UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 22, 2018

MEI Pharma, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**000-50484**	**51-0407811**
(State or other jurisdiction of incorporation or organization)	**(Commission File Number)**	**(I.R.S. Employer Identification No.)**

3611 Valley Centre Drive, Suite 500, San Diego, California 92130
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (858) 369-7100

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

☐ Emerging growth company

☐ If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 22, 2018, the Board of Directors (the "Board") of MEI Pharma, Inc. (the "Company") voted to increase the size of the Board by one seat and appointed Mr. Frederick Driscoll to fill the vacancy on the Board resulting from such increase in the size of the Board. Mr. Driscoll will serve for a term that commences immediately and expires at the December 2018 annual meeting of stockholders, or until his earlier resignation or removal. Mr. Driscoll is also expected to serve as a member of the Company's Audit Committee.

There are no related party transactions involving Mr. Driscoll that are reportable under Item 404(a) of Regulation S-K. There is no arrangement or understanding between Mr. Driscoll and any other person pursuant to which Mr. Driscoll was selected as a director. There are no family relationships among any of the Company's directors, executive officers and Mr. Driscoll. There are no material plans, contracts or arrangements to which Mr. Driscoll is a party or in which he participates nor has there been any material amendment to any plan, contract or arrangement by virtue of Mr. Driscoll's appointment.

Driscoll biography. Frederick Driscoll, age 67, has more than 30 years of senior financial management with public and privately held biotechnology companies. Most recently he acted as a financial advisor of Flexion Therapeutics, Inc. and served as the CFO from 2013 until his retirement in March 2017. Prior to Flexion, Mr. Driscoll served as CFO of Novavax from 2009-2013. Mr. Driscoll also served as CFO and CEO at Genelabs Technologies. Mr. Driscoll holds a B.S. in Accounting from Bentley University.

Driscoll compensation. In connection with his services as a director, Mr. Driscoll received an initial stock option grant to purchase 33,333 shares of the Company's common stock, including options to purchase 20,000 shares of the Company's common stock in connection with his appointment to the Board, which are subject to vesting over a three-year period, and options to purchase 13,333 shares of the Company's common stock as a pro-rated portion of the annual option grant made to all of the members of the Board for fiscal 2018, which are subject to vesting over a four-month period, under the MEI Pharma, Inc. Amended and Restated 2008 Stock Omnibus Equity Compensation Plan, at an exercise price equal to the closing price of MEI Pharma common stock on February 22, 2018.

Item 8.01 Other Events.

On February 26, 2018, the Company issued a press release regarding the appointment of Mr. Driscoll a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Press Release of MEI Pharma, Inc. dated February 26, 2018

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MEI PHARMA, INC.

By: /s/ Daniel P. Gold
Daniel P. Gold
Chief Executive Officer

Dated: February 26, 2018

MEI Pharma Appoints Industry Veteran Frederick W. Driscoll to its Board of Directors

SAN DIEGO, February 26, 2018 – MEI Pharma, Inc. (NASDAQ: MEIP), an oncology company focused on the clinical development of novel therapies for cancer, today announced the appointment of Frederick W. Driscoll to its board of directors. Mr. Driscoll will serve on the audit committee.

“As an industry veteran, Fred brings MEI a tremendous amount of industry and financial experience that we can leverage to effectively advance our oncology pipeline as our programs move into later stage development,” said Daniel P. Gold, Ph.D., president and chief executive officer of MEI Pharma. “We look forward to working with Fred and adding his valuable contributions to our efforts.”

Mr. Driscoll currently serves on the board of directors of Abpro Therapeutics, Cellectar Biosciences, Inc. (NASDAQ: CLRB) and NantKwest, Inc. (NASDAQ: NK) He served as the chief financial officer of Flexion Therapeutics, Inc. (NASDAQ: FLXN) from 2013 to 2017 and before joining Flexion, he was the chief financial officer at Novavax, Inc. from 2009 to 2013. From 2008 to 2009, Mr. Driscoll served as the chief executive officer at Genelabs Technologies, Inc. and from 2007 to 2008 he served as the company’s chief financial officer. He was also the chief executive officer of OXiGENE, Inc. from 2000 to 2006. Mr. Driscoll also served as the chairman of the board and audit committee chair at OXiGENE and as a member of the audit committee for Cynapsus Therapeutics, Inc. Mr. Driscoll earned a bachelor’s degree in accounting and finance from Bentley University.

About MEI Pharma

MEI Pharma, Inc. (Nasdaq: MEIP) is a San Diego-based oncology company focused on the clinical development of novel therapies for cancer. The Company’s portfolio of drug candidates includes pracinostat, an oral HDAC inhibitor that is partnered with Helsinn Healthcare, SA. Pracinostat has been granted Breakthrough Therapy Designation from the U.S. Food and Drug Administration for use in combination with azacitidine for the treatment of patients with newly diagnosed acute myeloid leukemia (AML) who are unfit for intensive chemotherapy. Pracinostat is also being developed in combination with azacitidine for the treatment of patients with high and very high-risk myelodysplastic syndrome (MDS) (NCT03151304). MEI Pharma’s clinical development pipeline also includes ME-401, a highly differentiated oral PI3K delta inhibitor currently in a Phase 1b study in patients with relapsed/refractory CLL or follicular lymphoma, and voruciclib, an oral, selective CDK inhibitor shown to suppress MCL1, a known mechanism of resistance to BCL2 inhibitors. The Company is also developing ME-344, a novel mitochondrial inhibitor currently in an investigator-sponsored study in combination with bevacizumab for the treatment of HER2-negative breast cancer. Pracinostat, ME-401, ME-344 and voruciclib are investigational agents and are not approved for use in the U.S. For more information, please visit www.meipharma.com.

Under U.S. law, a new drug cannot be marketed until it has been investigated in clinical studies and approved by the FDA as being safe and effective for the intended use. Statements included in this press release that are not historical in nature are “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. You should be aware that our actual results could differ materially from those contained in the forward-looking statements, which are based on management’s current expectations and are subject to a number of risks and uncertainties, including, but not limited to, our failure to successfully

commercialize our product candidates; costs and delays in the development and/or FDA approval, or the failure to obtain such approval, of our product candidates; uncertainties or differences in interpretation in clinical trial results; our inability to maintain or enter into, and the risks resulting from our dependence upon, collaboration or contractual arrangements necessary for the development, manufacture, commercialization, marketing, sales and distribution of any products; competitive factors; our inability to protect our patents or proprietary rights and obtain necessary rights to third party patents and intellectual property to operate our business; our inability to operate our business without infringing the patents and proprietary rights of others; general economic conditions; the failure of any products to gain market acceptance; our inability to obtain any additional required financing; technological changes; government regulation; changes in industry practice; and one-time events. We do not intend to update any of these factors or to publicly announce the results of any revisions to these forward-looking statements.

Contacts:
David A. Walsey
VP of IR and Corporate Communications
Tel: 858-369-7104
investor@meipharma.com

Jason I. Spark
Canale Communications for MEI
Tel: 619-849-6005
jason@canalecomm.com