

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <b>AUSTIN JOSIAH T</b> _____ (Last) (First) (Middle) <b>4763 CHRISTOPHER PLACE</b> _____ (Street) <b>DALLAS TX 75204</b> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>MEI Pharma, Inc. [ MEIP ]</b>			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) <b>12/06/2012</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
			4. If Amendment, Date of Original Filed (Month/Day/Year)					

**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			

**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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	Date Exercisable	Expiration Date						Title
Warrants to purchase shares of common stock	\$1.19	12/06/2012		j <sup>(1)</sup>		1,000,000		(2)	05/10/2017	Common stock, par value \$0.00000002 per share	250,000	\$0 <sup>(1)</sup>	1,000,000 <sup>(2)</sup>	I	By Self as Trustee for the Josiah & Valer Austin Family Revocable Trust

**Explanation of Responses:**

- On December 5, 2012, Novogen Limited ("Novogen") entered into an agreement (the "Agreement") with the issuer pursuant to which the issuer granted a limited waiver of certain rights pursuant to non-compete provisions contained in the Asset Purchase Agreement, dated as of December 21, 2010, between the issuer and Novogen and Novogen Research Pty Ltd, a wholly owned subsidiary of Novogen. As consideration for the limited waiver, Novogen agreed, among other things, to transfer to certain of its officers and directors warrants for the purchase of 1,247,168 shares of the issuer's common stock. The reporting person received the warrants reflected in Table II in his capacity as a director of Novogen without the payment of any consideration.
- These warrants are immediately exercisable. Each warrant is exercisable for the purchase of 0.25 shares of common stock, with an exercise price of \$1.19 per whole share.

/s/ Josiah T. Austin 12/10/2012  
 \*\* 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.**