FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APP	ROVAL
	OMB Number:	3235-0287
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- 1	hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1 Name ar																	
1. Name and Address of Reporting Person* Cohen Cheryl				2. Issuer Name and Ticker or Trading Symbol MEI Pharma, Inc. [MEIP]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
Conen	<u>Cheryi</u>						,		,			X Directo	or		10% Ov	vner	ı
				— ⊨								Officer	(give title		Other (s	specify	ı
(Last) (First) (Middle)			Date of Earliest Transaction (Month/Day/Year)						below)			below)	,,	ı			
C/O ME	I PHARMA	INC	,	07	7/05/2	.022											ı
																	ı
11455 EL CAMINO REAL, SUITE 250			4.	4. If Amendment, Date of Original Filed (Month/Day/Year)							Individual or Joint/Group Filing (Check Applicable Line)						
(Street)												-,	iled by One	Dono	rtina Boroo	n	ı
SAN DII	EGO C.	٨	92130										•		•		ı
SAN DI	EGO C.	Α	92130									Form f Persor	iled by More	e than	One Repo	rting	ı
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(City)	(S	tate)	(Zip)														ı
		Tab	ole I - Non-D	erivativ	e Se	curities	s Ac	auired. D	isposed o	of. or Be	neficial	ly Owned	<u> </u>				4
									-								
1. Title of	Security (Ins	tr. 3)	2. 1 Da	ransaction te	2A. Deemed Execution Date,			, Transaction Disposed Code (Instr. 5)		ities Acquired (A) or d Of (D) (Instr. 3, 4 and		5. Amount of Securities		6. Ownership Form: Direct		7. Nature of Indirect	ı
				onth/Day/Y	Day/Year) if any		Benefici					ally	(D) or	Indirect	Beneficial	ı	
					- [(Month/Da	ay/Yea	ar) 8)				- Owned F	ollowing	(I) (Ins		Ownership (Instr. 4)	ı
								Code	Amount	(A) or (D)	Price	Transact	ion(s)			(ı
								15000	7	(D)	1	(Instr. 3	and 4)				
			Table II - De	rivative	Seci	urities	Aca	uired. Dis	posed of	or Ben	eficially	Owned					
								s, options				••					
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1. Title of Derivative	2. 3. Transaction 3A. Deemed Execution Date,			4. Transa	action	5. Numl	ber	6. Date Exer Expiration D		7. Title an of Securit		8. Price of Derivative	9. Number derivative		10. Ownership	11. Nature of Indirect	
Security	or Exercise	(Month/Day/Year)	if any	Code		Derivati	ive	(Month/Day/		Underlyin					Form:	Beneficial	
(Instr. 3)	Price of				•			(wonth bay)	ieai)			Security	Securities				
	Derivative		(Month/Day/Yea	r) 8)	•	Securiti	ies	(montarbay)	ieai)	Derivative	Security	(Instr. 5)	Beneficial	lly	Direct (D)	Ownership	
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Option		07/05/2022	(Month/Day/Yea			Securiti Acquire (A) or Dispose of (D) (I 3, 4 and	ed ed nstr. i 5)	Date	Expiration	Derivative (Instr. 3 at	Amount or Number of		Beneficial Owned Following Reported Transactio	on(s)	Direct (D) or Indirect	Ownership (Instr. 4)	
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Option (Right to Buy)	Security	07/05/2022	(Month/Day/Yea	Code		Securiti Acquire (A) or Dispose of (D) (I 3, 4 and	ed ed nstr. i 5)	Date Exercisable	Expiration Date	Derivative (Instr. 3 at	Amount or Number of Shares	(Instr. 5)	Beneficiall Owned Following Reported Transactio (Instr. 4)	on(s)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Option (Right to Buy)	\$0.54	07/05/2022	(Month/Day/Yea	Code		Securiti Acquire (A) or Dispose of (D) (I 3, 4 and	ed ed nstr. i 5)	Date Exercisable	Expiration Date 07/05/2032	Derivative (Instr. 3 at	Amount or Number of Shares	(Instr. 5)	Beneficiall Owned Following Reported Transactio (Instr. 4)	on(s)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
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Option (Right to Buy) Stock Option	\$0.54	07/05/2022	(Month/Day/Yea	Code		Securiti Acquire (A) or Dispose of (D) (I 3, 4 and	ed ed nstr. i 5)	Date Exercisable	Expiration Date 07/05/2032	Derivative (Instr. 3 at	Amount or Number of Shares	(Instr. 5)	Beneficiall Owned Following Reported Transactio (Instr. 4)	on(s)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
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Option (Right to Buy) Stock Option (Right to Buy) Stock Option (Right to	\$0.54 \$2.95	07/05/2022	(Month/Day/Yea	Code		Securiti Acquire (A) or Dispose of (D) (I 3, 4 and	ed ed nstr. i 5)	Date Exercisable (1)	Expiration Date 07/05/2032 07/01/2031	Title Common Stock Common Stock	Amount or Number of Shares 87,500	(Instr. 5)	Beneficiall Owned Following Reported Transactio (Instr. 4)	on(s)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Option (Right to Buy) Stock Option (Right to Buy) Stock Option (Right to Buy)	\$0.54 \$2.95	07/05/2022	(Month/Day/Yea	Code		Securiti Acquire (A) or Dispose of (D) (I 3, 4 and	ed ed nstr. i 5)	Date Exercisable (1)	Expiration Date 07/05/2032 07/01/2031	Title Common Stock Common Stock	Amount or Number of Shares 87,500	(Instr. 5)	Beneficiall Owned Following Reported Transactio (Instr. 4)	on(s)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Option (Right to Buy) Stock Option (Right to Buy) Stock Option (Right to Buy) Stock	\$0.54 \$2.95 \$3.49	07/05/2022	(Month/Day/Yea	Code		Securiti Acquire (A) or Dispose of (D) (I 3, 4 and	ed ed nstr. i 5)	Date Exercisable (1) (2)	Expiration Date 07/05/2032 07/01/2031 07/02/2030	Title Common Stock Common Stock	Amount or Number of Shares 87,500 50,000	(Instr. 5)	Beneficiall Owned Following Reported Transactio (Instr. 4)))	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Option (Right to Buy) Stock Option (Right to Buy) Stock Option (Right to Buy)	\$0.54 \$2.95	07/05/2022	(Month/Day/Yea	Code		Securiti Acquire (A) or Dispose of (D) (I 3, 4 and	ed ed nstr. i 5)	Date Exercisable (1)	Expiration Date 07/05/2032 07/01/2031	Title Common Stock Common Stock	Amount or Number of Shares 87,500	(Instr. 5)	Beneficiall Owned Following Reported Transactio (Instr. 4)))	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	

Explanation of Responses:

- 1. The options will vest in equal monthly installments over twelve months.
- 2. All of such options are presently exercisable.
- 3. 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

07/07/2022

** 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.