

MEDICINOVA INC  
Form 8-K  
October 17, 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 1.02 Termination of a Material Definitive Agreement.**

On October 13, 2011, we terminated, effective as of October 23, 2011, the At-The-Market Issuance Sales Agreement, dated May 5, 2011 (the ATM Agreement ), between us and McNicoll, Lewis & Vlak LLC ( MLV ). Pursuant to the ATM Agreement, we had the ability to issue and sell shares of our common stock having an aggregate offering price of up to \$15.0 million from time to time through MLV as our sales agent. Our decision to terminate the ATM Agreement is based on our determination that we will not need to raise capital pursuant to such agreement in the foreseeable future.

The foregoing description of the ATM Agreement is not complete and is qualified in its entirety by reference to the full text of such agreement, a copy of which was filed as Exhibit 10.1 to a Current Report on Form 8-K on May 6, 2011 and is incorporated herein by reference.

**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 14, 2011