

NEUMAN CLIFFORD L ESQ
Form SC 13G/A
February 14, 2013

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 11)***

Athena Silver Corporation

(Name of Issuer)

Common Stock
(Title of Class of Securities)

04686K108
(CUSIP Number)

December 31, 2012
(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)

X 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 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 (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).

CUSIP NO. 04686K108 **13G**

- (1) Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (Entities Only)
Clifford L. Neuman
- (2) Check the Appropriate Box if a Member of a Group* (a)
(b)
- (3) SEC Use Only _____
- (4) Citizenship or Place of Organization
U.S.A.
- Number of Shares (5) Sole Voting Power 3,081,023
- Beneficially Owned (6) Shared Voting Power -0-
- by Each Reporting (7) Sole Dispositive Power 3,081,023
- Person With (8) Shared Dispositive Power -0-
- (9) Aggregate Amount Beneficially Owned by Each Reporting Person
3,081,023 shares
- (10) Check if the Aggregate Amount in the Row (9) Excludes Certain Shares*
- (11) Percent of Class Represented by Amount in Row (9) 9.07%
- (12) Type of Reporting Person* **IN**
*SEE INSTRUCTION BEFORE FILLING OUT!

Item 1.

(a) Name of Issuer:

Athena Silver Corporation

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

c/o Brian Power; 2010A Harbison Drive # 312, Vacaville, CA 95687

Item 2.

(a) Name of Person Filing:

Clifford L. Neuman

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

1507 Pine Street, Boulder, Colorado 80302

(c) Citizenship or Place of Organization

United States

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

04686K108

Item 3. If this statement is filed pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) _____ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) _____ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) _____ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) _____ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) _____ An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
- (f) _____ An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g) _____ A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);
- (h) _____ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) _____ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) _____ Group, in accordance with Section 240.13d-1(b)(1)(ii)(J)

Item 4. Ownership

(a) Amount beneficially owned: **3,081,023 shares**

(b) Percent of Class: **9.07%**

(c) Number of shares as to which the person has:

- (i) Sole Voting Power 3,081,023
- (ii) Shared Voting Power -0-
- (iii) Sole Dispositive Power 3,081,023
- (iv) Shared Dispositive Power -0-

Item 5. Ownership of Five Percent or Less of a Class

Not applicable

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

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable

Item 8. Identification and Classification of Members of the Group

Not applicable

Item 9. Notice of Dissolution of Group

Not applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above 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 that purpose or effect.

SIGNATURE

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.

February 14, 2013
(Date)
/s/ Clifford L. Neuman
(Signature)
Clifford L. Neuman
(Name/Title)