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): August 5, 2016

MEI Pharma, Inc.
(Exact Name of Registrant as specified in its charter)

Delaware	**000-50484**	**51-0407811**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

11975 El Camino Real, Suite 101, San Diego, California 92130
(Address of principal executive offices)

Registrant's telephone number, including area code: (858) 792-6300

Not Applicable
(Registrant's name or former address, if change 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:

☐ 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 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement.

License, Development and Commercialization Agreement

On August 5, 2016, MEI Pharma, Inc. (the "Company") entered into a License, Development and Commercialization Agreement (the "Agreement") with Helsinn Healthcare SA ("Helsinn"). Pursuant to the terms of the Agreement, the Company and Helsinn have agreed to collaborate on the global development, manufacturing and commercialization of Pracinostat, in particular for the treatment of patients with diagnosed acute myeloid leukemia (AML) who are "unfit" for intensive chemotherapy and intermediate-2 and high risk myelodysplastic syndrome (MDS) (the "Collaboration").

The Agreement has a term (the "Term") commencing on the effective date and continuing, on a country-by-country basis, until the later of the date (i) of expiration of the applicable patents in such country, (ii) of expiration of regulatory exclusivity in such country or (iii) that is 15 years after the first commercial sale in such country. With respect to certain defined "Tier 2" countries, the Term is solely based on 15 years from first commercial sale.

During the Term, the Company grants to Helsinn an exclusive (subject to certain retained rights to perform obligations under the Agreement), sublicenseable, payment-bearing, license under and to certain patents and know-how controlled by the Company to develop, manufacture and commercialize Pracinostat and any pharmaceutical product containing Pracinostat for all human and animal indications. Helsinn will be primarily responsible for the global development of Pracinostat and, subject to certain exceptions, will be solely responsible for all costs related thereto. The Company will be primarily responsible for executing a phase 2 study to determine a tolerable and efficacious dosing regimen of Pracinostat in combination with azacitidine for the treatment of MDS, the cost of which will be shared by the parties. If Helsinn elects to continue development of Pracinostat for MDS beyond this dose optimizing phase 2 trial, it will solely be responsible for all further costs of development for MDS.

Helsinn will be solely responsible for the global commercialization of Pracinostat and shall be solely responsible for the costs related thereto.

Under the terms of the Agreement, Helsinn will pay the Company an initial payment of $15 million within 10 business days after the date of the Agreement and another $5 million within 10 business days after the earlier of the date of the first dosing of a subject in the Company's MEI 009 phase 3 AML clinical trial or March 1, 2017. Helsinn is also making an equity investment of up to $5 million in the Company (as discussed under "Equity Investment" below) concurrently with its entry into the Agreement. The Company may earn up to $444 million in potential development and sales milestone payments, plus royalties on global net sales of Pracinostat, which, in the U.S., are tiered and begin in the mid-teens.

The Collaboration will be managed by a joint steering committee in which both parties are represented equally, which will serve as a forum for the sharing of information and facilitating communications between the parties regarding development activities and commercialization.

Under the Agreement, each party will maintain ownership of its own technology and intellectual property existing prior to, or outside of, the Collaboration, Helsinn will be the exclusive owner of any and all inventions it develops with regard to Pracinostat, and the sole owner of any and all inventions developed by Helsinn and the Company jointly with regard to Pracinostat. Helsinn will grant to the Company a non-exclusive, sublicenseable, royalty-free license under Helsinn's technology solely as necessary for the Company to perform its obligations under the Agreement.

Helsinn has the right to terminate the Agreement upon 30 days' prior written notice, if Helsinn deems it not reasonably viable to carry out further development of Pracinostat. If either party materially breaches the Agreement, the non-breaching party may terminate the Agreement, if the breach is not cured within 90 days (30 days in the event of non-payment) of receiving written notice of the breach. If either party files or institutes bankruptcy, reorganization, liquidation or receivership proceedings, or assigns a substantial portion of the assets for the benefit of creditors, the other party may terminate the Agreement, if such proceeding is not dismissed within 90 days of the filing. The Company may also terminate the Agreement in the event that Helsinn challenges any of the licensed patents.

If Helsinn terminates the Agreement due to an uncured material breach of the Agreement by the Company (or due to the Company's filing or institution of bankruptcy, reorganization, liquidation or receivership proceedings, or the Company's assignment of a substantial portion of the assets for the benefit of creditors), all licenses granted to Helsinn will immediately terminate and Helsinn shall cease developing, commercializing and manufacturing Pracinostat in and for all applicable countries. In the event of such termination, the Company will receive from Helsinn, conditional upon the occurrence of such event and subject to the good faith negotiation of certain economic terms and legal provisions, rights under Helsinn technology specifically related to the development, manufacture, commercialization or other use of Pracinostat. If Helsinn terminates the Agreement because further development of Pracinostat is deemed not reasonably viable, or if the Company terminates the Agreement due to Helsinn's uncured material breach of the Agreement (or Helsinn's filing or institution of bankruptcy, reorganization, liquidation or receivership proceedings, or Helsinn's assignment of a substantial portion of the assets for the benefit of creditors), in each such case, all licenses granted to Helsinn will immediately terminate, Helsinn shall cease developing, commercializing and manufacturing Pracinostat in and for all applicable countries, and MEI Pharma will be granted an exclusive, irrevocable, perpetual, royalty-free, full paid-up, license under Helsinn's technology to develop, manufacture and commercialize Pracinostat. If the Company terminates the Agreement due to an uncured material breach of the Agreement by Helsinn, the rights of any third-party sublicensee under a sublicense by Helsinn of any of its rights with respect to Pracinostat under the license granted by the Company to Helsinn pursuant to the Agreement shall survive such termination and such sublicensee shall become a direct licensee and the Company shall become the direct licensor.

Equity Investment

Simultaneously with the entry into the Agreement on August 5, 2016, MEI Pharma entered into a Common Stock Purchase Agreement (the "Equity Agreement," and together with the Agreement, the "Agreements") with Helsinn Investment Fund SA (the "Purchaser"). Pursuant to the terms of the Equity Agreement, the Purchaser has agreed to purchase and the Company has agreed to issue a number of shares of the Company's common stock (the "Shares") determined by dividing $5,000,000 by the Bloomberg volume weighted-average price for shares of the Company's common stock on the NASDAQ Global Select Market for the ten trading day period beginning on August 1, 2016 and ending on August 12, 2016, rounded to the nearest whole share.

In addition, under the terms of the Equity Agreement, the Purchaser agreed that the Shares will be subject to a lock-up restriction prohibiting the offer, sale or other transfer of the Shares without the prior written consent of the Company for a 180-day period, subject to certain specified exceptions.

The Equity Agreement also includes a 3-year "standstill" covenant by the Purchaser, pursuant to which it will not increase its ownership of the Company's common stock, acquire any assets of the Company, commence a tender offer or attempt a similar business combination transaction with respect to the Company, seek to control or influence the Company's management or Board of Directors, solicit proxies to vote shares of the Company's common stock, or take similar actions or announce the intent to take any such actions, by itself or as part of a group or otherwise in concert with others. The standstill covenant will lapse in connection with the commencement of a tender offer for shares of the Company's common stock by an unaffiliated third-party or the announcement by the Company of an intent to consummate a change of control.

The Equity Agreement contains customary representations and warranties and covenants of the Company and the Purchaser. The obligations of the Company to issue the Shares and of the Purchaser to buy the Shares are subject to customary closing conditions.

The foregoing description of the material terms of the Agreements is qualified in its entirety by reference to the complete text of the Agreements, which the Company intends to file, with confidential terms redacted, with the Securities and Exchange Commission as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016.

Item 8.01 Other Events.

On August 8, 2016, the Company issued a press release regarding the Agreements, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8- K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Exhibit
99.1	Press release of MEI Pharma, Inc. dated August 8, 2016

SIGNATURE

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.

By: /s/ Daniel P. Gold
Name: Daniel P. Gold
Title: Chief Executive Officer

Date: August 9, 2016

EXHIBIT INDEX

Exhibit No.	Exhibit
99.1	Press release of MEI Pharma, Inc. dated August 8, 2016

Helsinn Group and MEI Pharma Enter Strategic Agreement for the Development and Commercialization of Pracinostat for the Treatment of Acute Myeloid Leukemia and Other Hematologic Diseases

MEI Pharma to receive $20 million in near-term cash payments, plus up to $444 million in potential milestone payments as well as royalties on future sales

Agreement enables Helsinn to expand into oncology therapeutics with new Phase III-ready asset

MEI Pharma to host conference call today at 9:00 am Eastern time

Lugano, Switzerland and San Diego, USA, August 8, 2016 – Helsinn, a Swiss pharmaceutical group focused on building quality cancer care products, and MEI Pharma, Inc. (Nasdaq: MEIP), an oncology company focused on the clinical development of novel therapies for cancer, today announced that they have entered into an exclusive licensing, development and commercialization agreement for Pracinostat, a Phase III-ready drug candidate for the treatment of acute myeloid leukemia (AML) and other potential indications. The deal provides the complementary resources from both organizations to rapidly advance Pracinostat into Phase III clinical development and expand into additional indications, including high-risk myelodysplastic syndrome (MDS).

Under the terms of the agreement, Helsinn will get exclusive worldwide rights, including manufacturing and commercialization rights, and will be responsible for funding the global development of Pracinostat. As compensation for such grant of rights, MEI Pharma will receive near-term payments of $20 million, comprised of a $15 million upfront payment and a $5 million payment upon dosing of the first patient in the upcoming Phase III study of Pracinostat in newly diagnosed AML patients unfit to receive induction therapy. In addition, MEI Pharma will be eligible to receive up to $444 million in potential development, regulatory and sales-based milestone payments, along with additional tiered royalty payments in selected territories.

As part of the development and commercialization agreement, Helsinn and MEI Pharma will also collaborate to explore an optimal dosing regimen of Pracinostat in combination with azacitidine for the treatment of high-risk MDS. This clinical study is expected to commence in the first half of 2017. In a related transaction, Helsinn will make a $5 million equity investment in MEI Pharma.

Riccardo Braglia, Helsinn Group Vice Chairman and CEO, said: "Helsinn is delighted to be entering into this agreement with MEI Pharma for the exclusive rights on Pracinostat, a promising late-stage novel asset. In the first instance we will target acute myeloid leukemia (AML), an area of huge unmet medical need. As part of the development, we will also target additional indications. Helsinn is committed to helping people to survive cancer and offer a better quality of living with cancer.

"This agreement broadens our focus beyond cancer supportive care products and into the development of oncology therapeutics. Helsinn Therapeutics (HTU), our US sales organization, will allow us to accelerate the development and commercialization of this product, once approved, as we will be able to leverage our clinical and regulatory expertise coupled with our existing oncology specialist sales organization."

"Helsinn is an ideal strategic partner to entrust the development of Pracinostat," said **Daniel P. Gold, Ph.D., President and Chief Executive Officer of MEI Pharma.** "Helsinn has a strong commercial presence in the United States and, globally, has been able to create and skillfully coordinate a solid and significant network of 70 commercial partners in 90 countries. Helsinn's antiemetic, Aloxi®, is a market leader and is often used by patients receiving azacitidine, so their commercial organization is well positioned to market Pracinostat for the treatment of AML and MDS. Helsinn shares our enthusiasm for bringing Pracinostat to patients in need, and we look forward to a successful partnership for the development of the program."

Dr. Gold added: "Including MDS along with AML in the development plans was a critical component to this deal, as it significantly increases the market opportunity for Pracinostat. With this agreement in place, we are now in a great position to move forward with the Phase III study in AML, optimize the development path in MDS, and maintain lucrative economics on future commercial success."

This transaction has been approved by the boards of both companies. Destum Partners acted as an advisor to MEI Pharma on the transaction.

MEI Pharma Conference Call and Webcast

MEI Pharma's management team will host a conference call with simultaneous webcast today, August 8, 2016, at 9:00 a.m. Eastern time to discuss the license, development and commercialization agreement with Helsinn. To access the live call, please dial 888-357-5399 (toll-free) or 440-996-5704 (international), conference ID 62028037. The conference call will also be webcast live and can be accessed at www.meipharma.com. A replay of the webcast will be available approximately one hour after the conclusion of the call.

About Pracinostat

Pracinostat is a potential best-in-class, oral histone deacetylase (HDAC) inhibitor. The U.S. Food and Drug Administration (FDA) recently granted Breakthrough Therapy Designation for Pracinostat in combination with azacitidine for the treatment of patients with newly diagnosed acute myeloid leukemia (AML) who are ≥75 years of age or unfit for intensive chemotherapy. The Breakthrough Therapy Designation is supported by data from a Phase II study of Pracinostat plus azacitidine in elderly patients with newly diagnosed AML, not candidates for induction chemotherapy, which showed a median overall survival of 19.1 months and a complete response (CR) rate of 42% (21 of 50 patients). These data compare favorably to a Phase III study of azacitidine (AZA-AML-001), which showed a median overall survival of 10.4 months with azacitidine alone and a CR rate of 19.5% in a similar patient population. The combination of Pracinostat and azacitidine was generally well tolerated, with no unexpected toxicities. The most common grade 3/4 treatment-emergent adverse events included febrile neutropenia, thrombocytopenia, anemia and fatigue.

About AML

Acute myeloid leukemia (also known as acute myelogenous leukemia) is the most common acute leukemia affecting adults, and its incidence is expected to continue to increase as the population ages. The American Cancer Society estimates about 20,830 new cases of AML per year in the U.S., with an average age of about 67 years. Treatment options for AML remain virtually unchanged for nearly 40 years. Front line treatment consists primarily of chemotherapy, while the National Comprehensive Cancer Network (NCCN) Clinical Practice Guidelines in Oncology recommend hypomethylating agents azacitidine or decitabine as low intensity treatment options for AML patients over the age of 60 who are unsuitable for induction chemotherapy.

About the Helsinn Group

Helsinn is a privately owned cancer supportive care pharmaceutical group with an extensive portfolio of marketed products and a broad development pipeline. Since 1976, Helsinn has been improving the everyday lives of patients, guided by core family values of respect, integrity and quality, through a unique integrated licensing business model working with long standing partners in pharmaceuticals, medical devices and nutritional supplement products. Helsinn is headquartered in Lugano, Switzerland, with operating subsidiaries in Ireland and the US, a representative office in China, as well as a product presence in about 90 countries globally.

In 2016, our 40th anniversary year, you can meet representatives from Helsinn at:

- ChemOutsourcing Conference (Parsippany, New Jersey, 19-21 September)
- CPhI Worldwide (Barcelona, Spain, 4-6 October)
- ESMO Congress (Copenhagen, Denmark, 7-11 October)
- BioEurope (Köln, Germany, 4-6 November)

For more information, please visit www.helsinn.com.

About MEI Pharma

MEI Pharma, Inc. (Nasdaq: MEIP) is a San Diego-based oncology company focused on the clinical development of novel therapies for cancer. The Company's lead drug candidate is Pracinostat, a potential best-in-class, oral HDAC inhibitor that that has been granted Breakthrough Therapy Designation from the FDA in combination with azacitidine for the treatment of patients with newly diagnosed AML who are ≥75 years of age or unfit for intensive chemotherapy. MEI Pharma's portfolio of drug candidates also includes ME-401, a highly selective oral PI3K delta inhibitor, and ME-344, a novel mitochondrial inhibitor. For more information, please visit www.meipharma.com.

MEI Pharma Forward-Looking Statements

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.

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