

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>VIVO VENTURES VII, LLC</u> (Last) (First) (Middle) <u>575 HIGH STREET</u> <u>SUITE 201</u> (Street) <u>PALO ALTO CA 94301</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>05/16/2013</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	05/16/2013		S		17,428	D	\$9.0655 ⁽¹⁾	4,223,368 ⁽²⁾	I	See footnote. ⁽³⁾

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)		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)					

1. Name and Address of Reporting Person*
VIVO VENTURES VII, 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 VII, 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 VII Affiliates Fund, L.P.
 (Last) (First) (Middle)

575 HIGH STREET
SUITE 201

(Street)
PALO ALTO CA 94301
(City) (State) (Zip)

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.98 to \$9.27 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 purchased at each separate price within the range.
2. The number reported excludes 420,000 shares issuable upon conversion of warrants that were reported in Table I of the Form 3 filed on December 21, 2012.
3. Includes 4,133,284 shares held of record by Vivo Ventures Fund VII, L.P., and 90,084 shares held of record by Vivo Ventures VII Affiliates Fund, L.P. (together, the "Vivo VII Funds"). Vivo Ventures VII, LLC (the "Vivo VII GP"), as the sole general partner of both of the Vivo VII Funds, may be deemed to beneficially own the Common Stock of the Issuer owned by the Vivo VII Funds. Vivo VII 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 VII, 05/20/2013
LLC

/s/ Albert Cha, Managing
Member of Vivo Ventures
Fund VII, L.P. and Vivo 05/20/2013
Ventures VII, LLC, its General
Partner

/s/ Albert Cha, Managing
Member of Vivo Ventures VII
Affiliates Fund, L.P. and Vivo 05/20/2013
Ventures VII, LLC, its General
Partner

** 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.