

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **April 8, 2014**

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**MEDICINOVA, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-33185**  
(Commission File Number)

**33-0927979**  
(IRS Employer  
Identification No.)

**4275 Executive Square, Suite 650**  
**La Jolla, CA 92037**  
(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)

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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:

- 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 April 8, 2014, the Board of Directors of MediciNova, Inc. (the “Company”) appointed Ms. Esther van den Boom, owner of the accounting services firm of van den Boom & Associates, LLC (“van den Boom & Associates”), to serve as Chief Financial Officer of the Company. In connection with Ms. van den Boom’s appointment as Chief Financial Officer, the Company entered into an engagement agreement with van den Boom & Associates, effective April 8, 2014, for the provision of Ms. van den Boom’s services (the “Engagement Agreement”). The Company will pay van den Boom & Associates at the rate of \$225 per hour for Ms. van den Boom’s services under the Engagement Agreement. The Engagement Agreement requires that the Company indemnify van den Boom & Associates in connection with the performance of its services. The Engagement Agreement has an initial term expiring on March 31, 2015, subject to termination according with its terms.

The foregoing description of the Engagement Agreement does not purport to be complete and is qualified in its entirety by reference to the Engagement Agreement, a copy of which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

As disclosed in Item 1.01 above, on April 8, 2014, the Board of Directors of the Company appointed Ms. van den Boom as Chief Financial Officer of the Company. She will also serve as the Company’s principal financial officer and principal accounting officer. Yuichi Iwaki, M.D., Ph.D., President and Chief Executive of the Company, resigned as the Company’s Acting Chief Financial Officer and ceased serving as its principal financial officer and principal accounting officer effective as of Ms. van den Boom’s appointment. Reference is made to the disclosure in Item 1.01 above for the terms of the Engagement Agreement pursuant to which Ms. van den Boom’s services are provided.

Ms. van den Boom, age 34, has been the owner of van den Boom & Associates (formerly Mead van den Boom & Associates), an accounting services firm that provides accounting and finance services to public and private companies, since April 2013. She has experience working with public companies both in the biotechnology and technology industries and assisting such companies with complex accounting and auditing matters. Prior to starting van den Boom & Associates, Ms. van den Boom spent nine years with Ernst & Young LLP as a Senior Manager in their audit practice where she assisted public and private biotechnology companies. Ms. van den Boom received a B.A. in Economics from University of California, San Diego and a M.S. in Accountancy from San Diego State University and is a licensed CPA.

On April 8, 2014, the Board of Directors of the Company appointed Mr. Yoshio Ishizaka as a Class III director to fill the vacancy in that director seat. Mr. Ishizaka has not been appointed as a member of any committees of the Board of Directors at this time.

In connection with his appointment as a member of the Board of Directors, Mr. Ishizaka received a fully vested and immediately exercisable non-statutory stock option grant to purchase 15,000 shares of the Company's common stock with an exercise price equal to the fair market value of the common stock as of April 8, 2014. Mr. Ishizaka will also receive annual cash compensation as a non-employee member of the Board of Directors, and has elected to receive a reduced amount of \$10,000 (instead of the \$40,000 standard annual compensation amount), payable in equal quarterly installments in arrears.

There have been no transactions in the past two years to which the Company or any of its subsidiaries was or is to be a party, in which either Ms. van den Boom or Mr. Ishizaka had, or will have, a direct or indirect material interest.

Additional information about Ms. van den Boom and Mr. Ishizaka can be found in the press releases issued by the Company on April 8, 2014, copies of which are attached hereto as Exhibits 99.1 and 99.2 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	Engagement Agreement, effective April 8, 2014, by and between MediciNova, Inc. and van den Boom & Associates, LLC.
99.1	Press release issued by MediciNova, Inc. on April 8, 2014 regarding director appointment.
99.2	Press release issued by MediciNova, Inc. on April 8, 2014 regarding Chief Financial Officer appointment.

**SIGNATURES**

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.**

Dated: April 9, 2014

By: /s/ Yuichi Iwaki  
Yuichi Iwaki, M.D., Ph.D.  
President and Chief Executive Officer

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**EXHIBIT INDEX**

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## ENGAGEMENT AGREEMENT

April 1, 2014

Dr. Yuichi Iwaki  
 Chief Executive Officer  
 MediciNova, Inc.  
 4275 Executive Square, Suite 650  
 San Diego, CA 92037

Dear Dr. Iwaki,

This agreement (together with all attachments hereto, the "Agreement") is made effective April 8, 2014 and confirms the engagement of van den Boom & Associates, LLC ("we" or "van den Boom") to assist MediciNova, Inc. ("MediciNova", "the Company" or "management") with general accounting services.

### **Services:**

The objective of van den Boom's services is to assist MediciNova's management with general accounting services. Services to be provided include but are not limited to:

- Provide an Chief Financial Officer level resource to assist with Finance Department oversight including, but not limited to, reviewing accounting records, coordinating and assisting auditors, budgeting, treasury, Sarbanes Oxley oversight and drafting and reviewing financial statements
- Provide an Accounting Manager/Controller level resource to assist with day-to-day accounting functions including, but not limited to, preparing and reviewing accounting records, drafting financial statements, coordinating and assisting auditors

### **Project team:**

The bios of the associates we are proposing to assist MediciNova are included in Attachment A. Although we do not anticipate changes to this team, we do reserve the right to replace a consultant with an equally qualified consultant, if necessary. We do not anticipate that each of these consultants will be assigned to this project on a full time basis.

### **Fees and Billing:**

Van den Boom will bill MediciNova based on work performed at the following rates:

Accounting Manager Resource	\$135/hr
Controller Resource	\$150/hr
CFO Resource	\$225/hr

van den Boom & Associates, LLC  
 3525 Del Mar Heights Rd. #316  
 San Diego, CA 92130

esther@vandenboomassociates.com  
 (619) 665.2478 phone

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In the event of an audit, investigation, or other proceeding, relating to MediciNova's business records by a third party, van den Boom will use commercially reasonable efforts to assist MediciNova, at its then prevailing hourly rates.

**No Solicitation for Employment:**

MediciNova recognizes that during the course of business, MediciNova will come in contact with van den Boom employees and contractors ("staff"). MediciNova further recognizes and agrees that van den Boom has made a considerable investment in its staff. Therefore, during the term of this agreement and for a period of six months thereafter, MediciNova shall not solicit the employment, employ, engage as a consultant, or engage in any other capacity, the services of any person who is then or was within the immediate preceding six months a staff of van den Boom. In addition to other remedies available in law or in equity, MediciNova agrees that for each individual employed or engaged by MediciNova in violation of this Agreement, MediciNova shall pay to van den Boom liquidated damages of an amount equal to 50% of the Van den Boom staffs' annual salary or compensation.

**Permission to Use Logo or Registered Mark:**

MediciNova by and through its undersigned authorized representative, hereby gives permission for van den Boom to publish and/or use its company logo or registered mark and/or company name for reasonable purposes connected with the business of van den Boom on behalf of the Company. It is also understood that van den Boom may use said logo or mark and/or name as a reference for advertising relating to van den Boom's services and portfolio of clients. The Company hereby releases van den Boom from all liability relating to the publication or use of the logo/mark and/or the company's name.

**Confidentiality:**

Van den Boom agrees to maintain in confidence and not disclose or use any proprietary information or know-how belonging to MediciNova.

**Termination:**

The term of this agreement is intended to be through March 31, 2015 at which time a new engagement agreement must be executed. Either party may terminate the services arrangement between van den Boom and MediciNova (i) upon 30 days advance written notice to the other party or (ii) immediately upon a material breach of this Agreement by the other party and a failure by the other party to cure such breach within 10 days of written notice thereof by the non-breaching party to the breaching party. Upon any termination of the services or this Agreement, the Company shall pay van den Boom for all work-in-progress, services already performed and expenses incurred by us up to and including the effective date of such termination.

To the extent that van den Boom agrees to perform services for a subsequent fiscal year, the terms and conditions set forth in this Agreement shall apply to the performance of such services, except as specifically modified, amended or supplemented in writing by the parties. Changes in the scope of the services and estimated fees for such services in subsequent fiscal years will be communicated in supplemental agreements.

van den Boom & Associates, LLC  
3525 Del Mar Heights Rd. #316  
San Diego, CA 92130

esther@vandenboomassociates.com  
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**Indemnification:**

MediciNova shall indemnify and hold harmless van den Boom and its officers, directors, shareholders, partners, members, managers, agents, employees and affiliates from any and all claims, costs, expenses or liabilities, including, but not limited to, attorneys' fees, arising from or in any manner connected with any and all acts performed by van den Boom on behalf of MediciNova pursuant to the terms of this engagement agreement and for any acts or decisions made in good faith while performing services for MediciNova pursuant to this engagement agreement; provided, however, that van den Boom shall not be entitled to indemnity for any claims related to gross negligence or misconduct on the part of van den Boom and its officers, directors, shareholders, partners, members, managers, agents, employees and affiliates.

Van den Boom appreciates the opportunity to be of assistance to the Company. If this Agreement accurately reflects the terms on which the Company has agreed to engage van den Boom, please sign below on behalf of the Company and return it to Esther van den Boom, 3525 Del Mar Heights Rd. #316, San Diego, CA 92130.

Very truly yours,

/s/ Esther van den Boom

\_\_\_\_\_  
Esther van den Boom  
Owner, van den Boom & Associates LLC

Agreed to and accepted on behalf of:  
MediciNova, Inc.

By: /s/ Yuichi Iwaki  
\_\_\_\_\_  
Dr. Yuichi Iwaki  
Chief Executive Officer

**van den Boom & Associates, LLC**  
**3525 Del Mar Heights Rd. #316**  
**San Diego, CA 92130**

**esther@vandenboomassociates.com**  
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## ATTACHMENT A

### **Esther van den Boom, CPA - CFO**

Esther van den Boom brings over thirteen years of accounting and auditing experience to van den Boom & Associates, including most recently having worked with Ernst & Young LLP as a Senior Manager in their San Diego office's audit practice. Esther has extensive experience working with public companies both in the biotechnology and technology industries assisting them with complex accounting and auditing matters such as revenue recognition, product launches, debt and equity transactions, complex valuations and implementation of SOX 404. During her tenure with Ernst & Young LLP, Esther gained significant experience with SEC filings and registration statements including initial public offerings, secondary offering, and debt offerings. In addition to extensive public company experience, Esther has worked closely with many early stage, venture backed companies, including working with several through their successful transition to a public company. Prior to joining Ernst & Young's audit practice, Esther worked with Ernst & Young's internal audit practice where she assisted clients with their SOX 404 implementations, including process documentation, identifying and designing key controls, and test and remediation. Before working in public accounting, Esther worked as Manager of Accounting with ULR. Esther received a B.A. in Economics from University of California, San Diego and a M.S. in Accountancy from San Diego State University and is a licensed CPA.

### **John O'Neil, CPA - Controller**

John O'Neil is a licensed CPA in the state of California with six years of accounting and auditing experience. Most recently, John worked with Ernst & Young LLP (E&Y) as a Senior in the San Diego assurance practice where he performed risk assessment, planning, and management of financial statement audits. His clients ranged in size from closely held, venture capital backed start-up companies to billion dollar SEC registrants. John served a variety of industries with clients in the technology, biotechnology, real estate and software industries. He has experience with the IPO process through his involvement on two successful IPOs. During his time at E&Y, he evaluated compliance with Sarbanes-Oxley Section 404 including review of process documentation, test of control effectiveness and evaluation of deficiencies. Prior to his employment with E&Y, John worked for a local tax accounting firm in San Diego. He was responsible for the preparation of corporate, partnership and personal income tax returns and the organization of client data for workpaper documentation. John received a Bachelor's degree in Accountancy from the University of San Diego.

### **Amber Wilson, CPA**

Amber recently joined van den Boom after beginning her career with Ernst & Young LLP in the San Diego office's audit practice where she was responsible for performing risk assessments, audit planning, and performing financial statement audits as well as all aspects of audits of internal controls over financial reporting including review of process documentation, evaluating the design and operating effectiveness of internal controls over financial reporting, and assessing control deficiencies. Amber served a variety of companies including those in the medical device, defense, and technology industries. Her clients ranged in size from small private companies to billion dollar SEC registrants. Amber received a Bachelor's degree in Business Economics and a minor in Accounting from the University of California, Los Angeles and is a licensed CPA.

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## MediciNova Appoints Yoshio Ishizaka to its Board of Directors

SAN DIEGO, April 8, 2014 (GLOBE NEWSWIRE) – MediciNova, Inc. a biopharmaceutical company traded on the NASDAQ Global Market (Nasdaq: MNOV) and the JASDAQ Market of the Tokyo Stock Exchange (Code Number: 4875), today announced the appointment of Mr. Yoshio Ishizaka to its Board of Directors.

Mr. Ishizaka complements the MediciNova Board with 50 years of experience in marketing and product development with Toyota Motor Corporation (TMC). His international experience includes assignments in Japan, Europe and the U.S.

Mr. Ishizaka started his career at TMC after graduating with a degree in law from the Hitotsubashi University in Japan. He served as Senior Vice President and Chief Coordinating Officer at Toyota Motor Sales, U.S.A, Inc. (TMS) from 1986 to 1990 and was instrumental in the development of the Lexus Division. He accepted the appointment of General Manager of TMC’s Europe Division in 1990 where he built an integrated, local organization in Europe. In 1992, he was named to TMC’s Board of Directors and returned to TMS U.S.A. to serve as President from 1996 to 1999. He returned to Japan in 1999, whereupon he was promoted to Senior Managing Director in charge of overseas operations. In 2001, he was promoted to Executive VP in overseas operations for TMC, and in 2005, became Senior Advisor to the TMC Board.

“We are extremely pleased and fortunate to add an individual with such strong financial and international experience in a global industry to MediciNova’s Board of Directors,” said Yuichi Iwaki, M.D., Ph.D., MediciNova’s President and Chief Executive Officer. “We believe Mr. Ishizaka will be a great asset to the Company and its stockholders.”

MediciNova, Inc. is a publicly-traded biopharmaceutical company founded upon acquiring and developing novel, small-molecule therapeutics for the treatment of diseases with unmet medical needs with a commercial focus on the U.S. market. MediciNova's current strategy is to focus on MN-166 (ibudilast) for neurological disorders, MN-221 for the treatment of acute exacerbations of asthma, and MN-001 for NASH. MN-166 is being developed in multiple indications, largely through investigator-sponsored trials and outside funding. MediciNova is engaged in strategic partnering and consortium funding discussions to support further development of its programs. For more information on MediciNova, Inc., please visit [www.medicinova.com](http://www.medicinova.com).

*Statements in this press release that are not historical in nature constitute forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, without limitation, statements regarding the Company's ability to execute on its priorities. These forward-looking statements may be preceded by, followed by or otherwise include the words "believes," "expects," "anticipates," "intends," "estimates," "projects," "can," "could," "may," "will," "would," or similar expressions. These forward-looking statements involve a number of risks and uncertainties that may cause actual results or events to differ materially from those expressed or implied by such forward-looking statements. Factors that may cause actual results or events to differ materially from those expressed or implied by these forward-looking statements, include, but are not limited to, risks of obtaining future partner or grant funding for development of MN-166, MN-221 and MN-001 and risks of raising sufficient capital when needed to fund MediciNova's operations and contribution to clinical development, risks and uncertainties inherent in clinical trials, including the potential cost, expected timing and risks associated with clinical trials designed to meet FDA guidance and the viability of further development considering these factors, product development and commercialization risks, the uncertainty of whether the results of clinical trials will be predictive of results in later stages of product development, the risk of delays or failure to obtain or maintain regulatory approval, risks associated with the reliance on third parties to sponsor and fund clinical trials, risks regarding intellectual property rights in product candidates and the ability to defend and enforce such intellectual property rights, the risk of failure of the third parties upon whom MediciNova relies to conduct its clinical trials and manufacture its product candidates to perform as expected, the risk of increased cost and delays due to delays in the commencement, enrollment, completion or analysis of clinical trials or significant issues regarding the adequacy of clinical trial designs or the execution of clinical trials, and the timing of expected filings with the regulatory authorities, MediciNova's collaborations with third parties, the availability*

*of funds to complete product development plans and MediciNova's ability to obtain third party funding for programs and raise sufficient capital when needed, and the other risks and uncertainties described in MediciNova's filings with the Securities and Exchange Commission, including its annual report on Form 10-K for the year ended December 31, 2013 and its subsequent periodic reports on Forms 10-Q and 8-K. Undue reliance should not be placed on these forward-looking statements, which speak only as of the date hereof. MediciNova disclaims any intent or obligation to revise or update these forward-looking statements.*

CONTACT:      INVESTOR CONTACT:  
Geoff O'Brien  
Vice President  
MediciNova, Inc.  
info@medicinova.com



# MediciNova Announces Management Appointment

## Appointment of Chief Financial Officer

SAN DIEGO, April 8, 2014 (GlobeNewsWire) — MediciNova, Inc., a biopharmaceutical company that is publicly traded on the NASDAQ Global Market (Nasdaq: MNOV) and the JASDAQ Market of the Tokyo Stock Exchange (Code Number: 4875), today announced the appointment of Esther van den Boom as Chief Financial Officer.

Ms. van den Boom is owner of van den Boom & Associates, LLC (formerly Mead van den Boom & Associates), an accounting services firm that provides accounting and finance services to public and private companies. She has experience working with public companies both in the biotechnology and technology industries and assisting such companies with complex accounting and auditing matters. Prior to starting van den Boom & Associates, Ms. van den Boom spent nine years with Ernst & Young LLP as a Senior Manager in their audit practice where she assisted public and private biotechnology companies. Ms. van den Boom received a B.A. in Economics from University of California, San Diego and a M.S. in Accountancy from San Diego State University and is a licensed CPA.

“I am very pleased MediciNova has been able to add Ms. van den Boom to our senior management team. She completes our senior management team and positions us very well to take advantage of our valuable product development opportunities,” commented Yuichi Iwaki M.D., Ph.D, MediciNova’s President and Chief Executive Officer. Dr. Iwaki added “Ms. van den Boom’s extensive financial experience will be of great value to us as we further our development collaborations domestically and globally.”

### About MediciNova

MediciNova, Inc. is a publicly-traded biopharmaceutical company founded upon acquiring and developing novel, small-molecule therapeutics for the treatment of diseases with unmet medical needs with a commercial focus on the U.S. market. MediciNova’s current strategy is to focus on MN-166 (ibudilast) for neurological disorders, MN-221 for the treatment of acute exacerbations of asthma, and MN-001 for NASH. MN-166 is being developed in multiple indications, largely through investigator-sponsored trials and outside funding. MediciNova is engaged in strategic partnering and consortium funding discussions to support further development of its programs. For more information on MediciNova, Inc., please visit [www.medicinova.com](http://www.medicinova.com).

Statements in this press release that are not historical in nature constitute forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, without limitation, statements regarding our clinical development strategies and the implication that the Company will have the ability to execute on its priorities. These forward-looking statements may be preceded by, followed by or otherwise include the words “believes,” “expects,” “anticipates,” “intends,” “estimates,” “projects,” “can,” “could,” “may,” “will,” “would,” or similar expressions. These forward-looking statements involve a number of risks and uncertainties that may cause actual results or events to differ materially from those expressed or implied by such forward-looking statements. Factors that may cause actual results or events to differ materially from those expressed or implied by these forward-looking statements, include, but are not limited to, risks of obtaining future partner or grant funding for development of MN-166, MN-221, and MN-001 and risks of raising sufficient capital when needed to fund MediciNova’s operations and contribution to clinical development, risks and uncertainties inherent in clinical trials, including the potential cost, expected timing and risks associated with clinical trials designed to meet FDA guidance and the viability of further development considering these factors, product development and commercialization risks, the uncertainty of whether the results of clinical trials will be predictive of results in later stages of product development, the risk of delays or failure to obtain or maintain regulatory approval, risks associated with the reliance on third parties to sponsor and fund clinical trials, risks regarding intellectual property rights in product candidates and the ability to defend and enforce such intellectual property rights, the risk of failure of the third parties upon whom MediciNova relies to conduct its clinical trials and manufacture its product candidates to perform as expected, the risk of increased cost and delays due to delays in the commencement, enrollment, completion or analysis of clinical trials or significant issues regarding the adequacy of clinical trial designs or the execution of clinical trials, and the timing of expected filings with the regulatory authorities, MediciNova’s collaborations with third parties, the availability of funds to complete product development plans and MediciNova’s ability to obtain third party funding for programs and raise sufficient capital when needed, and the other risks and uncertainties described in MediciNova’s filings with the Securities and Exchange Commission, including its annual report on Form 10-K for the year ended December 31, 2013 and its subsequent periodic reports on Forms 10-Q and 8-K. Undue reliance should not be placed on these forward-looking statements, which speak only as of the date hereof. MediciNova disclaims any intent or obligation to revise or update these forward-looking statements.

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Vice President  
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info@medicinova.com

