SEC For	rm 4																	
	FORM	4	UNITED) STA	TES			ES AN			NG	ECC	MMIS	SSION				1
								•								-	APPRO	
Section 16. Form 4 or Form 5				STATEMENT OF CHANGES IN BENEFICIAL OWNER											OMB N Estima		r: erage burder	3235-0287
	tions may conti ation 1(b).	nue. See		File		ant to Section							4		hours	per res	ponse:	0.5
1 Nome of	ad Addraga of	Deporting Dereop*			1	ection 30(h) uer Name a					01 194	.0	5 R	elationshin o	f Reporting	Perso	on(s) to Issi	ler 🛛
1. Name and Address of Reporting Person [*] Urso David M				2. Issuer Name and Ticker or Trading Symbol <u>MEI Pharma, Inc.</u> [MEIP]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
													,	V Officer (give title Other (specify				
(Last) (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 07/02/2020									Delow)	Operatin	g Off	below) ficer & G(
C/O MEI PHARMA, INC. 11455 EL CAMINO REAL, SUITE 250					077522020											0		
11455 E.		REAL, SUITE	250		4. If A	mendment,	Date	of Original	Filed	(Month/Da	ay/Yea	.)		dividual or J	oint/Group	Filing	(Check Apr	olicable
(Street)					Line) X								Form filed by One Reporting Person					
SAN DIEGO CA 92130			92130		_									Form filed by More than One Reporting Person				
(City)	(S	tate)	(Zip)											Feison				
		Та	ble I - Nor	-Deriv	ative	Securitie	es Ac	cquired,	Dis	posed o	of, or	Bene	ficially	v Owned				
1. Title of	Security (Ins	tr. 3)		2. Trans Date	action		2A. Deemed Execution Date,		action	4. Securities Acc Disposed Of (D)		cquired) (Instr.	(A) or 3, 4 and 5	5. Amount of Securities		6. Ownership Form: Direct		7. Nature of Indirect
				(Month/	Day/Yea		if any (Month/Day/Year		(Instr.					Beneficia Owned F	ollowing	(D) or Indirect (I) (Instr. 4)		Beneficial Ownership (Instr. 4)
								Code	v	Amount		(A) or (D)	Price	Reported Transact (Instr. 3 a	ion(s)			(1150.4)
Common Stock ⁽¹⁾				07/02	07/02/2020					50,00	50,000 A		\$0.00				D	
			Table II - I			ecurities alls, war								Owned				
ļ				e.y., p	uis, c	ans, wai	anti	$\mathbf{S}_1 \cup \mathbf{D}_1 \cup \mathbf{U}_2$	13, 0	onveru	Die 3	ecun	uesj					
1. Title of	2.	3. Transaction	3A. Deemed	4.		5. Numb			-	able and	7. Tit	e and A	mount	8. Price of	9. Numbe	r of	10.	11. Nature
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Da if any (Month/Day/Y	C	ansactic ode (Inst	r. Securiti Acquire or Dispo	ber of ve es ed (A) osed	6. Date Ex Expiration (Month/Da	ercisa 1 Date		of Se Unde Deriv	e and A curities rlying ative Se . 3 and 4	ecurity	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following	e S Ily	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
Derivative Security	Conversion or Exercise Price of	Date	Execution Da	ite, Tr Co	ansactic ode (Inst	n Derivati r. Securiti Acquire	per of ve es d (A) osed nstr.	6. Date Ex Expiration	ercisa 1 Date		of Se Unde Deriv	curities rlying ative Se . 3 and 4	ecurity 4)	Derivative Security	derivative Securities Beneficia Owned Following Reported Transactio	e S Ily I	Ownership Form: Direct (D)	of Indirect Beneficial Ownership (Instr. 4)
Derivative Security	Conversion or Exercise Price of Derivative	Date	Execution Da	ite, Tr Ca 'ear) 8)	ansactic ode (Inst	n Derivati r. Securiti Acquire or Dispo of (D) (li 3, 4 and	ber of ve es ed (A) osed nstr. 5)	6. Date Ex Expiratior (Month/Da	kercisa n Date ay/Yea	r) xpiration	of Se Unde Deriv (Instr	curities rlying ative Se . 3 and A o N	ecurity 4) mount r umber	Derivative Security	derivative Securities Beneficia Owned Following Reported	e S Ily I	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative	Date	Execution Da	ite, Tr Ca 'ear) 8)	ansactic ode (Inst	n Derivati r. Securiti Acquire or Dispo of (D) (Ii	oer of ve es d (A) osed nstr.	6. Date Ex Expiratior (Month/Da	kercisa n Date ay/Yea	r)	of Se Unde Deriv	curities rlying ative Se . 3 and A o N	ecurity 4) mount	Derivative Security	derivative Securities Beneficia Owned Following Reported Transactio	e S Ily I	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)
Derivative Security	Conversion or Exercise Price of Derivative	Date	Execution Da	rte, Tr Ca (ear) 8)	ansactic ode (Inst	n Derivati r. Securiti Acquire or Dispo of (D) (li 3, 4 and	ber of ve es ed (A) osed nstr. 5) (D)	6. Date Ex Expiratior (Month/Da	ercisa n Date ay/Yea	r) xpiration	of Se Unde Deriv (Instr	curities rlying ative Se . 3 and A N o N o	ecurity 4) mount r umber	Derivative Security	derivative Securities Beneficia Owned Following Reported Transactio	e S Ily I on(s)	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)
Stock Option (Right to Buy)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Da	rte, Tr Ca (ear) 8)	ansactic ode (Inst	n Derivati Securiti Acquire or Disp of (D) (li 3, 4 and (A)	ber of ve es ed (A) osed nstr. 5) (D)	6. Date Ex Expiration (Month/Da Date Exercisab	ercisa n Date ay/Yea	r) xpiration ate	of Se Unde Deriv (Instr Title	non ck	ecurity 4) mount r umber f Shares	Derivative Security (Instr. 5)	derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	s s lly on(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
Stock Option (Right to Buy) Stock Option (Right to Buy)	Conversion or Exercise Price of Derivative Security \$3.49	Date (Month/Day/Year)	Execution Da	rte, Tr Ca (ear) 8)	ansactic ode (Inst	n Derivati Securiti Acquire or Disp of (D) (li 3, 4 and (A)	ber of ve es ed (A) osed nstr. 5) (D)	6. Date Exp Expiration (Month/Da Date Exercisate (2)	ercisa n Date ay/Yea	r) xpiration ate	of Se Unde Deriv (Instr Title Comm Sto	non ck	mount r umber f Shares 25,000	Derivative Security (Instr. 5)	derivative Securities Beneficia Owned Following Reported Transactii (Instr. 4)	s s lly on(s)	Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
Stock Option (Right to Buy)	Conversion or Exercise Price of Derivative Security \$3.49	Date (Month/Day/Year)	Execution Da	rte, Tr Ca (ear) 8)	ansactic ode (Inst	n Derivati Securiti Acquire or Disp of (D) (li 3, 4 and (A)	ber of ve es ed (A) osed nstr. 5) (D)	6. Date Exp Expiration (Month/Da Date Exercisate (2)	erciss 1 Date ay/Yea le D 0 0	r) xpiration ate	of Se Unde Deriv (Instr Title Comm Sto	curities rlying ative Sc . 3 and A o N o non ck 5 non ck 1	mount r umber f Shares 25,000	Derivative Security (Instr. 5)	derivative Securities Beneficia Owned Following Reported Transactii (Instr. 4)	2 5 1 y 0 on(s) 00	Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
Stock Option (Right to Buy) Stock Option (Right to Buy) Stock Option (Right to Buy) Stock Option (Right to Buy)	Conversion or Exercise Price of Derivative Security \$3.49 \$1.57	Date (Month/Day/Year)	Execution Da	rte, Tr Ca (ear) 8)	ansactic ode (Inst	n Derivati Securiti Acquire or Disp of (D) (li 3, 4 and (A)	ber of ve es ed (A) osed nstr. 5) (D)	6. Date Expiration (Month/Date Expiration) Date Exercisab (2) (3)	ercisa ay/Yea ay/Yea 0 0	r) xpiration ate 7/02/2030 7/28/2025	of Se Under	curities rhying ative Sec 3 and 4 A o N N o Charles Ch	ecurity 4) mount r umber f Shares 25,000 27,500	Derivative Security (Instr. 5)	derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4) 525,00	<pre> s s lly J oon(s) 00 00 </pre>	Direct (D) or Indirect (I) (Instr. 4) D	of Indirect Beneficial Ownership (Instr. 4)
Stock Option (Right to Buy) Stock Option (Right to Buy) Stock Option (Right to Buy) Stock Stock	Conversion or Exercise Price of Derivative Security \$3.49 \$1.57 \$1.36	Date (Month/Day/Year)	Execution Da	rte, Tr Ca (ear) 8)	ansactic ode (Inst	n Derivati Securiti Acquire or Disp of (D) (li 3, 4 and (A)	ber of ve es ed (A) osed nstr. 5) (D)	6. Date Exp Expiration (Month/Da Date Exercisab (2) (3) (4)	ercisa ay/Yea ay/Yea 0 0	r) xpiration ate 7/02/2030 7/28/2025 7/29/2026	of Se Unde Deriv (Instr Title Comm Sto	curities rhying ative Sec 3 and 4 A o N N o Charles Ch	ecurity 4) mount r umber f Shares 25,000 27,500 30,000	Derivative Security (Instr. 5)	derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4) 525,00 127,50	<pre> s s lly J oon(s) 00 00 </pre>	Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
Stock Option (Right to Buy)	Conversion or Exercise Price of Derivative Security \$3.49 \$1.57 \$1.36	Date (Month/Day/Year)	Execution Da	rte, Tr Ca (ear) 8)	ansactic ode (Inst	n Derivati Securiti Acquire or Disp of (D) (li 3, 4 and (A)	ber of ve es ed (A) osed nstr. 5) (D)	6. Date Exp Expiration (Month/Da Date Exercisab (2) (3) (4)	le E D D D D D D D D D D D D D D D D D D	r) xpiration ate 7/02/2030 7/28/2025 7/29/2026	of Se Under	curities relying ative Sc statice	ecurity 4) mount r umber f Shares 25,000 27,500 30,000	Derivative Security (Instr. 5)	derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4) 525,00 127,50	s s s s lly j oon(s))0)0)0	Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
Stock Option (Right to Buy) Stock Option (Right to Buy)	Conversion or Exercise Price of Derivative Security \$3.49 \$1.57 \$1.36 \$2.83	Date (Month/Day/Year)	Execution Da	rte, Tr Ca (ear) 8)	ansactic ode (Inst	n Derivati Securiti Acquire or Disp of (D) (li 3, 4 and (A)	ber of ve es ed (A) osed nstr. 5) (D)	6. Date Expiration (Month/Date Exercisable (2) (3) (4) (5)	lie Date Applied to the second	r) xpiration ate 7/02/2030 7/28/2025 7/29/2026 7/06/2027	of Sec Unde Deriv (Instr Tritle Comm Sto Comm Sto	curities curities curities curities curities curities curits curve	ecurity mount r umber 5 Shares 25,000 27,500 30,000 30,000	Derivative Security (Instr. 5)	derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4) 525,00 127,50 130,00	s s s s lly j oon(s))0)0)0)0	Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
Derivative Security (Instr. 3) Stock Option (Right to Buy) Stock Option (Right to Buy) Stock Option (Right to Buy) Stock Option (Right to Buy) Stock Option (Right to Buy) Stock Option (Right to Buy) Stock Option (Right to Buy)	Conversion or Exercise Price of Derivative Security \$3.49 \$1.57 \$1.36 \$2.83 \$4.33	Date (Month/Day/Year)	Execution Da	rte, Tr Ca (ear) 8)	ansactic ode (Inst	n Derivati Securiti Acquire or Disp of (D) (li 3, 4 and (A)	ber of ve es ed (A) osed nstr. 5) (D)	6. Date Exp Expiration (Month/Date Exercisable (2) (3) (4) (5) (6)	le E 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	r) xpiration ate 7/02/2030 7/28/2025 7/29/2026 7/06/2027 6/22/2028	of See Unde Deriv (Instr Title Comm Sto Comm Sto Comm Sto	curities rhying .3 and r .3 an	ecurity mount umber f Shares 25,000 27,500 30,000 30,000 30,000	Derivative Security (Instr. 5)	derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4) 525,00 127,50 130,00 130,00	s s s lly j oon(s))0)0)0)0)0	Ownership Form: Direct (D) or Indirect (I) (Instr. 4) D D D D D D	of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

1. Consists of a grant of restricted stock units, which shall vest on the one-year anniversary of the date of grant.

2. One-quarter of such options shall vest on July 2, 2021 and the remaining three-quarters of such options shall vest monthly over a three-year period beginning on July 2, 2021.

3. All of such options are presently exercisable.

4. One-quarter of such options vested on July 29, 2017 and the remaining three-quarters of such options shall vest monthly over a three-year period beginning on July 29, 2017.

5. One-quarter of such options vested on July 6, 2018 and the remaining three-quarters of such options shall vest monthly over a three-year period beginning on July 6, 2018.

6. One-quarter of such options vested on June 22, 2019 and the remaining three-quarters of such options shall vest monthly over a three-year period beginning on June 22, 2019.

7. One-quarter of such options vested on July 12, 2019 and the remaining three-quarters of such options shall vest monthly over a three-year period beginning on July 12, 2019. 8. One-quarter of such options vested on July 1, 2020 and the remaining three-quarters of such options shall vest monthly over a three-year period beginning on July 1, 2020.

Remarks:

/s/ Brian G. Drazba, as attorney in fact 07/02/2020

 In fact

 ** 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.