
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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): July 12, 2018

MEI Pharma, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of other jurisdiction of
incorporation or organization)

000-50484
(Commission
File Number)

51-0407811
(I.R.S. Employer
Identification No.)

**3611 Valley Centre Drive
Suite 500
San Diego, California**
(Address of principal executive offices)

92130
(Zip Code)

Registrant's telephone number, including area code: (858) 369-7100

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2, below):

- 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 240.13c-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 12, 2018, the Board of Directors of MEI Pharma, Inc. (the “Company”) approved the promotion of David M. Urso, J.D. to Chief Operating Officer, effective immediately.

Mr. Urso has been the Company’s Senior Vice President of Corporate Development and General Counsel since March 2014. In addition to his new position, Mr. Urso will retain his existing responsibilities. The information with respect to Mr. Urso required by Items 401(b), (d), (e) and Item 404(a) of Regulation S-K set forth in the Company’s Definitive Proxy Statement for its Annual Meeting of Stockholders held on November 30, 2017 filed with the Securities and Exchange Commission on October 16, 2017 (the “Proxy Statement”) is hereby incorporated by reference herein.

In connection with the promotion, Mr. Urso’s annual base salary has increased to \$426,000. His annual target bonus will remain 40% of his annual base salary and will apply to the increased base salary for the Company’s fiscal year ending June 30, 2019. The Company and Mr. Urso also entered into an amendment to the terms of his Employment Letter, dated March 6, 2014 (the “Employment Agreement”) pursuant to which the cash compensation payable to Mr. Urso in connection with a termination of his employment by the Company without Cause (as defined in the Employment Agreement) or by Mr. Urso with Good Reason (as defined in the Employment Agreement) increased from nine months of his annual base salary to twelve months of his annual base salary and the portion of his options the vesting of which would be accelerated in connection therewith increased from the number of shares as to which such options would vest during the nine months following termination of employment to the number of shares as to which such options would vest during the twelve months following termination of employment. Mr. Urso also received an award of 220,000 options to purchase shares of the Company’s common stock at an exercise price of \$4.28, of which 90,000 of such options were granted in connection with his promotion and 130,000 of such options were granted as annual compensation. Except as described in this paragraph, the terms of Mr. Urso’s compensation remain unchanged from the terms described in the Proxy Statement, the description of which is hereby incorporated by reference herein.

Item 8.01. Financial Statements and Exhibits.

On July 16, 2018, the Company issued a press release announcing Mr. Urso’s promotion. A copy of the press release is filed as Exhibit 99.1 hereto and is hereby incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 10.1 [Amendment No. 1, dated July 12, 2018, to the Employment Letter dated March 6, 2014, between MEI Pharma, Inc. and David M. Urso.](#)
- 99.1 [Press release dated July 16, 2018 announcing the promotion of David M. Urso.](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MEI Pharma, Inc.

Date: July 16, 2018

By: /s/ Daniel P. Gold

Name: Daniel P. Gold

Title Chief Executive Officer



July 12, 2018

David Urso
3611 Valley Centre Drive
San Diego CA 92130

Dear David,

In connection with your promotion to Chief Operating Officer, this Amendment 1 to your March 6, 2014 Employment Letter (the "Employment Letter") hereby amends certain of the terms of the Employment Letter, effective July 12, 2018, as follows:

1. Your title is Chief Operating Officer & General Counsel.
2. Your annual base salary will increase to \$426,000 to be paid at the rate of \$35,500 per month.
3. Your bonus under MEI's discretionary annual bonus plan will be targeted at 40% of your base salary.
4. The provisions of the Employment Letter entitled "Termination by MEI Other than for Cause" and "Your Termination for Good Reason" are hereby amended to provide that you shall receive a payment in an amount of 12 months of your annual base salary (in effect at the time of termination) and accelerate the vesting of your stock options so that you will be vested in the same number of shares subject to the stock options as if you had continued to be employed by MEI for an additional 12 months.

All other terms of the Employment Letter are unchanged and remain in effect.

Sincerely,

/s/ Daniel P. Gold
Daniel P. Gold, Ph.D.
President & CEO
MEI Pharma, Inc.

3611 Valley Centre Drive, Suite 500, San Diego, CA 92130
Tel: 858 369 7100 Fax: 858 369 7101 Website: www.meipharma.com



MEI Pharma Promotes David M. Urso to Chief Operating Officer

SAN DIEGO, July 16, 2018 – MEI Pharma, Inc. (NASDAQ: MEIP) a pharmaceutical company focused on leveraging its extensive development and oncology expertise to identify and advance new therapies for cancer, today announced that David M. Urso, J.D., the Company’s senior vice president of corporate development and general counsel, was promoted to chief operating officer. Mr. Urso will also continue as the company’s general counsel and head of corporate development.

“David is one of the driving forces behind our company’s advancement, having played a central role in multiple areas including business development and strategy formulation for our growing pipeline,” said Daniel P. Gold, Ph.D., president and chief executive officer of MEI Pharma. “His promotion to Chief Operating Officer is reflective of his leadership across a wide range of our programs and operations. We look forward to continuing to leverage David’s knowledge, expertise and leadership as we advance our four clinical candidates towards commercialization.”

Mr. Urso joined MEI Pharma in March 2014 and has over 20 years of experience in the life science industry. Prior to joining MEI he was most recently chief operating officer and general counsel at Tioga Pharmaceuticals, a privately held drug development company he co-founded in 2005. Previously, he was a principal at Forward Ventures, where he was responsible for identifying and developing life science venture capital investments. Before joining Forward Ventures in 2002, Mr. Urso was director of corporate development and legal affairs at DNA Sciences. Previously, he worked as an attorney in the corporate securities and licensing groups at Wilson Sonsini Goodrich & Rosati LLP and Cooley Godward LLP, after beginning his career as a bench scientist at SmithKline Beecham and the University of Pennsylvania Medical School. Mr. Urso received a J.D. from Harvard Law School. He also holds a bachelor’s degree in Molecular Biology and Philosophy from Reed College.

About MEI Pharma

MEI Pharma, Inc. (Nasdaq: MEIP) is a San Diego-based pharmaceutical company focused on leveraging its extensive development and oncology expertise to identify and advance new therapies for cancer. The Company’s portfolio of drug candidates includes pracinostat, an oral HDAC inhibitor that is partnered with Helsinn Healthcare, SA. Pracinostat has been granted Breakthrough Therapy Designation from the U.S. Food and Drug Administration for use in combination with azacitidine for the treatment of patients with newly diagnosed acute myeloid leukemia (AML) who are unfit for intensive chemotherapy. Pracinostat is also being developed in combination with azacitidine for the treatment of patients with high and very high-risk myelodysplastic syndrome (MDS). MEI Pharma’s clinical development pipeline also includes ME-401, a highly differentiated oral PI3K delta inhibitor currently in a Phase 1b study in patients with relapsed refractory follicular lymphoma or CLL, and voruciclib, an oral, selective CDK inhibitor shown to suppress MCL1, a known mechanism of resistance to BCL2 inhibitors. The Company is also developing ME-344, a novel mitochondrial inhibitor currently in an investigator-initiated study in combination with bevacizumab evaluating patients with HER2-negative breast cancer. Pracinostat, ME-401, ME-344 and voruciclib are investigational agents and are not approved for use in the U.S. For more information, please visit www.meipharma.com.

Under U.S. law, a new drug cannot be marketed until it has been investigated in clinical studies and approved by the FDA as being safe and effective for the intended use. Statements included in this press release that are not historical in nature are “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. You should be aware that our actual results could differ materially from those contained in the forward-looking statements, which are based on management’s current expectations and are subject to a number of risks and uncertainties, including, but not limited to, our failure to successfully commercialize our product candidates; costs and delays in the development and/or FDA approval, or the failure to obtain such approval, of our product candidates; uncertainties or differences in interpretation in clinical trial results; our inability to maintain or enter into, and the risks resulting from our dependence upon, collaboration or contractual arrangements necessary for the development, manufacture, commercialization, marketing, sales and distribution of any products; competitive factors; our inability to protect our patents or proprietary rights and obtain necessary rights to third party patents and intellectual property to operate our business; our inability to operate our business without infringing the patents and proprietary rights of others; general economic conditions; the failure of any products to gain market acceptance; our inability to obtain any additional required financing; technological changes; government regulation; changes in industry practice; and one-time events. We do not intend to update any of these factors or to publicly announce the results of any revisions to these forward-looking statements.

Contacts:

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