

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Vivo Ventures V, LLC</u> (Last) (First) (Middle) 575 HIGH STREET, SUITE 201 (Street) PALO ALTO CA 94301 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/18/2012	3. Issuer Name and Ticker or Trading Symbol <u>MEI Pharma, Inc. [MEIP]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock ⁽¹⁾	270,782	I	See footnote ⁽²⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants	12/18/2012	12/18/2017	Common Stock	24,401	3.12	I	See footnote ⁽²⁾

1. Name and Address of Reporting Person*
Vivo Ventures V, LLC
 (Last) (First) (Middle)
 575 HIGH STREET, SUITE 201
 (Street)
 PALO ALTO CA 94301
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Vivo Ventures Fund V, L.P.
 (Last) (First) (Middle)
 575 HIGH STREET, SUITE 201
 (Street)
 PALO ALTO CA 94301
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Vivo Ventures V Affiliates Fund, L.P.
 (Last) (First) (Middle)
 575 HIGH STREET, SUITE 201
 (Street)
 PALO ALTO CA 94301
 (City) (State) (Zip)

Explanation of Responses:

1. Includes 24,401 shares issuable upon the exercise of warrants that are exercisable within 60 days.

2. 243,856 shares and warrants exercisable for an additional 24,151 shares are held of record by Vivo Ventures Fund V, L.P., and 2,525 shares and warrants exercisable for an additional 250 shares are held of record by Vivo Ventures V Affiliates Fund, L.P. (together, the "Vivo V Funds"). Vivo Ventures V, LLC (the "Vivo V GP"), as the sole general partner of both of the Vivo V Funds, may be deemed to beneficially own the Common Stock of the Issuer owned by the Vivo V Funds. Vivo V GP disclaims beneficial ownership of the shares except to the extent of its pecuniary interest therein.

Remarks:

/s/ Albert Cha, Managing
Member of Vivo Ventures V,
LLC 12/18/2012

/s/ Albert Cha, Managing
Member of Vivo Ventures
Fund V, L.P. and Vivo Ventures
V, LLC, its Genral Partner 12/18/2012

/s/ Albert Cha, Managing
Member of Vivo Ventures V
Affiliates Fund, L.P. and Vivo
Ventures V, LLC, its General
Partner 12/18/2012

** 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 5 (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.