

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>Anson Funds Management LP</u> <hr/> (Last) (First) (Middle) 16000 DALLAS PARKWAY SUITE 800 <hr/> (Street) DALLAS TX 75248 <hr/> (City) (State) (Zip)	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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/22/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/22/2023		P		48,060	A	\$6.8525	864,188 <sup>(1)(2)</sup>	I	See footnotes <sup>(3)</sup>

**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
Put Option (obligation to buy)	\$7	09/22/2023		S		9,000	09/22/2023	10/20/2023	Common Stock	900,000	\$0.1467	9,000 <sup>(1)(2)</sup>	I	See footnotes <sup>(3)</sup>

1. Name and Address of Reporting Person\*  
Anson Funds Management LP  


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 (Last) (First) (Middle)  
 16000 DALLAS PARKWAY  
 SUITE 800  


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 (Street)  
 DALLAS TX 75248  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Anson Advisors Inc.  


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 (Last) (First) (Middle)  
 155 UNIVERSITY AVENUE  
 SUITE 207  


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 (Street)  
 TORONTO A6 M5H 3B7  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Nathoo Amin  


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 (Last) (First) (Middle)  
 155 UNIVERSITY AVENUE

SUITE 207

(Street)

TORONTO Z4 M5H 3B7

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Kassam Moez](#)

(Last) (First) (Middle)

111 PETER STREET  
SUITE 904

(Street)

TORONTO A6 M5V2H1

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Anson Management GP LLC](#)

(Last) (First) (Middle)

16000 DALLAS PARKWAY  
SUITE 800

(Street)

DALLAS TX 75248

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Winson Bruce Ross](#)

(Last) (First) (Middle)

16000 DALLAS PARKWAY  
SUITE 800

(Street)

DALLAS TX 75248

(City) (State) (Zip)

**Explanation of Responses:**

1. The filing of this Form 4 shall not be construed as an admission that Anson Funds Management LP ("Anson"), Anson Management GP LLC, the general partner of Anson ("Anson GP"), Bruce R. Winson, the manager of Anson GP, Anson Advisors Inc. ("Anson Advisors"), Amin Nathoo, a director of Anson Advisors, or Moez Kassam, a director of Anson Advisors, is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, or otherwise the beneficial owner of any of the securities of MEI Pharma, Inc. (the "Issuer") purchased by Anson Investments Master Fund LP, Anson East Master Fund LP and Anson Opportunities Master Fund LP (collectively, the "Funds"), each advised by Anson and Anson Advisors.
2. Each of the Reporting Persons is a member of a Section 13(d) group that collectively owns more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.
3. Anson and Anson Advisors hold indirectly the securities of the Issuer through the Funds, for which Anson and Anson Advisors are the Investment Advisors. Anson GP and Bruce R. Winson report the securities held indirectly by the Funds because, as the general partner of Anson and the manager of Anson GP, respectively, at the time of purchase, they controlled the disposition and voting of the securities. Mr. Nathoo and Mr. Kassam report the securities held indirectly by the Funds because, as the directors of Anson Advisors, at the time of purchase, they controlled the disposition and voting of the securities.

[/s/ Bruce R. Winson, manager  
of Anson Management GP  
LLC., general partner of Anson  
Funds Management LP](#) [09/25/2023](#)  
[/s/ Bruce R. Winson, manager  
of Anson Management GP LLC](#) [09/25/2023](#)  
[/s/ Bruce R. Winson](#) [09/25/2023](#)  
[/s/ Amin Nathoo, director of  
Anson Advisors Inc.](#) [09/25/2023](#)  
[/s/ Amin Nathoo](#) [09/25/2023](#)  
[/s/ Moez Kassam](#) [09/25/2023](#)

\*\* 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.