SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Nakata Kousuke</u>			2. Date of Event Requiring Statement (Month/Day/Year) 11/29/2011 3. Issuer Name and Ticker or Trading Symbol MEDICINOVA INC [MNOV]							
(Last) C/O MEDICII 4275 EXECU (Street) LA JOLLA (City)	(First) NOVA, INC. TIVE SQUARI CA (State)	(Middle) E, SUITE 650 92037 (Zip)				ionship of Reporting Perso all applicable) Director Officer (give title below)	on(s) to Issuer 10% Owner Other (spec below)	ify 6. In	hth/Day/Year) dividual or Joint icable Line) Form filed by	te of Original Filed /Group Filing (Check / One Reporting Person / More than One erson
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)						nt of Securities ally Owned (Instr. 4)			. Nature of Indirect Beneficial Ownership Instr. 5)	
Common Stock, \$0.001 par value						800,000	I Se		See footnote ⁽¹⁾	
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securitie Underlying Derivative Security			4. Conversion or Exercise	Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Date Exercisable	Expiration Date	Title		Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)	
Series B Conve par value	ertible Preferred	d Stock, \$0.01	(2)	(2)	Con	nmon Stock, \$0.001 par value	2,200,000	(2)	I	See footnote ⁽¹⁾

Explanation of Responses:

1. Held by Kissei Pharmaceutical Co., Ltd. ("Kissei"), of which Mr. Nakata serves as Director, Licensing and Clinical Development. Mr. Nakata disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein. Kissei held such shares on November 29, 2011, the date on which Mr. Nakata became a director of MediciNova, Inc.

2. Kissei holds 220,000 shares of Series B Convertible Preferred Stock. The Series B Convertible Preferred Stock is convertible at any time, at the holder's election, into Common Stock initially at a rate of 10 shares of Common Stock for each share of Series B Convertible Preferred Stock, and has no expiration.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

/s/ Kousuke Nakata

** Signature of Reporting Person

01/14/2014

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

For Executing Section 16 Forms, Form 144 and Schedules 13D or 13G

Know all by these presents that the undersigned hereby constitutes and appoints Yui Iwaki as the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of **MediciNova, Inc.** (the "Company") (a) Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, (b) Form 144, and (c) Schedule 13D or Schedule 13G (including amendments thereto); and
- (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Forms 3, 4 and 5, Form 144, and Schedule 13D or Schedule 13G (including amendments thereto) and timely file such Forms or Schedules with the U.S. Securities and Exchange Commission (the "SEC") and any stock exchange, self-regulatory association or any other authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to the attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the attorney-in-fact shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-infact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

The undersigned agrees that such attorney-in-fact may rely entirely on information furnished orally or in writing by the undersigned to the attorneyin-fact. The undersigned also agrees to indemnify and hold harmless such attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omissions of necessary facts in the information provided by the undersigned to such attorney-in fact for purposes of executing, acknowledging, delivering or filing any such Forms 3, 4 and 5, Form 144 or Schedule 13D or Schedule 13G (including amendments thereto) and agrees to reimburse the attorney-in-fact on demand for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Signature: <u>/s/ Kousuke Nakata</u>

Printed Name: Kousuke Nakata

Date: January 14, 2014