

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>12/08/2014</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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/08/2014		S		9,004	D	\$6.0523 ⁽¹⁾	1,671,471	D ⁽²⁾	
Common Stock	12/09/2014		S		70,081	D	\$6.0085 ⁽³⁾	1,601,390	D ⁽²⁾	

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
TIMES SQUARE TOWER, 7 TIMES SQ, STE 3502

(Street)
NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Chambon Philippe O.](#)

(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*

[HUNT RONALD](#)

(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*

[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)

1. Name and Address of Reporting Person*

[Ratcliffe Liam](#)

(Last) (First) (Middle)

C/O NEW LEAF VENTURES
TIMES SQUARE TOWER, 7 TIMES SQ, STE 3502

(Street)
NEW YORK NY 10036

(City) (State) (Zip)

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price (net of commissions). These shares were sold in multiple transactions at prices ranging from \$6.00 to \$6.35, 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 sold at each separate

price within the ranges set forth in this footnote.

2. Represents shares directly beneficially owned by New Leaf Ventures II, L.P. ("NLV II"). New Leaf Venture Associates II, L.P. ("NLV Associates") is the general partner of NLV II and New Leaf Venture Management II, L.L.C. ("NLV Management") is the general partner of NLV Associates. Philippe O. Chambon, Jeani Delagardelle, Ronald Hunt, Vijay Lathi, and Liam Ratcliffe are the individual managers of NLV Management (the "Individual Managers"). NLV Associates and NLV Management disclaim beneficial ownership of such shares, except to the extent of their pecuniary interest therein. As one of five individual managers, each of the Individual Managers disclaims beneficial ownership over the shares reported herein, and in all events disclaims pecuniary interest except to the extent of his economic interest.

3. The price reported in Column 4 is a weighted average price (net of commissions). These shares were sold in multiple transactions at prices ranging from \$6.00 to \$6.08, 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 sold at each separate price within the ranges set forth in this footnote.

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>12/10/2014</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>12/10/2014</u>
<u>/s/ Craig L. Slutzkin, Chief Financial Officer of New Leaf Venture Management II, L.L.C.</u>	<u>12/10/2014</u>
<u>/s/ Craig L. Slutzkin, as Attorney-in-Fact for Philippe O. Chambon</u>	<u>12/10/2014</u>
<u>/s/ Craig L. Slutzkin, as Attorney-in-Fact for Ronald Hunt</u>	<u>12/10/2014</u>
<u>/s/ Craig L. Slutzkin, as Attorney-in-Fact for Vijay Lathi</u>	<u>12/10/2014</u>
<u>/s/ Craig L. Slutzkin, as Attorney-in-Fact for Jeani Delagardelle</u>	<u>12/10/2014</u>
<u>/s/ Craig L. Slutzkin, as Attorney-in-Fact for Liam Ratcliffe</u>	<u>12/10/2014</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.