

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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* <u>Rueckert William Dodge</u>  (Last) (First) (Middle) C/O MEI PHARMA, INC 11975 EL CAMINO REAL, SUITE 101  (Street) SAN DIEGO CA 92130  (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/11/2012	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 05/15/2012	

**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, par value \$0.00000002 per share	05/11/2012		X		236 <sup>(1)(3)</sup>	A	\$5.34 <sup>(1)(3)</sup>	654 <sup>(1)(2)</sup>	D	

**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				
Subscription rights (right to buy)	\$2.67 <sup>(1)(3)</sup>	05/11/2012		X			2,834 <sup>(3)</sup>	03/30/2012	05/11/2012	Units to purchase common stock and warrants	2,834 <sup>(3)</sup>	\$0 <sup>(3)</sup>	0	D	
Warrants to purchase common stock, par value \$0.00000002	\$7.14 <sup>(1)</sup>	05/11/2012		X		2,834 <sup>(3)</sup>		05/11/2012	05/10/2017	Common stock	118 <sup>(1)(3)</sup>	\$7.14 <sup>(1)(3)</sup>	2,834 <sup>(3)</sup>	D	

**Explanation of Responses:**

- The number of securities and price reported previously have been adjusted for the effect of a 1 for 6 reverse stock split, which was effective on December 18, 2012.
- This form is being filed to correct the cumulative number of shares owned by the reporting person, which was incorrectly reported due an administrative error.
- The shares of common stock, par value \$0.00000002 per share ("Common Stock") and warrants to purchase Common Stock were acquired in connection with the MEI Pharma, Inc. (the "Company") rights offering, the subscription period for which expired on May 11, 2012. In the rights offering, the Company distributed to its shareholders and holders of its Series A warrants, on a pro rata basis, subscription rights for the purchase of units. Each unit consisted of 0.0833 shares of the Company's Common Stock and warrants to purchase an additional 0.04167 shares of Common Stock at an exercise price of \$7.14 per share. The subscription price for each unit was \$2.67 (or \$5.34 for two units representing one whole share of Common Stock). The reporting person exercised subscription rights for an aggregate of 2,834 units. Accordingly, upon the closing of the rights offering, the Company issued to the reporting person 236 shares of Common Stock and warrants to purchase an additional 118 shares.

/s/ William D. Rueckert

09/12/2013

\*\* 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.

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