
**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): September 23, 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
(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))
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Item 1.01. Entry into a Material Definitive Agreement.

On September 23, 2009, MediciNova, Inc. (“MediciNova”) and Danerius, LLC, an affiliate of Alan W. Dunton, M.D., one of the directors of MediciNova, entered into a First Amendment (the “Amendment”) to the Consulting Agreement between the parties dated as of June 12, 2009 (the “Consulting Agreement”), pursuant to which the term of the Consulting Agreement was extended for a period of two years. The Consulting Agreement will now expire on October 12, 2011, subject to either party providing written notice of termination or MediciNova terminating the agreement for breach. A copy of the Amendment is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

A discussion of the material terms of the Consulting Agreement is included in MediciNova’s Current Report on Form 8-K filed with the Securities and Exchange Commission on June 16, 2009, which includes as Exhibit 10.1 thereto a copy of the Consulting Agreement.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
10.1	First Amendment to Consulting Agreement by and between MediciNova, Inc. and Danerius, LLC, dated as of September 23, 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: September 25, 2009

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

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
10.1	First Amendment to Consulting Agreement by and between MediciNova, Inc. and Danerius, LLC, dated as of September 23, 2009

**FIRST AMENDMENT
TO
CONSULTING AGREEMENT**

This First Amendment to Consulting Agreement (this "Amendment") is made and entered into as of September 23, 2009 (the "Effective Date") by and between MediciNova, Inc., a Delaware corporation ("MediciNova"), and Danerius, LLC, a Delaware limited liability company ("Consultant").

RECITALS

WHEREAS, MediciNova and Consultant entered into that certain Consulting Agreement dated as of June 12, 2009 (the "Agreement"); and

WHEREAS, MediciNova and Consultant desire to amend the Agreement in order to modify the term contained therein.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, as well as other good and valuable consideration, the receipt and sufficiency of which is acknowledged by the parties hereto, the parties hereto agree as follows:

1. Definitions. Capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Agreement.

2. Term. The first sentence of Section 6.1 of the Agreement is hereby amended and restated in its entirety as follows: "The term of this Agreement shall commence on the Effective Date and shall end on October 12, 2011."

3. Entire Agreement. This Amendment, along with the Agreement, constitutes the entire agreement between the parties with respect to the subject matter of the Agreement. Except as modified or amended in this Amendment, all other terms and conditions of the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, this Amendment has been duly executed by authorized representatives of the parties as of the Effective Date.

MEDICINOVA, INC.

By: /s/ Shintaro Asako
Name: Shintaro Asako
Date: September 23, 2009

DANERIUS, LLC

By: /s/ Alan Dunton
Name: Alan Dunton, MD
Date: September 23, 2009