoing operations; however, there can be no assurance that we will be successful in these efforts.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

A smaller reporting company is not required to provide the information required by this Item.

Item 4T. Controls and Procedures

We carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of May 31, 2010. This evaluation was carried out under the supervision and with the participation of our Chief Executive Officer and our Chief Financial Officer, Susanna Hilario. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of May 31, 2010, our disclosure controls and procedures are effective. There have been no changes in our internal controls over financial reporting during the quarter ended May 31, 2010.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act are recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

Limitations on the Effectiveness of Internal Controls

Our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will necessarily prevent all fraud and material error. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving our objectives and our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective at that reasonable assurance level. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the internal control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate.

Table of Contents

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

We are not a party to any pending legal proceeding. We are not aware of any pending legal proceeding to which any of our officers, directors, or any beneficial holders of 5% or more of our voting securities are adverse to us or have a material interest adverse to us.

Item 1A: Risk Factors

A smaller reporting company is not required to provide the information required by this Item.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None

Item 3. Defaults upon Senior Securities

None

Item 4. Removed and Reserved

Item 5. Other Information

None

Item 6. Exhibits

Exhibit Description of Exhibit
Number

31.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1 Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Table of Contents

SIGNATURES

In accordance with the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Atheron Inc.

Date: July 12, 2010

By: /s/ Susanna Hilario
Susanna Hilario

Title: Chief Executive Officer, Chief Financial Officer, Principal Accounting Officer and Director

