

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Vivo Ventures V, LLC</u>  (Last) (First) (Middle) 575 HIGH STREET, SUITE 201  (Street) PALO ALTO CA 94301  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MEI Pharma, Inc. [ MEIP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/25/2013	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/25/2013		S		15,100	D	\$8.2	182,322	I	See footnote <sup>(1)</sup>
Common Stock	10/28/2013		S		2,263	D	\$8.3032 <sup>(2)</sup>	180,059	I	See footnote <sup>(3)</sup>
Common Stock	10/29/2013		S		44	D	\$8.27 <sup>(4)</sup>	180,015	I	See footnote <sup>(5)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person\*  
Vivo Ventures V, LLC  
 (Last) (First) (Middle)  
 575 HIGH STREET, SUITE 201  
 (Street)  
 PALO ALTO CA 94301  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Vivo Ventures Fund V, L.P.  
 (Last) (First) (Middle)  
 575 HIGH STREET, SUITE 201  
 (Street)  
 PALO ALTO CA 94301  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Vivo Ventures V Affiliates Fund, L.P.

(Last)	(First)	(Middle)
575 HIGH STREET, SUITE 201		
_____		
(Street)		
PALO ALTO	CA	94301
_____		
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Includes 180,452 shares held of record by Vivo Ventures Fund V, L.P., and 1,870 shares held of record by Vivo Ventures V Affiliates Fund, L.P. (together, the "Vivo V Funds"). Vivo Ventures V, LLC (the "Vivo V GP"), as the sole general partner of both of the Vivo V Funds, may be deemed to beneficially own the Common Stock of the Issuer owned by the Vivo V Funds. Vivo V GP disclaims beneficial ownership of the shares except to the extent of its pecuniary interest therein.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.25 to \$8.50 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range.
3. Includes 178,212 shares held of record by Vivo Ventures Fund V, L.P., and 1,847 shares held of record by Vivo Ventures V Affiliates Fund, L.P. (together, the "Vivo V Funds"). Vivo Ventures V, LLC (the "Vivo V GP"), as the sole general partner of both of the Vivo V Funds, may be deemed to beneficially own the Common Stock of the Issuer owned by the Vivo V Funds. Vivo V GP disclaims beneficial ownership of the shares except to the extent of its pecuniary interest therein.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.25 to \$8.30 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range.
5. Includes 178,169 shares held of record by Vivo Ventures Fund V, L.P., and 1,846 shares held of record by Vivo Ventures V Affiliates Fund, L.P. (together, the "Vivo V Funds"). Vivo Ventures V, LLC (the "Vivo V GP"), as the sole general partner of both of the Vivo V Funds, may be deemed to beneficially own the Common Stock of the Issuer owned by the Vivo V Funds. Vivo V GP disclaims beneficial ownership of the shares except to the extent of its pecuniary interest therein.

**Remarks:**

[/s/ Albert Cha, Managing Member of Vivo Ventures V, LLC](#)      [10/29/2013](#)

[/s/ Albert Cha, Managing Member of Vivo Ventures Fund V, LLC, General Partner of Vivo Ventures Fund V, L. P.](#)      [10/29/2013](#)

[/s/Albert Cha, Managing Member of Vivo Ventures V, LLC, General Partner of Vivo Ventures V Affiliates Fund, L.P.](#)      [10/29/2013](#)

\*\* 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.**