

MEDICINOVA INC
Form 8-K
June 16, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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): June 10, 2010

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
(IRS Employer

Identification No.)

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4350 LA JOLLA VILLAGE DRIVE, SUITE 950, SAN DIEGO, CA 92122

(Address of Principal Executive Offices) (Zip Code)

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

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 14, 2010, MediciNova, Inc. (the Registrant) entered into an Executive Employment Agreement with Michael Coffee providing for him to join the Registrant as Chief Business Officer effective as of June 14, 2010 (the Employment Agreement). The Board of Directors (the Board) approved the Employment Agreement on June 11, 2010.

Mr. Coffee has served as a consultant to the Registrant since March 2010. He previously was Senior Vice President, Sales and Marketing for Adamas Pharmaceuticals, Inc. from May 2009 to February 2010. From February 2005 to May 2009, Mr. Coffee was Chief Business Officer of Avigen, Inc., which was acquired by the Registrant in December 2009. Prior to joining Avigen, Mr. Coffee co-founded the Alekta Group, LLC, a consulting firm, in 2004 to provide a comprehensive range of pharmaceutical development consulting services to emerging pharmaceutical companies. From 2001 to 2004 Mr. Coffee served as President and Chief Operating Officer of Amarin Pharmaceuticals, Inc., the U.S. drug development and marketing subsidiary of Amarin Corporation PLC. Mr. Coffee also served as President and Chief Operating Officer of Elan Pharmaceuticals, North America from 1998 to 2001 and held marketing and executive management positions, including President and Chief Operating Officer, of Athena Neurosciences, Inc. between 1991 and 1998. Mr. Coffee received a B.S. in biology from Siena College and an Advanced Management degree from Amos Tuck School of Business.

Pursuant to the Employment Agreement, Mr. Coffee generally is required to devote his entire business time, attention, energies, skills, learning and best efforts to further the Registrant's interests and may not engage in any outside activities that compete in any way with the Registrant's business. Mr. Coffee is an at will employee, but both he and the Registrant are required to give three months' written notice to terminate the Employment Agreement. However, in lieu of the three months' written notice, the Registrant may provide Mr. Coffee with severance pay in an amount equal to one-half of his annual base salary.

The Employment Agreement provides that Mr. Coffee's base salary will be at the rate of \$300,000 per year. Such base salary may be adjusted on an annual basis upon mutual agreement. In addition, Mr. Coffee may receive incentive bonuses at the discretion of the Board. The Employment Agreement also provides that if Mr. Coffee's employment is terminated for any reason, the Registrant has the option to engage Mr. Coffee as a consultant on a quarterly basis. Compensation for each quarter of consulting services would be equal to 15% of Mr. Coffee's annual base salary.

The Employment Agreement provides that Mr. Coffee may not disclose the Registrant's confidential and proprietary information and must assign to the Registrant any inventions or other proprietary information discovered during his employment with the Registrant.

The Employment Agreement also provides that if Mr. Coffee is involuntarily terminated without cause, or resigns for good reason within a 12-month period following a change of control of the Registrant, Mr. Coffee will be paid all accrued salary and a pro rata bonus for the year of termination and a single lump sum equal to two times his base salary amount and any bonus amount. Mr. Coffee will also receive for the 24 months following termination such life insurance, disability, medical, dental and hospitalization benefits as are provided to other similarly situated executives who continue in the employ of the Registrant and up to 12 months of outplacement counseling. Vesting will be accelerated as provided in the Registrant's various equity incentive plans. If an excise tax would be imposed under the Internal Revenue Code on the payments received by Mr. Coffee under these severance protection arrangements, the severance payments will be reduced to the extent necessary to avoid an excise tax. The severance protection arrangements expire on December 31, 2010, but will automatically renew for additional one-year periods unless either party provides written notice of non-renewal by October 1 of such year.

The foregoing description of the Employment Agreement is qualified in its entirety by the actual terms of the Employment Agreement, which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its Annual Meeting of Stockholders held on June 10, 2010. At the meeting, the stockholders elected Arlene Morris and John K.A. Prendergast, Ph.D. to serve as the Company's Class III directors until the Annual Meeting of Stockholders in 2013 or until his or her successor is duly elected and qualified. 6,401,482 votes were cast in favor of electing Ms. Morris and 52,801 votes were withheld. 6,393,219 votes were cast in favor of electing Dr. Prendergast and 61,064 votes were withheld.

Second, the stockholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010. 7,080,270 votes were cast in favor, 40,401 votes were cast against and 19,900 shares abstained from voting. There were no broker non-votes.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

10.1 Executive Employment Agreement between Registrant and Michael Coffee, dated June 14, 2010.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MEDICINOVA, INC.

Date: June 16, 2010

By: /s/ Shintaro Asako
Name: Shintaro Asako
Title: Chief Financial Officer