

MEDICINOVA INC  
Form 8-K  
October 13, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d) of The**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 13, 2011**

**MEDICINOVA, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction  
of incorporation)

**001-33185**  
(Commission  
File Number)

**33-0927979**  
(I.R.S. Employer  
Identification No.)

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4350 LA JOLLA VILLAGE DRIVE,

SUITE 950, SAN DIEGO, CA  
(Address of principal executive offices)

Registrant's telephone number, including area code: (858) 373-1500

92122  
(Zip Code)

Not applicable.

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 3.02 Unregistered Sale of Equity Securities.**

On October 13, 2011 (the *Closing* ), we offered and sold shares of our common stock and shares of our preferred stock to Kissei for an aggregate purchase price of approximately \$7,500,000 pursuant to the terms of the Stock Purchase Agreement (the *Purchase Agreement* ) by and between us and Kissei Pharmaceutical Co. Ltd. ( *Kissei* ). At the Closing, Kissei purchased (i) an aggregate of 800,000 shares of our common stock, par value \$0.001 per share (the *Common Shares* ), at a price of \$2.50 per share, and (ii) 220,000 shares of our Series B Convertible Preferred Stock, par value \$0.01 per share (collectively with the Common Shares, the *Shares* ), at a price of \$25.00 per share.

In offering and selling the Shares, we have relied on an exemption from the registration requirements of the Securities Act of 1933, as amended (the *Act* ), for the private placement of the Shares under the Purchase Agreement pursuant to Section 4(2) of the Act and/or Rule 506 of Regulation D promulgated thereunder.

**SIGNATURE**

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 hereunto duly authorized.

**MEDICINOVA, INC.**

By: /s/ Michael Coffee  
Michael Coffee  
*Chief Business Officer*

Date: October 13, 2011