SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934 (Amendment No. 2)*

MEI Pharma, Inc. (previously known as Marshall Edwards, Inc.) (Name of Issuer)

Common Stock, par value \$0.00000002 per share (Title of Class of Securities)

55279B202 (CUSIP Number)

December 31, 2012 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[X] Rule 13d-1(b)

[] Rule 13d-1(c)

[] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be 'filed' for the purpose of Section 18 of the Securities Exchange Act of 1934 ('Act') or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 55279B202		13G/A		Page 2 of 7 Pages			
(1)	NAMES OF REPORTING PERSONS						
	Hudson E	Bay Capital Ma	anagement, L.P.				
			E BOX IF A MEMBE	(a) [] (b) []			
	SEC USE ONLY						
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION						
	Delaware						
NUMBER OF	(5)	SOLE VOTING					
SHARES		-					
BENEFICIALLY	(6)		purchase up to	180,713 shares of			
OWNED BY							

EACH	(7)	SOLE DISPOSITIVE POWER					
REPORTING							
PERSON WITH:	(8)	SHARED DISPOSITIVE POWER Warrants to purchase up to 180,713 sha Common Stock	ares of				
		E AMOUNT BENEFICIALLY OWNED BY EACH REF to purchase up to 180,713 shares of Co					
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []						
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.19%						
(12)	TYPE OF PN	REPORTING PERSON					
CUSIP No. 55	279B202	13G/A	Page 3 of 7 Pages				
(1)	NAMES OF REPORTING PERSONS						
	Sander G	erber					
(2)	CHECK TH	E APPROPRIATE BOX IF A MEMBER OF A GROU	UP (a) [] (b) []				
	SEC USE						
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION						
	United S	tates					
NUMBER OF	(5)	SOLE VOTING POWER					
SHARES							
BENEFICIALLY	(6)	SHARED VOTING POWER Warrants to purchase up to 180,713 sha Common Stock	ares of				
OWNED BY							
EACH	(7)	SOLE DISPOSITIVE POWER 0					
REPORTING							
PERSON WITH:	(8)	SHARED DISPOSITIVE POWER Warrants to purchase up to 180,713 sha Common Stock	ares of				
(9)	BY EACH	E AMOUNT BENEFICIALLY OWNED REPORTING PERSON to purchase up to 180,713 shares of Co					
(10)	IN ROW (X IF THE AGGREGATE AMOUNT 9) EXCLUDES CERTAIN SHARES	[]				
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.19%						
(12)	TYPE OF	REPORTING PERSON					

This Amendment No. 2 (this 'Amendment') amends the statement on Schedule 13G filed on August 3, 2011 (the 'Original Schedule 13G') as amended by Amendment No. 1 filed on February 10, 2012 (the Original Schedule 13G, as amended, the 'Schedule 13G') with respect to the shares of common stock, \$0.00000002 par value per share (the 'Common Stock') of MEI Pharma, Inc. (formerly known as Marshall Edwards, Inc.), a Delaware corporation (the 'Company'). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Schedule 13G. This Amendment amends and restates Items 2, 3, 4 and 5 in their entirety as set forth below.

Item 2(a). Name of Person Filing

This statement is filed by Hudson Bay Capital Management, L.P. (the 'Investment Manager') and Mr. Sander Gerber ('Mr. Gerber'), who are collectively referred to herein as 'Reporting Persons.'

Item 2(b). Address of Principal Business Office or, if none, Residence

The address of the principal business office of each of the Investment Manager and Mr. Gerber is:

777 Third Avenue, 30th Floor New York, NY 10017

Item 2(c). Citizenship

Citizenship is set forth in Row (4) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

Item 2(d) Title of Class of Securities

Common Stock, par value \$0.00000002 per share (the 'Common Stock')

Item 2(e) CUSIP Number

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Item 3. If this statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) [] Broker or dealer registered under Section 15 of the Act (15 U.S.C. 780).
- (b) [] Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) [] Insurance company as defined in Section 3(a)(19) of the Act (15
 U.S.C. 78c).
- (d) [] Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) [X] An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E);
- (g) [X] A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);
- (h) [] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) [] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) [] A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- (k) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. **Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

The information required by Items 4(a) - (c) is set forth in Rows (5) -(11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

The Company's Registration Statement on Form S-3 filed with the Securities and Exchange Commission on January 17, 2013, indicates that the total number of outstanding shares of Common Stock as of January 17, 2013 was 15,015,454. The percentages set forth on Row (11) of the cover page for each Reporting Person is based on the Company's outstanding shares of Common Stock and assumes the exercise of the reported warrants.

The Investment Manager, which serves as the investment manager to Hudson Bay Master Fund Ltd., in whose name the reported securities are held, may be deemed to be the beneficial owner of all shares of Common Stock held by Hudson Bay Master Fund Ltd. Mr. Gerber serves as the managing member of Hudson Bay Capital GP LLC, which is the general partner of the Investment Manager. Mr. Gerber disclaims beneficial ownership of these securities.

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Ownership of Five Percent or Less of a Class Item 5.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X]

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: February 6, 2013

HUDSON BAY CAPITAL MANAGEMENT, L.P.

By: /s/ Sander Gerber Name: Sander Gerber Title: Authorized Signatory

/s/ Sander Gerber SANDER GERBER

DOC ID - 19603549.1