



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

Mail Stop 4546

May 10, 2017

Daniel P. Gold  
President and Chief Executive Officer  
MEI Pharma, Inc.  
11975 El Camino Real, Suite 101  
San Diego, CA 92130

**Re: MEI Pharma, Inc.  
Registration Statement on Form S-3  
Filed May 4, 2017  
File No. 333-217645**

Dear Mr. Gold:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Christine Westbrook at (202) 551-5019 with any questions.

Sincerely,

/s/ Mary Beth Breslin for

Suzanne Hayes  
Assistant Director  
Office of Healthcare and Insurance

cc: Steven A. Navarro, Esq.  
Morgan, Lewis & Bockius LLP