

MEDICINOVA INC  
Form 4/A  
January 19, 2016

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Okajima Masatsune

(Last) (First) (Middle)

C/O MEDICINOVA, INC., 4275  
EXECUTIVE SQUARE, SUITE 650

(Street)

LA JOLLA, CA 92037

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MEDICINOVA INC [MNOV]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/07/2016

4. If Amendment, Date Original Filed(Month/Day/Year)  
01/11/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
VP and Head of Japanese Office

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

**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 control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 3.09	01/07/2016	A	105,000	01/07/2016	01/06/2025	Common Stock	105,000
Employee Stock Option (Right to Buy)	\$ 3.91 <sup>(2)</sup>	01/07/2016	A	30,000	<sup>(3)</sup>	01/06/2026	Common Stock	30,000

## Reporting Owners

shares.

Every vote is important and helps bring the Fund a step closer to holding the meeting. If not enough votes are received, the shareholder meeting may have to be adjourned. Would you like to vote along with the Board's recommendations?

Reporting Owner Name / Address

I don't know how to vote.

Management is recommending shareholders vote < *Vote Recommended* >. I'd be happy to go over the proposals and answer any questions you may have.

I understand. Are you authorizing your < *husband / wife / spouse* > to vote on your behalf?

My spouse (If yes): Are they available to speak with me?

**takes care of this.** *(If spouse is unavailable):* Your vote is very important to the fund, as your wife/husband is unavailable, I would be more than happy to assist you with voting by reviewing the proposal(s). This would only take a brief moment of your time.

*(If spouse is not authorized):* Your vote is very important to the fund. As I am only able to take a vote from an authorized party, I would be more than happy to assist you with voting by reviewing the proposal(s). This would only take a brief moment of your time.

**My broker takes care of this.**

I understand that your Broker may help you choose your investments, however certain proposal(s) for this proxy require a direct vote from the shareholder and cannot be voted by your Broker. I can go over the proposal(s) quickly for you now if you wish.

**I don't have time right now.**

I understand, however your vote is very important and voting now will only take a brief moment of your time.

Management would like to hear from all shareholders on this matter and they have asked us to call to offer you the convenience of voting over the phone. Would you like to vote along with the Board's recommendations?

**I'll vote later / I'll vote via mail, online, etc.**

I understand. The Fund has asked us to call to offer you the convenience of voting over the phone which makes the voting process much easier and faster. I would be happy to record your vote for you now and send you a printed confirmation that your vote has been recorded. Would you like to vote along with the Board's recommendations?

**I sold my shares /**

I understand. However you were a shareholder as of the record date and therefore you are the only person who can vote those shares. As a courtesy to the remaining shareholders, would you like to vote along with the Board's recommendations?

**I no longer own those shares.**

**I've never received a call like this before.**

This has become a standard in the industry and < *if applicable* > the proxy statement mentions that if your vote is not received you may receive a call offering you the convenience of voting by telephone. The Board is recommending shareholders vote < *Vote Recommended* >. Would you like to vote along with the Board's recommendations?

**Is there strong opposition to the Board's recommendation?**

I do not have that information. We are just calling because not enough votes have been received to hold the meeting so we are calling to offer the convenience of voting over the phone. Would you like to vote along with the Board's recommendations?

**How many votes do you still need?**

I do not have that information. What I do know is that every vote is important at this point and that is why we are calling you and other shareholders to ask if you would like to vote along with the recommendations of your Board?

**I don't accept these types of calls / Do Not Call Me /**

I understand how you feel about unwanted calls and will add you to our internal Do Not Call list. However, I did want to let you know that this call is regarding your current investment in < *Fund Family* > and we are simply calling to advise you of the shareholder meeting and are asking if you would like to register your vote.

**Add Me to Your DNC List.**

**NO votes recorded in Proxy:**

Thank you for voting. Our records indicate that your vote has not yet been updated in our system. I can record your vote for you now and send you a printed confirmation that your vote has been recorded. How would you like me to record your vote?

**SOME BUT NOT ALL investments are voted:**

**I already voted.**

- Ask for the vote on the investments that are NOT voted using the call flow.
- Disposition the investments that are not voted as appropriate to the call.
- Do NOT disposition the investments that are already voted.