

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>GHALIE RICHARD G</u> (Last) (First) (Middle) <u>C/O MEI PHARMA, INC.,</u> <u>11455 EL CAMINO REAL, SUITE 250</u> (Street) <u>SAN DIEGO CA 92130</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align:right"><u>Chief Medical Officer</u></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/03/2021</u>	
	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 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	Amount or Number of Shares				
Stock Option (Right to Buy)	\$3.55	05/03/2021		A		75,000		(1)	05/03/2031	Common Stock	75,000	\$0	75,000	D	
Stock Option (Right to Buy)	\$1.21							(2)	03/07/2026	Common Stock	130,000		130,000	D	
Stock Option (Right to Buy)	\$1.38							(2)	07/14/2026	Common Stock	25,000		155,000	D	
Stock Option (Right to Buy)	\$2.88							(3)	07/07/2027	Common Stock	65,000		220,000	D	
Stock Option (Right to Buy)	\$4.28							(4)	07/12/2028	Common Stock	130,000		350,000	D	
Stock Option (Right to Buy)	\$2.52							(5)	07/01/2029	Common Stock	150,000		500,000	D	
Stock Option (Right to Buy)	\$3.49							(6)	07/02/2030	Common Stock	150,000		650,000	D	

Explanation of Responses:

- 1/4th of shares vest one-year from 5/03/2021, with the remaining balance of shares vesting in 36 equal amounts over three years.
- All options are currently exercisable.
- 1/4th of shares vest one-year from July 7, 2017, with the remaining balance of shares vesting in 36 equal amounts over three years.
- 1/4th of shares vest one-year from July 12, 2018, with the remaining balance of shares vesting in 36 equal amounts over three years.
- 1/4th of shares vest one-year from July 1, 2019, with the remaining balance of shares vesting in 36 equal amounts over three years.
- 1/4th of shares vest one-year from July 2, 2020, with the remaining balance of shares vesting in 36 equal amounts over three years.

/s/ Richard Ghalie MD

05/05/2021

** 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.