AVIGEN INC \DE Form 425 February 09, 2009

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): February 9, 2009

MEDICINOVA, INC.

 $(Exact\ name\ of\ Registrant\ as\ Specified\ in\ Its\ Charter)$

DELAWARE (State or Other Jurisdiction

001-33185 (Commission 33-0927979 (IRS Employer

of Incorporation)

File Number)

Identification No.)

4350 LA JOLLA VILLAGE DRIVE, SUITE 950

SAN DIEGO, CA

92122

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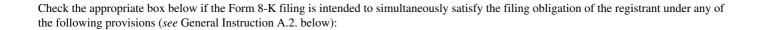
(Address of Principal Executive Offices)

(Zip Code)

Registrant s telephone number, including area code: (858) 373-1500

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)



- b 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 8.01. Other Events

On February 9, 2009, MediciNova, Inc. (MediciNova) issued a press release (the Press Release) containing a letter from Yuichi Iwaki, M.D., Ph.D., President, Chief Executive Officer and Director of MedicNova, to Zola Horovitz, Ph.D., Chairman of the Board of Directors of Avigen, Inc., whereby Dr. Iwaki reaffirmed MediciNova s proposal to consummate a merger proposal with Avigen, Inc. Attached as Exhibit 99.1 hereto is a copy of the Press Release.

The information in this Current Report on Form 8-K, including Exhibit 99.1 furnished herewith, is being furnished and shall not be deemed filed for any purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of such Section. The information in this current report on Form 8-K shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits

- (d) Exhibits.
- 99.1 Press Release dated February 9, 2009.

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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: February 9, 2009

By: /s/ Shintaro Asako

Name: Shintaro Asako

Title: Chief Financial Officer

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