

MEDICINOVA INC  
Form 8-K  
August 19, 2015

**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): August 18, 2015**

**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.)**

**4275 EXECUTIVE SQUARE,**

**SUITE 650, LA JOLLA, CA**  
**(Address of principal executive offices)**

**92037**  
**(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 1.01. Entry into a Material Definitive Agreement.**

On August 18, 2015, MediciNova, Inc. (the **Company**) entered into an Underwriting Agreement (the **Underwriting Agreement**) with Ladenburg Thalmann & Co. Inc., as Representative of the several underwriters (the **Underwriters**), relating to the offering, issuance and sale of 5,000,000 shares of the Company's common stock, \$0.001 par value per share, at a public offering price of \$3.50 per share (the **Offering**). Pursuant to the Underwriting Agreement, the Underwriters have agreed to purchase the shares of common stock from the Company at a price of \$3.255 per share, which will result in approximately \$16.0 million of net proceeds to the Company after deducting the underwriting discount and estimated offering expenses. The Offering is expected to close on or about August 24, 2015, subject to customary closing conditions. The Underwriters have a 30-day option to purchase up to an additional 750,000 shares of common Stock. All of the shares in the Offering are being sold by the Company.

The Offering is being made pursuant to the Company's effective shelf registration statement on Form S-3 (Registration No. 333-185022) previously filed with the Securities and Exchange Commission. The Offering is being made only by means of a prospectus supplement and an accompanying prospectus.

The Underwriting Agreement contains customary representations, warranties and agreements by the Company, conditions to closing, indemnification obligations of the Company and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement and may be subject to limitations agreed upon by the contracting parties.

The Underwriting Agreement is filed as Exhibit 1.1 hereto and is incorporated herein by reference. The foregoing description of the terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit. A copy of the opinion of Pillsbury Winthrop Shaw Pittman LLP relating to the legality of the issuance and sale of the shares in the Offering is attached as Exhibit 5.1 hereto.

Copies of the press releases issued by the Company on August 18, 2015 relating to the Offering are attached as Exhibit 99.1 and 99.2 hereto and are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
1.1	Underwriting Agreement, dated August 18, 2015, by and between MediciNova, Inc. and Ladenburg Thalmann & Co. Inc., as Representative of the several underwriters.
5.1	Opinion of Pillsbury Winthrop Shaw Pittman LLP.
23.1	Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1).
99.1	Press release issued by MediciNova, Inc. dated August 18, 2015 titled MediciNova Announces Proposed Underwritten Public Offering of Common Stock.
99.2	Press release issued by MediciNova, Inc. dated August 18, 2015 titled MediciNova Announces Pricing of Underwritten Public Offering of Common Stock.

**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.

Date: August 18, 2015

By: /s/ Yuichi Iwaki  
Yuichi Iwaki, M.D., Ph.D.  
President and Chief Executive Officer

**EXHIBIT INDEX**

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