

AVIGEN INC \DE  
Form 425  
February 09, 2009

**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): February 9, 2009

**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.)

**4350 LA JOLLA VILLAGE DRIVE, SUITE 950**

**SAN DIEGO, CA**

**92122**

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(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 8.01. Other Events**

On February 9, 2009, MediciNova, Inc. ( MediciNova ) issued a press release (the Press Release ) containing a letter from Yuichi Iwaki, M.D., Ph.D., President, Chief Executive Officer and Director of MedicNova, to Zola Horovitz, Ph.D., Chairman of the Board of Directors of Avigen, Inc., whereby Dr. Iwaki reaffirmed MediciNova's proposal to consummate a merger proposal with Avigen, Inc. Attached as Exhibit 99.1 hereto is a copy of the Press Release.

The information in this Current Report on Form 8-K, including Exhibit 99.1 furnished herewith, is being furnished and shall not be deemed filed for any purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liabilities of such Section. The information in this current report on Form 8-K shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

99.1 Press Release dated February 9, 2009.

**SIGNATURES**

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

**MEDICINOVA, INC.**

Date: February 9, 2009

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