

MEDICINOVA INC  
Form 8-K  
June 07, 2013

**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): June 6, 2013**

**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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**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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On June 6, 2013, MediciNova, Inc. (the Company ) received a notice from the Nasdaq Stock Market ( NASDAQ ), the stock exchange on which the Company s common stock is listed, stating that the Company failed to comply with NASDAQ Listing Rule 5635(c) (the Rule ) as a result of the issuance by the Company on May 9, 2013 of shares of common stock (the Shares ) and a warrant to purchase shares of common stock (the Warrant ), in each case at a discount to the then-market price of the Company s common stock, to Fountain Erika LLC ( Fountain Erika ), an entity of which Tatsuo Izumi, a member of the Company s board of directors, is a principal.

The notice from NASDAQ confirmed that the Company has subsequently regained compliance with the Rule as a result of a payment made by Fountain Erika to the Company in the amount of \$51,389 and the execution of an amendment to the Warrant, bringing Fountain Erika s acquisition of the Shares and the Warrant to an at the market price.

**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 Gennaro  
Michael Gennaro

*Chief Financial Officer*

Date: June 7, 2013