

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended June 30, 2019

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission File Number: 000-50484

MEI Pharma, Inc.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of
incorporation or organization)

51-0407811

(I.R.S. Employer
Identification No.)

3611 Valley Centre Drive, Suite 500, San Diego, CA 92130

(Address of principal executive offices) (Zip Code)

(858) 369-7100

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.00000002 par value	MEIP	The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act:

None
(Title of Class)

Indicate by a check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by a check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by checkmark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the voting common equity held by non-affiliates of the registrant was approximately \$186.6 million as of December 31, 2018, based on the closing price of the registrant's Common Stock as reported on the NASDAQ Capital Market on such date. For purposes of this calculation, shares of the registrant's common stock held by directors and executive officers have been excluded. This number is provided only for purposes of this Annual Report on Form 10-K and does not represent an admission that any particular person or entity is an affiliate of the registrant.

As of November 4, 2019, there were 73,654,927 shares of the registrant's common stock, par value \$0.00000002 per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Certain information required by Part III of this Annual Report on Form 10-K is incorporated by reference from the registrant's definitive proxy statement for the annual meeting of stockholders held on December 5, 2019, which was filed with the Securities and Exchange Commission on October 23, 2019.

EXPLANATORY NOTE

MEI Pharma, Inc. (the “Company”) hereby amends its Annual Report on Form 10-K for the Fiscal year ended June 30, 2019, filed with the Securities and Exchange Commission (the “SEC”) on August 28, 2019 (the “Form 10-K”), as set forth in this Annual Report on Form 10-K/A (Amendment No. 1) (this “Form 10-K/A”).

This Form 10-K/A is being filed solely to add Exhibit 4.3 – “Description of Capital Stock of MEI Pharma, Inc.” as a document filed as an exhibit to the Form 10-K.

As contemplated by Item 601(b)(4)(vi) of SEC Regulation S-K and Instruction 1 to such Item 601(b)(4)(vi), Exhibit 4.3 provides the information required by Item 202(a) through (d) and (f) of SEC Regulation S-K with respect to the shares of common stock, par value \$0.00000002 per share (the “Common Stock”), of the Company. The Common Stock are the only class of securities of the Company registered under Section 12 of the Securities Exchange Act of 1934, as amended.

No other changes are being made to the Form 10-K by means of this Form 10-K/A. This Form 10-K/A does not reflect subsequent events occurring after the original filing date of the Form 10-K or update in any way disclosures made in the Form 10-K other than as described above, the filing of new Exhibit 31.1 and new Exhibit 31.2 related to this Form 10-K/A and technical corrections to the list of exhibits incorporated by reference. This Form 10-K/A should be read in conjunction with the Company’s filings with the SEC subsequent to the filing of the Form 10-K.

Item 15. – Exhibits and Financial Statement Schedules

(a) The following documents were filed as part of the Form 10-K or are filed as a part of this Form 10-K/A as noted:

1. Financial Statements

Reference is made to the Financial Statements under Item 8 in Part II of the Form 10-K.

2. Financial Statement Schedule

The Financial Statement Schedules have been omitted from the Form 10-K either because they are not required or because the required information has been included in the financial statements or notes thereto included in the Form 10-K.

3. Exhibits

The documents listed in the Index to Exhibits that immediately precedes the signature pages of this Form 10-K/A (i) were filed or furnished with the Form 10-K as exhibits or incorporated by reference therein, in each case as noted, or (ii) are filed with this Form 10-K/A as exhibits.

Exhibit Index

- 3.1 [Amended and Restated Certificate of Incorporation \(incorporated by reference to Exhibit 3.1 to the Registrant’s Quarterly Report on Form 10-Q filed on February 7, 2019 \(File No. 000-50484\)\).*](#)
- 3.2 [Certificate of Designation of Series A Convertible Preferred Stock of Marshall Edwards, Inc. \(incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on May 11, 2011 \(File No. 000-50484\)\).*](#)
- 3.3 [Certificate of Designation of Series B Preferred Stock of Marshall Edwards, Inc. \(incorporated by reference to Exhibit 4 to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed on March 18, 2011 \(File No. 000-50484\)\).*](#)
- 3.4 [Second Amended and Restated Bylaws \(incorporated by reference to Exhibit 3.1 to the Registrant’s Quarterly Report on Form 10-Q filed on May 4, 2017 \(File No. 000-50484\)\).*](#)
- 4.1 [Specimen Stock Certificate \(incorporated by reference to Exhibit 4.1 to Amendment No. 1 to the Registrant’s Registration Statement on Form S-1 filed on October 31, 2003 \(Reg. No. 333-109129\)\).*](#)
- 4.2 [Form of Warrant \(incorporated by reference to Exhibit B to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed on May 16, 2018 \(File No. 000-50484\)\).*](#)
- 4.3 [Description of Capital Stock of MEI Pharma Inc.**](#)
- 10.1 [Employment letter dated April 23, 2010, between Marshall Edwards, Inc. and Daniel Gold \(incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed on April 26, 2010 \(File No. 000-50484\)\).*](#)
- 10.2 [Employment letter dated June 1, 2011, between Marshall Edwards, Inc. and Robert D. Mass \(incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed on June 2, 2011 \(File No. 000-50484\)\).*](#)
- 10.3 [Employment letter dated March 6, 2014, between MEI Pharma, Inc. and David M. Urso \(incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed on April 8, 2014 \(File No. 000-50484\)\).*](#)

10.4	<u>Amendment No. 1, dated July 12, 2018, to the Employment Letter dated March 6, 2014, between MEI Pharma, Inc. and David M. Urso (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on July 16, 2018 (File No. 000-50484)).*</u>
10.5	<u>Employment letter dated February 1, 2017, between MEI Pharma, Inc. and Brian G. Drazba (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on April 3, 2017 (File No. 000-50484)).*</u>
10.6	<u>MEI Pharma, Inc. Amended and Restated 2008 Stock Omnibus Equity Compensation Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on November 30, 2018 (File No. 000-50484)).*</u>
10.7	<u>Form of Indemnification Agreement (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on August 29, 2011 (File No. 000-50484)).*</u>
10.8	<u>Asset Purchase Agreement, dated as of August 7, 2012, between MEI Pharma, Inc. and S*Bio Pte Ltd. (incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed on August 8, 2012 (File No. 000-50484)).*</u>
10.9****	<u>License Agreement, dated September 28, 2012, between Cydex Pharmaceuticals, Inc. and the Company (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed on November 13, 2012 (File No. 000-50484)).*</u>
10.10****	<u>Supply Agreement, dated September 28, 2012, between Cydex Pharmaceuticals, Inc. and the Company (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q filed on November 13, 2012 (File No. 000-50484)).*</u>
10.11****	<u>License, Development and Commercialization Agreement, dated August 5, 2016, by and between the Company and Helsinn Healthcare SA (incorporated by reference to Exhibit 10.1 to Amendment No. 1 to the Registrant's Quarterly Report on Form 10-Q/A filed on February 16, 2017 (File No. 000-50484)).*</u>
10.12	<u>Common Stock Purchase Agreement, dated as of August 5, 2016, by and between MEI Pharma, Inc. and Helsinn Investment Fund SA (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q filed on November 9, 2016 (File No. 000-50484)).*</u>
10.13****	<u>License Agreement, dated as of September 5, 2017, by and between MEI Pharma, Inc. and Presage Biosciences, Inc. (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed on November 8, 2017 (File No. 000-50484)).*</u>
10.14	<u>At-The-Market Equity Offering Sales Agreement, dated November 8, 2017 between MEI Pharma, Inc. and Stifel, Nicolaus & Company, Inc. (incorporated by reference to Exhibit 1.1 to the Registrant's Current Report on Form 8-K filed on November 8, 2017 (File No. 000-50484)).*</u>
10.15	<u>Securities Purchase Agreement, dated May 11, 2018, between MEI Pharma, Inc. and the purchasers identified in Exhibit A therein (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on May 16, 2018 (File No. 000-50484)).*</u>
10.16	<u>Registration Rights Agreement dated May 16, 2018, between MEI Pharma, Inc. and the purchasers identified therein. (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on May 16, 2018 (File No. 000-50484)).*</u>
10.17	<u>License, Development and commercialization Agreement, dated as of October 31, 2018, by and between the Company and Kyowa Hakko Kirin Co., Ltd, now known as Kyowa Kirin Company (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed on February 7, 2019 (File No. 000-50484)).*</u>
23.1	<u>Consent of Independent Registered Accounting Firm****</u>
31.1	<u>Certification of Chief Executive Officer pursuant to Rule 13a-14(A) promulgated under the Securities Exchange Act of 1934**</u>
31.2	<u>Certificate of Chief Financial Officer Pursuant to Rule 13a-14(A) promulgated under the Securities Exchange Act of 1934**</u>
32.1	<u>Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350 and Rule 13a-14(B) promulgated under the Securities Exchange Act of 1934****</u>
101.INS	XBRL Instance Document****
101.SCH	XBRL Taxonomy Extension Schema Document****
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document****
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document****
101.LAB	XBRL Taxonomy Extension Label Linkbase Document****
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document****

(*) Repeated and incorporated by reference.

(**) Filed herewith.

(***) Previously filed.

(****) Portions of this exhibit have been redacted pursuant to a confidential treatment request filed with the Securities and Exchange Commission.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on December 6, 2019.

MEI PHARMA, INC.
A Delaware Corporation

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

Description of Capital Stock of MEI Pharma, Inc.

The following is a description of the capital stock of MEI Pharma, Inc. (the "Company"). The common shares, par value \$0.00000002 per share (the "Common Shares"), of the Company are registered under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"); while the preferred shares, par value \$0.01 per share (the "Preferred Shares"), and warrants to purchase Common Shares of the Company are not so registered. This description does not describe every aspect of the Company's capital stock and is subject to, and qualified in its entirety by reference to, the provisions of the Company's Amended and Restated Certificate of Incorporation and the Company's Second Amended and Restated By-laws, each as currently in effect, each of which is incorporated by reference as an exhibit to the Annual Report on Form 10-K/A for the fiscal year ended June 30, 2019, of the Company, to which this Description of Capital Stock is filed as Exhibit 4.3. This description is qualified in its entirety by reference to the provisions of the Company's Amended and Restated Certificate of Incorporation, the Company's Second Amended and Restated By-laws and applicable provisions of Delaware law.

Authorized Capital Stock

Under the Company's Amended and Restated Certificate of Incorporation, the Company's total authorized share capital is 226,100,000 shares consisting of 226,000,000 shares of common stock, \$0.00000002 par value per share, and 100,000 shares of preferred stock, \$0.01 par value per share. As of November 4, 2019, 73,654,927 shares of the Company's common stock and no shares of preferred stock are issued and outstanding.

Common Stock

The holders of common stock are entitled to one vote per share. In the event of a liquidation, dissolution or winding up of the Company's affairs, holders of the common stock will be entitled to share ratably in all of the Company's assets that are remaining after payment of the Company's liabilities and the liquidation preference of any outstanding shares of preferred stock. All outstanding shares of common stock are fully paid and non-assessable. The rights, preferences and privileges of holders of common stock are subject to any series of preferred stock that we have issued or that we may issue in the future. The holders of common stock have no preemptive rights and are not subject to future calls or assessments by the Company.

Preferred Stock

The board has the authority to issue up to 100,000 shares of preferred stock in one or more series and to fix the rights, preferences, privileges and restrictions in respect of that preferred stock, including dividend rights, dividend rates, conversion rights, voting rights, terms of redemption (including sinking fund provisions), redemption prices and liquidation preferences, and the number of shares constituting such series and the designation of any such series, without future vote or action by the shareholders. Therefore, the board of directors, without the approval of the shareholders, could authorize the issue of preferred stock with voting, conversion and other rights that could affect the voting power, dividend and other rights of the holders of shares or that could have the effect of delaying, deferring or preventing a change of control.

Warrants

Generally

The Company may issue warrants to purchase the Company's common stock or preferred stock. Warrants may be issued independently or together with any other securities and may be attached to, or separate from, such securities. Each series of warrants will be issued under a separate warrant agreement to be entered into between the Company and a warrant agent. The terms of any warrants to be issued and a description of the material provisions of the applicable warrant agreement will be set forth in applicable filings with the Securities and Exchange Commission. The number of shares of the Company's common stock to be received upon the exercise of each warrant may be adjusted from time to time upon the occurrence of certain events, including but not limited to the payment of a dividend or other distribution in respect of common stock, subdivisions, reclassifications or combinations of the Company's common stock. The securities receivable upon exercise of each warrant may be adjusted in the event of any reorganization, consolidation, merger, liquidation or similar event.

Holders of the warrants may only exercise their warrants for the purchase of shares of common stock if a registration statement and current prospectus relating to these shares is then in effect and only if the shares are qualified for sale, or deemed to be exempt from qualification under applicable state securities laws.

For the term of the warrants, the holders thereof are given the opportunity to profit from an increase in the per share market price of the Company's common stock, with a resulting dilution in the interest of all other shareholders. So long as the warrants are outstanding, the terms on which the Company could obtain additional capital may be adversely affected. The holders of the warrants might be expected to exercise them at a time when the Company would, in all likelihood, be able to obtain additional capital by a new offering of securities on terms more favorable than those provided by the warrants.

Outstanding Warrants

As of September 30, 2019, the Company has outstanding warrants to purchase 16,061,602 shares of the Company's common stock. The warrants are fully vested, exercisable at a price of \$2.54 per share and expire in May 2023. The Company has authorized and reserved for issuance all shares of common stock issuable upon exercise of each warrant.

Anti-Takeover Effects of Amended and Restated Certificate of Incorporation and Second Amended and Restated By-laws

Certain provisions in the Company's Amended and Restated Certificate of Incorporation and the Company's Second Amended and Restated By-laws as well as certain provision of the Delaware General Corporations Law could discourage potential takeover attempts and make attempts by shareholders to change management more difficult. A description of these provisions is set forth below.

Classified Board of Directors

Under the Company's Amended and Restated Certificate of Incorporation and Second Amended and Restated By-laws, directors are to be elected at each annual meeting of stockholders for a term of three years unless the director is removed, retires or the office is vacated earlier. The board is divided into three classes with respect to the term of office, with the terms of office of one class expiring each successive year. This classified board provision could discourage a third party from making a tender offer for the Company's shares or attempting to obtain control of the Company. It could also delay stockholders who do not agree with the policies of the Board of Directors from removing a majority of the Board of Directors for two years.

Advance Notice Requirements for Shareholder Proposals and Nominations for Election as Directors

Under the Company's by-laws, stockholders seeking to bring business before an annual meeting of stockholders or to nominate candidates for election as directors at an annual meeting must provide timely notice thereof in writing to the Company.

To be timely, a shareholder's notice with respect to business to be brought before an annual meeting must be received at the principal executive office of the Company not later than ninety 90 days, nor earlier than 120 days, prior to an annual meeting. However, in the event that no annual meeting was held in the previous year or the date of the current year's annual meeting is more than thirty (30) days before or more than sixty (60) days after the anniversary date of the previous year's annual meeting, the notice by the stockholder must be received by the Secretary at the principal executive offices of the Company not earlier than one hundred and twenty (120) days prior to the current year's annual meeting and not later than the later of ninety (90) days prior to the current year's annual meeting and ten (10) days following the date on which public announcement of the date of such annual meeting is first made. Notwithstanding anything in the preceding sentence to the contrary, in the event that the number of directors to be elected to the Board of Directors at an annual meeting is increased and there is no public announcement by the Company naming all of the nominees for director or specifying the size of the increased Board of Directors at least ninety (90) days prior to the first anniversary of the preceding year's annual meeting, a

stockholder's notice shall be considered timely, but only with respect to nominees for the new positions created by such increase, if it shall be delivered to the Secretary at the principal executive offices of the Company not later than ten (10) days following the day on which the increase in the number of directors to be elected is first announced to the public by the Company.

Special Meetings of Stockholders

Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the Company's notice of meeting. Directors may be elected at a special meeting of stockholders only in accordance with a determination of the Board of Directors that directors are to be elected at the special meetings. With respect to Special Meetings, nominations of persons for election as directors at that special meeting may be made (i) by the Board of Directors or (ii) by a stockholder who has given timely notice thereof in writing to the Secretary of the Company. This shall be the exclusive means for a stockholder to make nominations with regard to a special meeting of stockholders at which directors are to be elected. To be timely, a stockholder's notice must be received by the Secretary at the principal executive offices of the Company not earlier than one hundred and twenty (120) days prior to such special meeting and not later than the later of ninety (90) days prior to such special meeting or ten (10) days following the day on which public announcement of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting is first made. In no event shall the public announcement of an adjournment or postponement of a special meeting commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above.

CERTIFICATION

I, Daniel P. Gold, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K/A for the year ended June 30, 2019 of MEI Pharma, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in the report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 6, 2019

/s/ Daniel P. Gold

Daniel P. Gold
Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION

I, Brian G. Drazba, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K/A for the year ended June 30, 2019 of MEI Pharma, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in the report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 6, 2019

/s/ Brian G. Drazba

Brian G. Drazba
Chief Financial Officer
(Principal Financial Officer)