

Grand Canyon Education, Inc.
Form 8-A12B
November 14, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 8-A
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934
Grand Canyon Education, Inc.
(Exact name of registrant as specified in its charter)**

Delaware
(State of incorporation or organization)

20-3356009
(I.R.S. Employer Identification No.)

3300 West Camelback Road
Phoenix, Arizona
(Address of principal executive offices)

85017
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered**

Common stock, par value \$0.01 per share

**Name of each exchange on which
each class is to be registered**

The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-150876.

Securities to be registered pursuant to Section 12(g) of the Act: None.

Item 1. Description of Registrant's Securities to be Registered

Grand Canyon Education, Inc. (the Registrant) registers hereunder its common stock, \$0.01 par value per share (the Common Stock). A description of the Registrant's Common Stock and a description of the anti-takeover effects of the Registrant's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws are incorporated herein by reference to the section captioned "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1 (File No. 333-150876 as originally filed with the Securities and Exchange Commission (the Commission) on May 13, 2008, as amended (the Registration Statement), and in the prospectus included in the Registration Statement to be filed separately by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which prospectus shall be deemed to be incorporated by reference herein.

Item 2. Exhibits

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC, and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: November 14, 2008

Grand Canyon Education, Inc.

By: /s/ Daniel E. Bachus

Daniel E. Bachus
Chief Financial Officer
3

IZE="2">Daniel Vapnek

Hideki Nagao

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Under Section 16(a) of the Securities Exchange Act of 1934, our directors, executive officers and beneficial holders of more than 10% of our Common Stock are required to report their initial ownership of our Common Stock and any subsequent change in that ownership to the SEC. Specific due dates for these reports have been established, and we are required to identify those persons who failed to timely file these reports. To our knowledge, based solely on a review of such reports furnished to us and written representations that no other reports were required during the fiscal year ended December 31, 2005, all Section 16(a) filing requirements applicable to our officers, directors and 10% stockholders were satisfied, except for the following: Dr. Gammans filed one late Form 4 reporting three transactions relating to stock option grants, Dr. Suzuki filed one late Form 4 reporting three transactions relating to stock option grants, Dr. Locke filed one late Form 4 reporting three transactions relating to stock option grants, and Mr. Asako filed one late Form 4 reporting three transactions relating to stock option grants.

CODE OF ETHICS

We have adopted a Code of Ethics for our Chief Executive Officer, President, Chief Financial Officer and key management employees (including other senior financial officers) who have been identified by the Board of Directors. We have also adopted a Code of Business Conduct that applies to all of our employees, consultants, representatives, officers and directors. A copy of the Code of Ethics is included as Exhibit 14.1 to our Annual Report on Form 10-K for the year ended December 31, 2005. Each of the Code of Ethics and Code of Business Conduct may be found on our website at www.medicinova.com. We will post (i) any waiver, if and when granted, to any provision of the Code of Ethics or Code of Business Conduct (for executive officers or directors) and (ii) any amendment to the Code of Ethics or Code of Business Conduct on our website.

PERFORMANCE GRAPH

The following graph illustrates a comparison of the total cumulative stockholder return on our Common Stock since February 8, 2005, which is the date our common stock first began trading on the Hercules market of the Osaka Securities Exchange to the Hercules Index. The graph assumes an initial investment of \$100 on February 8, 2005. The comparisons in the graph are required by the Securities and Exchange Commission and are not intended to forecast or be indicative of possible future performance of our Common Stock.

	<u>2/8/05</u>	<u>6/30/05</u>	<u>12/30/05</u>
MediciNova, Inc.	\$ 100	\$ 59	\$ 32
Hercules Index	\$ 100	\$ 124	\$ 153

STOCKHOLDER PROPOSALS FOR THE 2007 ANNUAL MEETING

Any stockholder of the Company may propose business to be brought before the Company's 2007 Annual Meeting of stockholders. A stockholder proposal not included in the Company's proxy statement for the 2006 Annual Meeting of Stockholders will be ineligible for presentation at the meeting unless the stockholder gives timely notice in writing of the stockholder's intent to propose such business and otherwise complies with the provisions of the Company's bylaws. To be timely, the bylaws provide that the Company must have received the stockholder's notice by that date in 2007 which is not earlier than 90 days nor more than 120 days in advance of the date this Proxy Statement was released to stockholders in connection with the Annual Meeting. However, if the date of the 2007 annual meeting of stockholders is changed by more than 30 days from the date contemplated at the time of this Proxy Statement, the Company's Secretary must receive the stockholder's notice not later than the close of business on the later of (i) the 90th day prior to such annual meeting and (ii) the 7th day following the day on which public announcement of the date of such meeting is first made.

PAYMENT OF COSTS

The expense of printing and mailing proxy materials and the solicitation of proxies will be borne by the Company. In addition to the solicitation of proxies by mail, solicitation may be made by proxy solicitors, directors, officers and other employees of the Company by personal interview, telephone or facsimile. No additional compensation will be paid to directors, officers or employees of the Company for such solicitation. We have hired Sumitomo Trust & Banking Co. and American Stock Transfer & Trust Company to act as our proxy agents for the Annual Meeting. The Company will reimburse brokerage firms and others for their reasonable expenses in forwarding solicitation materials to beneficial owners of the Company's Common Stock.

HOUSEHOLDING OF PROXY MATERIALS

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for proxy statements and annual reports with respect to two or more stockholders sharing the same address by delivering a single proxy statement addressed to those stockholders. This process, which is commonly referred to as "householding," potentially means extra convenience for stockholders and cost savings for companies.

This year, a number of brokers with account holders who are our stockholders will be "householding" our proxy materials. A single Proxy Statement will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that they will be "householding" communications to your address, "householding" will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in "householding" and would prefer to receive a separate Proxy Statement and annual report, please notify your broker, and direct a written request to the Company at 4350 La Jolla Village Drive, Suite 950, San Diego, California 92122, or contact the Company via telephone number (858) 373-1500. The Company will provide a separate copy of this Proxy Statement and the annual report to any stockholder at a shared address to which a single copy of the documents was delivered. Stockholders who currently receive multiple copies of the proxy statement and/or annual report at their address and would like to request "householding" of their communications should contact their broker.

Whether or not you intend to be present at the Annual Meeting, we urge you to return your signed proxy promptly.

By order of the Board

Yuichi Iwaki, M.D., Ph.D.

April 14, 2006

Chairman and CEO

The Company's 2005 Annual Report on Form 10-K is available without charge upon request. Any such request should be addressed to the Company at 4350 La Jolla Village Drive, Suite 950, San Diego, California 92122. The request must include a representation by the stockholder that as of March 6, 2006, the stockholder was entitled to vote at the Annual Meeting.

P R O X Y

MEDICINOVA, INC.

Annual Meeting of Stockholders, Thursday, May 4, 2006

This Proxy is Solicited on Behalf of the Board of Directors of

MEDICINOVA, INC.

The undersigned revokes all previous proxies, acknowledges receipt of the Notice of Annual Meeting of Stockholders to be held on Thursday, May 4, 2006 and the Proxy Statement and appoints Yuichi Iwaki the Proxy of the undersigned, with full power of substitution, to vote all shares of Common Stock of MEDICINOVA, INC. (the Company) which the undersigned is entitled to vote, either on his or her own behalf or on behalf of any entity or entities, at the 2006 Annual Meeting of Stockholders of the Company to be held at The Northern Trust Tower, 4370 La Jolla Village Drive, Suite 210, San Diego, California 92122 on Thursday, May 4, 2006, at 2:00 p.m. Pacific Daylight Time (the Annual Meeting), and at any adjournment or postponement thereof, with the same force and effect as the undersigned might or could do if personally present thereat. The shares represented by this Proxy shall be voted in the manner set forth on this proxy card. If no direction is provided, this Proxy will be voted as recommended by the Board of Directors. The Proxy is also authorized to vote upon all other matters as may properly come before the Annual Meeting, or any adjournment thereof, utilizing his own discretion as set forth in the Notice of Annual Meeting and Proxy Statement. We cannot assure that your shares will be voted unless you sign, date and return this Proxy so that it is received by 5:00 p.m., Japan Standard Time, on April 28, 2006.

CONTINUED AND TO BE SIGNED ON REVERSE SIDE

SEE REVERSE

SIDE

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The Board of Directors recommends a vote IN FAVOR OF the director nominees listed below and a vote IN FAVOR OF each of the listed proposals. This Proxy, when properly executed, will be voted as specified below. If no specification is made, this Proxy will be voted IN FAVOR OF the election of the directors listed below and IN FAVOR OF proposal Two.

1. To elect two directors to serve until the next Annual Meeting of Stockholders or until their successors are duly elected and qualified or until their earlier resignation or removal.

Nominees:	01 Yuichi Iwaki	FOR the nominees	WITHHOLD AUTHORITY to vote	EXCEPTIONS
	02 Daniel Vapnek
		for the nominees		

INSTRUCTION: To withhold authority to vote for any individual nominee, write that nominee s name in the space above.

2. To ratify the appointment of Ernst & Young LLP as independent registered public accounting firm of the Company for the fiscal year ending December 31, 2006.

.. FOR .. AGAINST .. ABSTAIN

3. In accordance with the discretion of the proxy holders, the proxy holders are authorized to vote upon all matters incident to the conduct of the meeting and upon other matters as may properly come before the meeting.

Please sign your name.

(Authorized Signature(s))

(Please Print Name of Stockholder(s))

Date: _____

Please Detach Here

You Must Detach This Portion of the Proxy Card

Ú Before Returning it in the Enclosed Envelope Ú