

AETHLON MEDICAL INC
Form SC 13G/A
January 19, 2012

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

SCHEDULE 13G
UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1)*

Aethlon Medical, Inc.
(Name of Issuer)

Common Stock, \$0.001 par value
(Title of Class of Securities)

00808Y109
(CUSIP Number)

June 28, 2011
(Date of Event which requires filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") 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).

SCHEDULE 13G

CUSIP No. 00808Y109

- 1 Names of reporting persons
Tonaquint, Inc. (87-0285597)
- 2 Check the appropriate box if a member of a group
(a) (b)
- 3 SEC use only
- 4 Citizenship or place of organization
Utah
- | | | |
|-----------------------|---|--------------------------|
| | 5 | Sole voting power |
| Number of shares | | 5,965,750 * |
| beneficially owned by | 6 | Shared voting power |
| each reporting person | 7 | Sole dispositive power |
| with | 8 | 5,965,750 * |
| | | Shared dispositive power |
- 9 Aggregate amount beneficially owned by each reporting person
5,965,750 *
- 10 Check box if the aggregate amount in Row 9 excludes certain shares (see instructions)
- 11 Percent of class represented by amount in Row 9
6.1% **
- 12 Type of reporting person (see instructions)
CO

* On the date of the event which requires filing of this Statement, reporting person Tonaquint, Inc. beneficially owned 5,965,750 shares of the Issuer's common stock, as described in Item 4 of this Statement.

** Based on 97,205,447 outstanding shares of the Issuer's common stock as of June 29, 2011, as reported by the Issuer in its Annual Report on Form 10-K filed on July 14, 2011.

SCHEDULE 13G

CUSIP No. 00808Y109

| | | | |
|----|--|---|--------------------------|
| 1 | Names of reporting persons | | |
| | Utah Resources International, Inc. (87-0273519) | | |
| 2 | Check the appropriate box if a member of a group | | |
| | (a) <input type="checkbox"/> (b) <input type="checkbox"/> | | |
| 3 | SEC use only | | |
| 4 | Citizenship or place of organization | | |
| | Utah | | |
| | | 5 | Sole voting power |
| | Number of shares | | 5,965,750 * |
| | beneficially | 6 | Shared voting power |
| | owned by | | |
| | each | 7 | Sole dispositive power |
| | reporting | | |
| | person | | 5,965,750 * |
| | with | 8 | Shared dispositive power |
| 9 | Aggregate amount beneficially owned by each reporting person | | |
| | 5,965,750 * | | |
| 10 | Check box if the aggregate amount in Row 9 excludes certain shares (see instructions) <input type="checkbox"/> | | |
| 11 | Percent of class represented by amount in Row 9 | | |
| | 6.1% ** | | |
| 12 | Type of reporting person (see instructions) | | |
| | CO | | |

* Reporting person Utah Resources International, Inc. is the sole shareholder of reporting person Tonaquint, Inc. ("Tonaquint").

On the date of the event which requires filing of this Statement, Tonaquint beneficially owned 5,965,750 shares of the Issuer's common stock, as described in Item 4 of this Statement.

** Based on 97,205,447 outstanding shares of the Issuer's common stock as of June 29, 2011, as reported by the Issuer in its Annual Report on Form 10-K filed on July 14, 2011.

SCHEDULE 13G

CUSIP No. 00808Y109

| | | |
|----|--|----------------------------|
| 1 | Names of reporting persons | |
| | Inter-Mountain Capital I Corp. (36-4075407) | |
| 2 | Check the appropriate box if a member of a group (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC use only | |
| 4 | Citizenship or place of organization | |
| | Utah | |
| | 5 | Sole voting power |
| | Number of | |
| | shares | 5,965,750 * |
| | beneficially | 6 Shared voting power |
| | owned by | |
| | each | 7 Sole dispositive power |
| | reporting | |
| | person | 5,965,750 * |
| | with | 8 Shared dispositive power |
| 9 | Aggregate amount beneficially owned by each reporting person | |
| | 5,965,750 * | |
| 10 | Check box if the aggregate amount in Row 9 excludes certain shares (see instructions) <input type="checkbox"/> | |
| 11 | Percent of class represented by amount in Row 9 | |
| | 6.1% ** | |
| 12 | Type of reporting person (see instructions) | |
| | CO | |

* Reporting person Inter-Mountain Capital I Corp. is the sole shareholder of reporting person Utah Resources International, Inc., which is the sole shareholder of reporting person Tonaquint, Inc. ("Tonaquint").

On the date of the event which requires filing of this Statement, Tonaquint beneficially owned 5,965,750 shares of the Issuer's common stock, as described in Item 4 of this Statement.

** Based on 97,205,447 outstanding shares of the Issuer's common stock as of June 29, 2011, as reported by the Issuer in its Annual Report on Form 10-K filed on July 14, 2011.

SCHEDULE 13G

CUSIP No. 00808Y109

| | | | |
|----|--|---|--------------------------|
| 1 | Names of reporting persons | | |
| | JFV Holdings, Inc. (36-4426825) | | |
| 2 | Check the appropriate box if a member of a group | | |
| | (a) <input type="checkbox"/> (b) <input type="checkbox"/> | | |
| 3 | SEC use only | | |
| 4 | Citizenship or place of organization | | |
| | Illinois | | |
| | | 5 | Sole voting power |
| | Number of shares | | 5,965,750 * |
| | beneficially owned by each reporting person with | 6 | Shared voting power |
| | | 7 | Sole dispositive power |
| | | 8 | 5,965,750 * |
| | | | Shared dispositive power |
| 9 | Aggregate amount beneficially owned by each reporting person | | |
| | 5,965,750 * | | |
| 10 | Check box if the aggregate amount in Row 9 excludes certain shares (see instructions) <input type="checkbox"/> | | |
| 11 | Percent of class represented by amount in Row 9 | | |
| | 6.1% ** | | |
| 12 | Type of reporting person (see instructions) | | |
| | CO | | |

* Reporting person JFV Holdings, Inc. is the sole shareholder of Inter-Mountain Capital I Corp., which is the sole shareholder of reporting person Utah Resources International, Inc., which is the sole shareholder of reporting person Tonaquint, Inc. ("Tonaquint").

On the date of the event which requires filing of this Statement, Tonaquint beneficially owned 5,965,750 shares of the Issuer's common stock, as described in Item 4 of this Statement.

** Based on 97,205,447 outstanding shares of the Issuer's common stock as of June 29, 2011, as reported by the Issuer in its Annual Report on Form 10-K filed on July 14, 2011.

SCHEDULE 13G

CUSIP No. 00808Y109

| | | |
|----|--|--------------------------|
| 1 | Names of reporting persons | |
| | John M. Fife | |
| 2 | Check the appropriate box if a member of a group (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC use only | |
| 4 | Citizenship or place of organization | |
| | United States of America | |
| | 5 | Sole voting power |
| | 6 | 5,965,750 * |
| | 7 | Shared voting power |
| | 8 | Sole dispositive power |
| | 8 | 5,965,750 * |
| | 8 | Shared dispositive power |
| 9 | Aggregate amount beneficially owned by each reporting person | |
| | 5,965,750 * | |
| 10 | Check box if the aggregate amount in Row 9 excludes certain shares (see instructions) <input type="checkbox"/> | |
| 11 | Percent of class represented by amount in Row 9 | |
| | 6.1% ** | |
| 12 | Type of reporting person (see instructions) | |
| | IN | |

* Reporting person John M. Fife is the sole shareholder of reporting person JFV Holdings, Inc., which is the sole shareholder of Inter-Mountain Capital I Corp., which is the sole shareholder of reporting person Utah Resources International, Inc., which is the sole shareholder of reporting person Tonaquint, Inc. (“Tonaquint”).

On the date of the event which requires filing of this Statement, Tonaquint beneficially owned 5,965,750 shares of the Issuer’s common stock, as described in Item 4 of this Statement.

** Based on 97,205,447 outstanding shares of the Issuer's common stock as of June 29, 2011, as reported by the Issuer in its Annual Report on Form 10-K filed on July 14, 2011.

ITEM (a) Name of Issuer:

1

Aethlon Medical, Inc.

(b) Address of Issuer's Principal Executive Offices:

8910 University Center Lane, Suite 660
San Diego, CA 92122

ITEM (a) Name of Person Filing:

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This report is filed by Tonaquint, Inc., Utah Resources International, Inc., Inter-Mountain Capital I Corp., JFV Holdings, Inc., and John M. Fife with respect to the shares of Common Stock, \$0.001 par value per share, of the Issuer that are directly beneficially owned by Tonaquint, Inc. and indirectly beneficially owned by the other reporting and filing persons (the "Shares").

(b) Address of Principal Business Office, or, if None, Residence:

The address of the principal business office of each reporting and filing person is:
303 East Wacker Drive, Suite 1200, Chicago, IL 60601

(c) Citizenship:

Tonaquint, Inc. is a Utah corporation.
Utah Resources International, Inc. is a Utah corporation.
Inter-Mountain Capital I Corp. is a Utah corporation.
JFV Holdings, Inc. is an Illinois corporation.
John M. Fife is a United States citizen.

(d) Title of Class of Securities:

Common Stock, \$0.001 par value per share.

(e) CUSIP Number:

00808Y109

ITEM 3: If this Statement is Filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- q a. Broker or dealer registered under Section 15 of the Exchange Act.
- q b. Bank as defined in Section 3(a)(6) of the Exchange Act.
- q c. Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- q d. Investment company registered under Section 8 of the Investment Company Act.
- q e. An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E)
- q f. An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F)
- q g. A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G)
- q h. A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act
- q i. A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act
- q j. Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

ITEM 4: Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: See Item 9 of the cover pages.
- (b) Percent of class: See Item 11 of the cover pages.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: See Item 5 of the cover pages.
 - (ii) Shared power to vote or to direct the vote: See Item 6 of the cover pages.
 - (iii) Sole power to dispose or to direct the disposition of: See Item 7 of the cover pages.
 - (iv) Shared power to dispose or to direct the disposition of: See Item 8 of the cover pages.

On June 28, 2011, reporting person Tonaquint, Inc. (“Tonaquint”) and the Issuer entered into a Termination Agreement, as described in the Issuer’s Current Report on Form 8-K filed on June 29, 2011. Under the Termination Agreement,

the Warrant to Purchase Shares of Common Stock (the "Warrant") and the Secured Convertible Promissory Note (the "Note"), both of which are described in the Issuer's Current Report on Form 8-K filed on July 16, 2010, have been terminated. Prior to these terminations, Tonaquint submitted two Notices of Exercise under the Warrant on May 5, 2011, and June 21, 2011, for 800,002 shares and 2,799,911 shares, respectively, of the Issuer's common stock. In addition, Tonaquint submitted a Notice of Conversion of the balance due under the Note on June 28, 2011, for 2,365,837 shares of the Issuer's common stock. In connection with the terminations of the Warrant and the Note, the Issuer issued to Tonaquint a new Unsecured Non-Convertible Promissory Note, which is also described in the Issuer's Current Report on Form 8-K filed on June 29, 2011.

ITEM 5: Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities check the following box: q

ITEM 6: Ownership of More than Five Percent on Behalf of Another Person.

N/A

ITEM 7: Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

N/A

ITEM 8: Identification and Classification of Members of the Group.

N/A

ITEM 9: Notice of Dissolution of Group.

N/A

ITEM 10: Certifications.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 19, 2012

TONAQUINT, INC.

By: /s/ John M Fife
Name: John M. Fife
Title: President

Dated: January 19, 2012

UTAH RESOURCES INTERNATIONAL, INC.

By: /s/ John M Fife
Name: John M. Fife
Title: President

Dated: January 19, 2012

INTER-MOUNTAIN CAPITAL I, INC.

By: /s/ John M Fife
Name: John M. Fife
Title: President

Dated: January 19, 2012

JFV HOLDINGS, INC.

By: /s/ John M Fife
Name: John M. Fife
Title: President

Dated: January 19, 2012

JOHN M. FIFE

/s/ John M Fife

ANNEX 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common Stock of Aethlon Medical, Inc., and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned, being duly authorized, have executed this Joint Filing Agreement on the date(s) written below.

Dated: January 19, 2012

TONAQUINT, INC.

By: /s/ John M Fife
Name: John M. Fife
Title: President

Dated: January 19, 2012

UTAH RESOURCES INTERNATIONAL, INC.

By: /s/ John M Fife
Name: John M. Fife
Title: President

Dated: January 19, 2012

INTER-MOUNTAIN CAPITAL I, INC.

By: /s/ John M Fife
Name: John M. Fife
Title: President

Dated: January 19, 2012

JFV HOLDINGS, INC.

By: /s/ John M Fife
Name: John M. Fife
Title: President

Dated: January 19, 2012

JOHN M. FIFE

/s/ John M Fife

