Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	to Continn				

OMB APPROVAL							
OMB Number: 3235-0287							
Estimated average burden							
hours per response:	0.5						

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

Name and Address of Reporting Person*     Cohen Cheryl					2. Issuer Name and Ticker or Trading Symbol MEI Pharma, Inc. [ MEIP ]							heck all app	licable) tor	g Pers	10% Ow	ner	
`	,	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 07/02/2020											Other (s below)	pecity	
L CAMINO	REAL, SUITE	250		4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable					
EGO C.	A	92130		Line) X								X Form					
(S	tate)	(Zip)															
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
Dar Dar				Execution Date, Day/Year) if any		e, Transaction Dispo		Disposed			d Securi Benefi Owned	ies cially Following	Form (D) o	: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Code V Amount (A) or (D)									Price	Transa	Transaction(s) (Instr. 3 and 4)			(IIISti. 4)			
	-											y Owned					
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	if any	Cod		n of		Expiration Dat			of Securities Underlying			derivative Securities Beneficia Owned Following Reported	e s lly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Cod	e V	(A)	(D)	Date Exercisabl			Title	or						
\$3.49	07/02/2020		A		50,000		(1)	0	7/02/2030	Common Stock	50,000	\$0.00	50,00	0	D		
\$1.71							(2)	0	4/10/2030	Common Stock	30,000		30,00	0	D		
	Cheryl  (FI PHARMAL CAMINO  EGO C.  (S  Security (Institute of Derivative Security)	(First) I PHARMA, INC. L CAMINO REAL, SUITE  EGO CA  (State)  Tab  Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security  \$3.49  07/02/2020	(First) (Middle)  I PHARMA, INC.  L CAMINO REAL, SUITE 250  EGO CA 92130  (State) (Zip)  Table I - Non-I  Security (Instr. 3)  2 Conversion or Exercise Price of Derivative Security  \$3.49 07/02/2020	(First) (Middle) I PHARMA, INC. L CAMINO REAL, SUITE 250  EGO CA 92130  (State) (Zip)  Table I - Non-Derivativ Security (Instr. 3)  2. Transaction Date (Month/Day/Year) Price of Derivative Security  (Month/Day/Year)  2. Conversion or Exercise (Month/Day/Year) Price of Derivative Security  A Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  Cod  \$3.49  07/02/2020  A	(First) (Middle) I PHARMA, INC. L CAMINO REAL, SUITE 250  Table I - Non-Derivative Security (Instr. 3)  Table II - Derivative Security (Month/Day/Year)  Table II - Derivative Security (Month/Day/Year)  Table II - Derivative Security (Month/Day/Year)  Conversion or Exercise (Month/Day/Year)  Price of Derivative Security  Code (Instr. 3)  Code (Instr. 3)  Code V  \$3.49  07/02/2020  A	(First) (Middle)  I PHARMA, INC.  L CAMINO REAL, SUITE 250  Table I - Non-Derivative Securities  (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  2. Conversion or Exercise Price of Derivative Security (Month/Day/Year)  Security  A Code (Instr. 8)  Code (V (A)  \$3.49  07/02/2020  A 50,000	(First) (Middle)  I PHARMA, INC.  L CAMINO REAL, SUITE 250  Table I - Non-Derivative Securities Action (Month/Day/Year)  Table II - Derivative Securities Action (Month/Day/Year)	(First) (Middle)  I PHARMA, INC.  L CAMINO REAL, SUITE 250  Table I - Non-Derivative Securities Acquired, Office (Month/Day/Year)  Security (Instr. 3)  Table II - Derivative Securities Acquired, If any (Month/Day/Year)  Table II - Derivative Securities Acquired, Date (Month/Day/Year)  [A. Deemed Execution Date if any (Month/Day/Year) (Month/Day/Year)  [A. Deemed Execution Date if any (Month/Day/Year)  [A. Deeme	(First) (Middle) I PHARMA, INC. L CAMINO REAL, SUITE 250  Table I - Non-Derivative Securities Acquired, Disposed (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Gode   V   Code   Code	Cheryl   Cheryl	MEI Pharma, Inc. [ MEIP ]   MEIP   Metalogo   Metalog	(First) (Middle) I PHARMA, INC. L CAMINO REAL, SUITE 250  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Security (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (Instr. 18)  Table II - Derivative Securities Acquired, Disposed of (Instr. 18)  Table II - Derivative Securities Acquired, Disposed of (Instr. 18)  Table II - Derivative Securities Acquired, Disposed of (Instr. 18)  Table II - Derivative Securities Acquired, Disposed of (Instr. 18)  Table II - Derivative Securities Acquired, Disposed of (Instr. 18)  Table II - Derivative Securities Acquired, Disposed of, or Beneficial Gode (Instr. 18)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities)  Conversion of Exercise Date Execution Date, If any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Price of Derivative Securities Acquired (A) or Securities Acquired (A) or Disposed of (ID) (Instr. 3, 4 and 5)  Code (Instr. 18)  Amount or Expiration Date (Month/Day/Year) Date Date (Month/Day/Year) (Instr. 3 and 4)  A So,000 (I) 07/02/2030 Common Shares  \$3.49 07/02/2020 A So,000 (I) 07/02/2030 Common Stock Stock	Chery    MEI Pharma, Inc.   MEIP   MEIP	MEI Pharma, Inc.   MEIP   Methods   Methods	MEI Pharma, Inc. [ MEIP ]  (First) (Middle) (First) (Middle) (First) (Middle) (Middl	Cheryl   MEI Pharma, Inc.   MEIP   Check all applicable)   X Director   10% Owner (Gricer (give title below)   Difficer (giv	

## **Explanation of Responses:**

- $1. \ The \ options \ will \ vest \ in \ equal \ monthly \ installments \ over \ twelve \ months.$
- 2. 20,000 options will vest in equal monthly installments over thirty-six months from April 10, 2020 and 10,000 options shall vest in equal monthly installments over twelve months from April 10, 2020.

## Remarks:

/s/ Brian G. Drazba, as attorney 07/02/2020 in fact

\*\* 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.