

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Urso David M</u>			2. Issuer Name and Ticker or Trading Symbol <u>MEI Pharma, Inc. [MEIP]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operating Officer & GC</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/05/2022</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O MEI PHARMA, INC. 11455 EL CAMINO REAL, SUITE 250			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) SAN DIEGO CA 92130								
(City) (State) (Zip)								

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			

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$0.54	07/05/2022		A		1,050,000		(1)	07/05/2032	Common Stock	1,050,000	\$0.00	1,050,000	D	
Stock Option (Right to Buy)	\$2.95							(2)	07/01/2031	Common Stock	600,000		600,000	D	
Stock Option (Right to Buy)	\$1.57							(3)	07/28/2025	Common Stock	127,500		127,500	D	
Stock Option (Right to Buy)	\$1.36							(3)	07/29/2026	Common Stock	130,000		130,000	D	
Stock Option (Right to Buy)	\$2.83							(3)	07/06/2027	Common Stock	130,000		130,000	D	
Stock Option (Right to Buy)	\$4.33							(3)	06/22/2028	Common Stock	130,000		130,000	D	
Stock Option (Right to Buy)	\$4.28							(4)	07/12/2028	Common Stock	220,000		220,000	D	
Stock Option (Right to Buy)	\$2.52							(5)	07/01/2029	Common Stock	350,000		350,000	D	
Stock Option (Right to Buy)	\$3.49							(6)	07/02/2030	Common Stock	525,000		525,000	D	

Explanation of Responses:

- One-quarter of such options shall vest on July 5, 2023, and the remaining three-quarters of such options shall vest monthly over a three-year period beginning on July 5, 2023.
- One-quarter of such options vested on July 1, 2022, and the remaining three-quarters of such options shall vest monthly over a three-year period beginning on July 1, 2022.
- All of such options are presently exercisable.
- One-quarter of such options vested on July 12, 2019 and the remaining three-quarters of such options shall vest monthly over a three-year period beginning on July 12, 2019.
- One-quarter of such options vested on July 1, 2020 and the remaining three-quarters of such options shall vest monthly over a three-year period beginning on July 1, 2020.
- One-quarter of such options vested on July 2, 2021 and the remaining three-quarters of such options shall vest monthly over a three-year period beginning on July 2, 2021.

Remarks:

/s/ Brian G. Drazba, as attorney in fact 07/07/2022

** Signature of Reporting Person

Date

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

* 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).**

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.