# SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

# **SCHEDULE 13G/A**

(Rule 13d-102) Amendment No. 2

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

# MEI Pharma, Inc.

(Name of Issuer)

Common Stock, \$0.0000002 par value (Title of Class of Securities)

55279B202 (CUSIP Number)

**December 31, 2016** (Date of Event Which Requires Filing of this Statement)

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

☑ Rule 13d-1(b)

⊠ Rule 13d-1(c)

☐ Rule 13d-1(d)

CUSIP No. 55279B202	13G/

CCOII I	.o. 55275B	_0.	150/11	
1	NAME OF REPORTING PERSONS			
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)			
			s Management LP	
2	CHECK (a) □		E APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a) ⊔	(		
3	SEC USE	ΞO	NLY	
4	CITIZEN	ISF	IIP OR PLACE OF ORGANIZATION	
	Texas			
		5	SOLE VOTING POWER	
NUM	IBER OF		0	
	ARES	6	SHARED VOTING POWER	
	FICIALLY		400,000	
OWNED BY EACH		7	486,969 SOLE DISPOSITIVE POWER	
	ORTING	/	SOLE DISPOSITIVE FOWER	
PERSON			0	
WITH 8 SHA		8	SHARED DISPOSITIVE POWER	
			486,969	
9	AGGRE	GΑ	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	486,969			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			
	1.3% **			
12		F R	EPORTING PERSON*	
	IA, PN			

SEE INSTRUCTIONS BEFORE FILLING OUT SEE ITEM 4(b).

CUSIP No. 55279B202	13G/

CCOII 1	10. 002701	_0.		
1	NAME OF REPORTING PERSONS			
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)			
			gement GP LLC	
2	(a) □		E APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a) 🗆	(		
3	SEC USI	E O	NLY	
4	CITIZEN	ISE	IIP OR PLACE OF ORGANIZATION	
	Texas			
	l	5	SOLE VOTING POWER	
_	IBER OF	6	0 SHARED VOTING POWER	
	IARES	О	SHARED VOTING POWER	
BENEFICIALLY OWNED BY 486,969			486,969	
EACH		7	SOLE DISPOSITIVE POWER	
REPORTING				
PERSON			0	
V	VITH	8	SHARED DISPOSITIVE POWER	
			486,969	
9	AGGRE	7.A'	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
3	riodite	J. 1	ETHIOON BENEFICIEE OWNED DI ENGINEI ONING LENGON	
	486,969			
10	CHECK	ВО	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
11				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			
	1.3% **			
12	TYPE O	FR	EPORTING PERSON*	
	HC, OO			

<sup>\*</sup> SEE INSTRUCTIONS BEFORE FILLING OUT

<sup>\*\*</sup> SEE ITEM 4(b).

CUSIP No. 55279B202	13G/

00011	.0.00=,02		
1	NAME OF REPORTING PERSONS		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	Bruce R.		
2			E APPROPRIATE BOX IF A MEMBER OF A GROUP*
	(a) □	(1	b) $\square$
3	SEC USI	O	NLY
4	CITIZEN	ISH	IIP OR PLACE OF ORGANIZATION
	United St	ate	
		5	SOLE VOTING POWER
NUM	IBER OF		0
	IARES	6	SHARED VOTING POWER
	FICIALLY		
	NED BY	_	486,969
	ACH ORTING	7	SOLE DISPOSITIVE POWER
	RSON		
	WITH		
·	,,,,,,,	8	SHARED DISPOSITIVE POWER
			486,969
9	ACCDE(	~ ^r	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9	AGGRE	JA.	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	486,969		
10		BΩ	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
10	CILLCIC	DO	ATT THE HOOKESTITE THROOT IT TROW (3) EXCELOSES CERTIFIC OFFICES
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
		- `	
	1.3% **		
12		F R	EPORTING PERSON*
	HC, IN		

<sup>\*</sup> SEE INSTRUCTIONS BEFORE FILLING OUT

<sup>\*\*</sup> SEE ITEM 4(b).

CUSIP No. 55279B202	13G/A
GCGII 110. 552/5D202	150/11

1	NAME OF REPORTING PERSONS				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
		(			
	Anson A	dvis	sors Inc.		
2	CHECK	TH	E APPROPRIATE BOX IF A MEMBER OF A GROUP*		
	(a) □	(l	b) $\square$		
3	SEC USE	O	NLY		
4	CITIZEN	ISH	IIP OR PLACE OF ORGANIZATION		
	Ontario,	Can	nada		
		5	SOLE VOTING POWER		
NUM	IBER OF		0		
_	IARES	6	SHARED VOTING POWER		
_	FICIALLY				
			486,969		
Е	ACH	7	SOLE DISPOSITIVE POWER		
REP	ORTING				
PERSON 0			0		
V	VITH	8	SHARED DISPOSITIVE POWER		
			486,969		
9	AGGREO	7A	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1100112				
	486,969				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*				
11	PERCEN	Τ(	OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	1.3% **				
12	TYPE OI	FR	EPORTING PERSON*		
	CO				

SEE INSTRUCTIONS BEFORE FILLING OUT SEE ITEM 4(b).

CUSIP No. 55279B202	13G/A

00011	.o. 55275B		156/1	
1	NAME OF REPORTING PERSONS			
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)			
	Adam Spears			
2			E APPROPRIATE BOX IF A MEMBER OF A GROUP*	
_	(a) □		b) $\square$	
	. ,	•		
3	SEC USE	E O	NLY	
4	CITIZEN	ISH	IP OR PLACE OF ORGANIZATION	
	Canadian	Ci	tizen	
			SOLE VOTING POWER	
_	IBER OF		O	
	IARES	6	SHARED VOTING POWER	
BENEFICIALLY OWNED BY 48			486,969	
	ACH	7	SOLE DISPOSITIVE POWER	
	ORTING			
PERSON WITH			0	
8 SHARED DISPOSITIVE POWER		SHARED DISPOSITIVE POWER		
			486,969	
9	AGGRE	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	486,969			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*			
11		T (	OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	1.3% **			
12	TYPE OI	FR	EPORTING PERSON*	
	IN			
1	TT 4			

SEE INSTRUCTIONS BEFORE FILLING OUT SEE ITEM 4(b).

CUSIP No. 55279B202	13G/A
GCGII 110. 552/5D202	150/11

1	NAME OF REPORTING PERSONS			
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)			
			,	
	Moez Ka	ssa	m	
2	CHECK	ΤH	E APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a) 🗆	(	b) 🗆	
3	SEC USI	ΞO	NLY	
4	CITIZEN	ISF	IIP OR PLACE OF ORGANIZATION	
	Canadian	ı Ci	tizen	
		5	SOLE VOTING POWER	
NIII	IBER OF			
_	IARES	6	SHARED VOTING POWER	
	FICIALLY			
	NED BY		486,969	
l l	CACH	7	SOLE DISPOSITIVE POWER	
REP	ORTING			
PERCON				
V	VITH	8	SHARED DISPOSITIVE POWER	
		U	STRIKED DIST GOTTIVE TOWER	
			486,969	
9	ACCDE	_ Λ'	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
3	AGGRE	JA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING LEASON	
	486,969			
10		BO	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
10	CILCIC	ЪС	ATT THE ROOKE ON THE ROOK (5) EXCELEDED CERTIFIC OFFICES	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			
11	LEICEN	. 1 (	OLIGO INLITED DI AMOUNI IN NOW J	
	1.3% **			
12		FR	EPORTING PERSON*	
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	IN			
1	11.4			

<sup>\*</sup> SEE INSTRUCTIONS BEFORE FILLING OUT

<sup>\*\*</sup> SEE ITEM 4(b).

#### **SCHEDULE 13G/A**

This Amendment No. 2 (this "Amendment") to Schedule 13G (the "Schedule 13G") is being filed on behalf of Anson Funds Management LP (d/b/a Anson Group), a Texas limited partnership, Anson Management GP LLC, a Texas limited liability company, Mr. Bruce R. Winson, the principal of Anson Funds Management LP and Anson Management GP LLC, Anson Advisors Inc. (d/b/a Anson Funds), an Ontario, Canada corporation, Mr. Adam Spears, a director of Anson Advisors Inc., and Mr. Moez Kassam, a director of Anson Advisors Inc., relating to Common Shares (the "Common Shares") of MEI Pharma, Inc., a Delaware corporation (the "Issuer").

This Amendment relates to Common Shares of the Issuer purchased by a private fund to which Anson Funds Management LP and Anson Advisors Inc. serve as co-investment advisors (the "Fund"). Anson Funds Management LP and Anson Advisors Inc. serve as co-investment advisors to the Fund and may direct the vote and disposition of the 486,969 Common Shares held by the Fund. As the general partner of Anson Funds Management LP, Anson Management GP LLC may direct the vote and disposition of the 486,969 Common Shares held by the Fund. As the principal of Anson Funds Management LP and Anson Management GP LLC, Mr. Winson may direct the vote and disposition of the 486,969 Common Shares held by the Fund. As directors of Anson Advisors Inc., Mr. Kassam and Mr. Spears may each direct the vote and disposition of the 486,969 Common Shares held by the Fund.

This Amendment amends and restates the Schedule 13G as set forth below.

#### Item 1(a) Name of Issuer.

MEI Pharma, Inc.

#### Item 1(b) Address of Issuer's Principal Executive Offices.

11975 El Camino Real, Suite 101 San Diego, CA 92130

#### Item 2(a) Name of Person Filing.

Anson Funds Management LP, Anson Management GP LLC, Mr. Bruce R. Winson, Anson Advisors Inc., Mr. Adam Spears and Mr. Moez Kassam

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

For Anson Funds Management LP, Anson Management GP LLC and Mr. Winson: 5950 Berkshire Lane, Suite 210 Dallas, Texas 75225

For Anson Advisors Inc., Mr. Spears and Mr. Kassam: 155 University Ave, Suite 207 Toronto, ON M5H 3B7

Item 2(c)		Citizenship or Place of Organization.
,,		Anson Funds Management LP is a limited partnership organized under the laws of the State of Texas. Anson Management GP LLC is a limited liability company organized under the laws of the State of Texas. Mr. Winson is a United States citizen. Anson Advisors Inc. is a corporation organized under the laws of Ontario, Canada. Mr. Spears and Mr. Kassam are each Canadian citizens.
Item 2(d)		Title of Class of Securities.
		Common Shares (the "Common Shares").
Item 2(e)		CUSIP Number.
		55279B202
Item 3		Reporting Person.
If this stat	eme	nt is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:
(a)		Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
(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)	$\times$	An investment advisor in accordance with §240.13d-1(b)(1)(ii)(E).
(f)		An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
(g)	$\boxtimes$	A parent holding company or control person in accordance with §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)		Group, in accordance with §240.13d-1(b)(1)(ii)(J).

#### Item 4 Ownership.

- (a) Anson Funds Management LP, Anson Management GP LLC, Mr. Winson, Anson Advisors Inc., Mr. Spears and Mr. Kassam are the beneficial owners of 486,969 Common Shares held by the Fund.
- (b) Anson Funds Management LP, Anson Management GP LLC, Mr. Winson, Anson Advisors Inc., Mr. Spears and Mr. Kassam are the beneficial owners of 1.3% of the outstanding Common Shares. This percentage is determined by dividing 486,969 by 36,772,428, the number of Common Shares issued and outstanding as of November 8, 2016, as reported in the Issuer's Form 10-Q filed on November 9, 2016.
- (c) Anson Funds Management LP and Anson Advisors Inc., as the co-investment advisors to the Fund, may direct the vote and disposition the 486,969 Common Shares held by the Fund. Anson Management GP LLC, as the general partner of Anson Funds Management LP, may direct the vote and disposition the 486,969 Common Shares held by the Fund. As the principal of Anson Funds Management LP and Anson Management GP LLC, Mr. Winson may direct the vote and disposition of the 486,969 Common Shares held by the Fund. Mr. Spears and Mr. Kassam, each as a director of Anson Advisors Inc., may direct the vote and disposition the 486,969 Common Shares held by the Fund.

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

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following [X].

#### Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

Inapplicable.

#### Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported On by the Parent Holding Company.

Inapplicable.

#### Item 8 Identification and Classification of Members of the Group.

Inapplicable.

#### Item 9 Notice of Dissolution of Group.

Inapplicable.

#### Item 10 Certification.

For Anson Funds Management LP, Anson Management GP LLC and Mr. Winson:

By signing below each of the Reporting Persons certifies that, to the best of such person's knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and were not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

For the Anson Advisors Inc., Mr. Spears and Mr. Kassam:

By signing below each of the Reporting Persons certifies that, to the best of such person's knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

## **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2017

## ANSON FUNDS MANAGEMENT LP

By: Anson Management GP LLC, its general partner

By: /s/ Bruce R. Winson

Bruce R. Winson Manager

## ANSON MANAGEMENT GP LLC

By: /s/ Bruce R. Winson

Bruce R. Winson Manager

/s/ Bruce R. Winson

Bruce R. Winson

## ANSON ADVISORS INC.

By: /s/ Adam Spears

Adam Spears Director

By: /s/ Moez Kassam

Moez Kassam Director

/s/ Adam Spears

Adam Spears

/s/ Moez Kassam

Moez Kassam