
**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.)

**4350 LA JOLLA VILLAGE DRIVE,
SUITE 950, SAN DIEGO, CA**
(Address of principal executive offices)

92122
(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 3.02 Unregistered Sale of Equity Securities.

On October 13, 2011 (the “*Closing*”), we offered and sold shares of our common stock and shares of our preferred stock to Kissei for an aggregate purchase price of approximately \$7,500,000 pursuant to the terms of the Stock Purchase Agreement (the “*Purchase Agreement*”) by and between us and Kissei Pharmaceutical Co. Ltd. (“*Kissei*”). At the Closing, Kissei purchased (i) an aggregate of 800,000 shares of our common stock, par value \$0.001 per share (the “*Common Shares*”), at a price of \$2.50 per share, and (ii) 220,000 shares of our Series B Convertible Preferred Stock, par value \$0.01 per share (collectively with the Common Shares, the “*Shares*”), at a price of \$25.00 per share.

In offering and selling the Shares, we have relied on an exemption from the registration requirements of the Securities Act of 1933, as amended (the “*Act*”), for the private placement of the Shares under the Purchase Agreement pursuant to Section 4(2) of the Act and/or Rule 506 of Regulation D promulgated thereunder.

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 13, 2011