

Okajima Masatsune
Form 4
March 04, 2019

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 300

(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)
02/28/2019

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/28/2019		M		35,700	A	\$ 7.34
Common Stock	02/28/2019		M		85,000	A	\$ 2.54
Common Stock	02/28/2019		M		63,750	A	\$ 2.46
Common Stock	02/28/2019		M		80,000	A	\$ 4.1
Common Stock	02/28/2019		M		42,500	A	\$ 4.1

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Common Stock	02/28/2019	M	105,000	A	\$ 2.64	565,530	D
Common Stock	02/28/2019	M	15,000	A	\$ 3.24	580,530	D
Common Stock	02/28/2019	M	105,000	A	\$ 3.09	685,530	D
Common Stock	02/28/2019	M	30,000	A	\$ 3.91	715,530	D
Common Stock	02/28/2019	M	120,000	A	\$ 3.91	835,530	D
Common Stock	02/28/2019	M	100,000	A	\$ 6.1	935,530	D
Common Stock	02/28/2019	M	105,000	A	\$ 7	1,040,530	D

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

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(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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 7.34	02/28/2019		M	35,700	<u>(1)</u>	01/28/2020	Common Stock	37,500
Employee Stock Option (Right to Buy)	\$ 2.54	02/28/2019		M	85,000	<u>(2)</u>	07/12/2021	Common Stock	85,000
Employee Stock Option	\$ 2.46	02/28/2019		M	63,750	<u>(3)</u>	08/02/2021	Common Stock	63,750

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(Right to Buy)									
Employee Stock Option (Right to Buy)	\$ 4.1	02/28/2019	M	80,000	<u>(4)</u>	05/12/2023	Common Stock	80,000	
Employee Stock Option (Right to Buy)	\$ 4.1	02/28/2019	M	42,500	<u>(5)</u>	05/12/2023	Common Stock	42,500	
Employee Stock Option (Right to Buy)	\$ 2.64	02/28/2019	M	105,000	<u>(6)</u>	12/11/2023	Common Stock	105,000	
Employee Stock Option (Right to Buy)	\$ 3.24	02/28/2019	M	15,000	<u>(7)</u>	12/03/2024	Common Stock	15,000	
Employee Stock Option (Right to Buy)	\$ 3.09	02/28/2019	M	105,000	<u>(8)</u>	01/06/2025	Common Stock	105,000	
Employee Stock Option (Right to Buy)	\$ 3.91	02/28/2019	M	30,000	<u>(9)</u>	01/06/2026	Common Stock	30,000	
Employee Stock Option (Right to Buy)	\$ 3.91	02/28/2019	M	120,000	<u>(10)</u>	01/06/2026	Common Stock	120,000	
Employee Stock Option (Right to Buy)	\$ 6.1	02/28/2019	M	100,000	<u>(11)</u>	01/17/2027	Common Stock	100,000	
Employee Stock Option (Right to Buy)	\$ 7	02/28/2019	M	105,000	<u>(12)</u>	01/05/2028	Common Stock	105,000	

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Okajima Masatsune C/O MEDICINOVA, INC. 4275 EXECUTIVE SQUARE, SUITE 300 LA JOLLA, CA 92037			VP and Head of Japanese Office	

Signatures

/s/ Masatsune
Okajima

03/04/2019

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).
- (1) The option vested over a period of 4 years in equal monthly installments from the 1/28/2010 date of grant and is now fully vested.
 - (2) The option vested over a period of 4 years in equal monthly installments from the 7/13/2011 date of grant and is now fully vested.
 - (3) The option was granted on 8/3/2011, was subject to vesting based on achievement of performance criteria and vested in full on 6/14/2012.
 - (4) The option was granted on 5/13/2013, was subject to vesting based on achievement of performance criteria and vested in full on 12/2/2013.
 - (5) The option vested over a period of 4 years in equal monthly installments from the 5/13/2013 date of grant and is now fully vested.
 - (6) The option was granted on 12/12/2013, was subject to vesting based on achievement of performance criteria and vested in full on 12/4/2014.
 - (7) The option vested over a period of 3 years in equal monthly installments from the 12/4/2014 date of grant and is now fully vested.
 - (8) The option was granted on 1/7/2015, was subject to vesting based on achievement of performance criteria and vested in full on 1/7/2016.
 - (9) The option vested over a period of 3 years in equal monthly installments from the 1/7/2016 date of grant and is now fully vested.
 - (10) The option was granted on 1/7/2016, was subject to vesting based on achievement of performance criteria and vested in full on 1/18/2017.
 - (11) The option was granted on 1/18/2017, was subject to vesting based on achievement of performance criteria and vested in full on 1/6/2018.
 - (12) The option was granted on 1/6/2018, was subject to vesting based on achievement of performance criteria and vested in full on 1/15/2019.

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