

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>New Leaf Ventures II, L.P.</u> (Last) (First) (Middle) <u>C/O NEW LEAF VENTURES</u> <u>TIMES SQUARE TOWER, 7 TIMES SQ, STE 3502</u> (Street) <u>NEW YORK NY 10036</u> (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) <u>05/06/2013</u>	
		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	05/06/2013		s		100,000	D	\$8.7	2,145,475	D ⁽¹⁾	
Common Stock	05/08/2013		s		100,000	D	\$8.45	2,045,475	D ⁽¹⁾	

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)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
New Leaf Ventures II, L.P.
 (Last) (First) (Middle)
C/O NEW LEAF VENTURES
TIMES SQUARE TOWER, 7 TIMES SQ, STE 3502
 (Street)
NEW YORK NY 10036
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
New Leaf Venture Associates II, L.P.
 (Last) (First) (Middle)
C/O NEW LEAF VENTURES
TIMES SQUARE TOWER, 7 TIMES SQ, STE 3502
 (Street)
NEW YORK NY 10036
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
New Leaf Venture Management II, L.L.C.
 (Last) (First) (Middle)

C/O NEW LEAF VENTURES
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(Street)
NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Chambon Philippe O.](#)

(Last) (First) (Middle)

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(Street)
NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[NIEDEL JAMES](#)

(Last) (First) (Middle)

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(City) (State) (Zip)

1. Name and Address of Reporting Person*

[HUNT RONALD](#)

(Last) (First) (Middle)

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(Street)
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(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Lathi Vijay K](#)

(Last) (First) (Middle)

C/O NEW LEAF VENTURES
2500 SAND HILL ROAD, SUITE 203

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Delagardelle Jeani](#)

(Last) (First) (Middle)

C/O NEW LEAF VENTURES
2500 SAND HILL ROAD, SUITE 203

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

Explanation of Responses:

1. The securities are directly held by New Leaf Ventures II, L.P. ("NLV II") and indirectly held by New Leaf Venture Associates II, L.P. ("NLV Associates II"), the sole general partner of NLV II, New Leaf Venture Management II, L.L.C. ("NLV Management II"), the sole general partner of NLV Associates II, and the individual managers of NLV Management II (NLV Associates II, NLV Management II and the

individual managers of NLV Management II each, an "Indirect Reporting Person"). The individual managers of NLV Management II filing jointly with NLV II, NLV Associates II and NLV Management II are Philippe O. Chambon, James Niedel, Ronald Hunt, Vijay Lathi and Jeani Delagardelle. Each Indirect Reporting Person disclaims beneficial ownership of such portion of the NLV II shares in which such Indirect Reporting Person has no actual pecuniary interest therein.

Remarks:

<u>/s/ Craig L. Slutzkin, Chief Financial Officer of New Leaf Venture Management II, L.L.C., the sole general partner of New Leaf Venture Associates II, L.P., the sole general partner of New Leaf Ventures II, L.P.</u>	<u>05/08/2013</u>
<u>/s/ Craig L. Slutzkin, Chief Financial Officer of New Leaf Venture Management II, L.L.C., the sole general partner of New Leaf Venture Associates II, L.P.</u>	<u>05/08/2013</u>
<u>/s/ Craig L. Slutzkin, Chief Financial Officer of New Leaf Venture Management II, L.L.C.</u>	<u>05/08/2013</u>
<u>/s/ Craig L. Slutzkin, as Attorney-in-Fact for Philippe O. Chambon</u>	<u>05/08/2013</u>
<u>/s/ Craig L. Slutzkin, as Attorney-in-Fact for James Niedel</u>	<u>05/08/2013</u>
<u>/s/ Craig L. Slutzkin, as Attorney-in-Fact for Ronald Hunt</u>	<u>05/08/2013</u>
<u>/s/ Craig L. Slutzkin, as Attorney-in-Fact for Vijay Lathi</u>	<u>05/08/2013</u>
<u>/s/ Craig L. Slutzkin, as Attorney-in-Fact for Jeani Delagardelle</u>	<u>05/08/2013</u>

** 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.