| | FORM | 4 | UNITE | D STA | TES | S SE | ECL | | | | | | ANGE | co | MMI | SSION | 1 | <u></u> | | |
|---|---|--|--|---------|--|--------|--|----------|--------------------|--|----------|-----------------|--|--|--|---|--|---|--|---|
| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See | | | Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP | | | | | | | | | | | | | OMB APPROVAL OMB Number: 3235-0287 | | | | |
| | | | STATEMENT OF CHANGES IN BENEFICIAL OWNE | | | | | | | | | | | _ | Estimated a | | | verage burd | 11 | |
| | | | | File | illed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 | | | | | | | | | | | | | | | |
| | | | | | 2. Issuer Name and Ticker or Trading Symbol <u>MEI Pharma, Inc.</u> [MEIP] | | | | | | | | | 5. Re (Che | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner | | | | | |
| | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 10/20/2023 | | | | | | | | 1 | Officer (give title Other (specify below) below) | | | | | | |
| 601 CALIFORNIA STREET SUITE 1151 | | | | | | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person | | | | | | | |
| (Street) | | | | | | | | | | | | | | led by Mo | • | i One Rep | | | | |
| SAN CA 94108 | | | | | Rule 10b5-1(c) Transaction Indication | | | | | | | | | | | | | | | |
| (City) | (S | tate) | (Zip) | | | the af | firmat | ive defe | nse condi | tions o | of Ru | ile 10b5-1 | (c). See I | nstructio | on 10. | | | plan tha | at is intende | ed to satisfy |
| 1 Title of 9 | Socurity (Inc | | ble I - No | n-Deriv | | | | ties A | cquire | ed, D | Disp | | | | | y Owned | | 6.04 | vnership | 7. Nature of |
| Date | | | | | | ar) E | Execution Date, if any (Month/Day/Year) | | e, Tra Co | Transaction Code (Instr. | | Disposed Of (D) | | Acquired (A) or (D) (Instr. 3, 4 and | | Securities Beneficially Owned Following Reported | | Form: Direct (D) or Indirect (I) (Instr. 4) | | Indirect Beneficial Ownership (Instr. 4) |
| | | | | | | | | | Co | de \ | / | Amount | : (/ (I | A) or D) | Price | Transact (Instr. 3 a | ion(s) | | | |
| Common Stock 10, | | | | 10/20 | /2023 | 3 | | | x | c | | 120,600 | | A | \$7 | 611,440 | | | I | By Funicular Funds, LP ⁽¹⁾ |
| | | | Table II - | | | | | | | | | | | | | Owned | | | | I |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | | 4. Transaction Code (Instr. B) | | 5. Number 6. I | | 6. Date Expirat | s, Options, convert 5. Date Exercisable and Expiration Date (Month/Day/Year) | | | 7. Title and Amou of Securities Underlying Derivative Securit (Instr. 3 and 4) | | ount | 8. Price of Derivative Security (Instr. 5) | 9. Numbe derivativ Securitie Beneficia | e s | 10. Ownershi Form: Direct (D) | Beneficial Ownership |
| Derivative Security | | | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | | | | | | | | Owned Following Reported Transaction(s) (Instr. 4) | | or Indirect (I) (Instr. 4 | |
| | | | | c | ode | v | (A) | (D) | Date Exercis | able | Ex Da | piration te | Title | or Nu | ount nber Shares | | | | | |
| Put Option (obligation to buy) | \$7 | 10/20/2023 | | | x | | | 1,206 | 09/22/2 | 2023 | 10/ | /20/2023 | Commo Stock | | 0,600 | \$0 | 4,49 | 4 | I | By Funicular Funds, LP ⁽¹⁾ |
| Put Option (obligation to buy) | \$7 | 10/20/2023 | | | Е | | | 4,494 | 09/22/2 | 2023 | 10/ | /20/2023 | Commo Stock | | 9,400 | \$0 | 0 | | I | By Funicular Funds, LP ⁽¹⁾ |
| | nd Address of lar Funds | Reporting Person [*] , LP | ŧ | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | |
| (Last) (First) (Middle) 601 CALIFORNIA STREET SUITE 1151 | | | | | | | | | | | | | | | | | | | | |
| (Street) SAN FRANCISCO CA 94108 | | | | _ | | | | | | | | | | | | | | | | |
| (City) | | (State) | (Zip) | | | | | | | | | | | | | | | | | |
| | nd Address of Car Capita | Reporting Person [*] al LLC | ł | | | | | | | | | | | | | | | | | |
| (Last) (First) (Middle) 601 CALIFORNIA STREET | | | | | | | | | | | | | | | | | | | | |
| SUITE 1 | | | | | | | | | | | | | | | | | | | | |
| (Street) SAN FR | ANCISCO | СА | 9410 |)8 | | | | | | | | | | | | | | | | |

SEC Form 4

(City)

(State)

(Zip)

| 1. Name and Address of Reporting Person* Ma-Weaver Jacob | | | | | | |
|---|-------------------|----------|--|--|--|--|
| (Last) 601 CALIFORNIA SUITE 1151 | (First) STREET | (Middle) | | | | |
| (Street) SAN FRANCISCO |) CA | 94108 | | | | |
| (City) | (State) | (Zip) | | | | |

Explanation of Responses:

1. The securities were purchased and are held by Funicular Funds, LP (the "Fund"). Cable Car Capital LLC ("Cable Car"), as the General Partner of the Fund, and Jacob Ma-Weaver, as the Managing Member of Cable Car, may each be deemed the beneficial owner of the shares owned by the Fund. Each of the Reporting Persons is a member of a Section 13(d) group that collectively owns more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.

| <u>By: Cable Car Capital LLC,</u> By: /s/ Jacob Ma-Weaver, <u>Managing Member</u> | <u>10/24/2023</u> |
|--|---------------------------|
| <u>By: Funicular Funds, LP, By:</u> <u>Cable Car Capital LLC, By: /s/</u> Jacob Ma- Weaver, Managing Member | <u>10/24/2023</u> |
| By: /s/ Jacob Ma-Weaver ** Signature of Reporting Person | <u>10/24/2023</u> 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.