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): June 4, 2018

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

Delaware	**000-50484**	**51-0407811**
(State of 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

(Former name or former address, if changed since last report)

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 240.13c-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 8.01. Other Events.

On June 4, 2018, MEI Pharma, Inc. issued two press releases relating to the presentation of clinical data at the 2018 America Society of Clinical Oncology (ASCO) Annual Meeting. A copy of the press release relating to Phase 1b clinical data for ME-401 in patients with indolent B-Cell Malignancies is attached hereto as Exhibit 99.1 and a copy of the press release relating to clinical data for ME-344 in HER2 negative breast cancer patients is attached hereto as Exhibit 99.2, each of which is hereby 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 June 4, 2018 relating to ME-401
99.2	Press release of MEI Pharma, Inc., dated June 4, 2018 relating to ME-344

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.

Date: June 4, 2018

By: /s/ Brian G. Drazba
Name: Brian G. Drazba
Title Chief Financial Officer and Secretary

MEI Pharma Presents Phase 1b Clinical Data for ME-401 in Patients with Indolent B-Cell Malignancies at the 2018 American Society of Clinical Oncology (ASCO) Annual Meeting

— 90% Objective Response Rate Observed in Patients with Indolent B-Cell Malignancies —

SAN DIEGO, June 4, 2018 – MEI Pharma, Inc. (NASDAQ: MEIP) a pharmaceutical company focused on leveraging its extensive development and oncology expertise to identify and advance new therapies for cancer, today announced that data presented at ASCO 2018 from a Phase 1b study of ME-401 demonstrate a 90% objective response rate in patients with relapsed or refractory follicular lymphoma (FL), chronic lymphocytic lymphoma (CLL) and small lymphocytic lymphoma (SLL). Based on the data in this program, MEI anticipates progressing into a single-agent registration study later in 2018 for the treatment of adults with relapsed or refractory follicular lymphoma. ME-401 is a next-generation selective oral inhibitor of PI3K delta.

“The clinical evidence we are accumulating from the Phase 1b study of ME-401 is very promising; the data demonstrate a 90% response rate across all patients with relapsed or refractory FL, CLL and SL, and an 86% rate in patients with relapsed or refractory follicular lymphoma,” said Daniel P. Gold, Ph.D., president and chief executive officer of MEI Pharma. “There continues to be a need for effective treatment options among patients with relapsed or refractory follicular lymphoma. We therefore anticipate moving into a single-agent registration study by the end of the year”

The ME-401 ASCO 2018 poster can be accessed on the MEI Pharma website.

ME-401 Phase 1b Data

ME-401 is being evaluated in a Phase 1b dose escalation study in patients with relapsed or refractory FL, CLL and SLL. As of May 14, 2018, 46 patients were enrolled: 31 patients received monotherapy and 30 were evaluable for efficacy (12 patients at 60 mg, 12 patients at 120 mg and six patients at 180 mg). Based on the data, the Company determined that no further dose escalation was required. An expansion cohort of up to 30 patients with FL, CLL and SLL was added to further evaluate the safety and efficacy of ME-401 as a single agent at the 60 mg dose. An additional 15 patients are enrolled in the study arm evaluating ME-401 (60 mg) in combination with rituximab (marketed as Rituxan®) in patients with various B cell malignancies.

ME-401 administered as a single-agent achieved a high response rate of 90% in all evaluable patients as well as a high rate of 86% in the group of patients with FL:

	60 mg N = 12	120 mg N = 12	180 mg N = 6	Total N = 30
FL (N = 21)	*n = 6*	*n = 10*	*n = 5*	*n = 21*
ORR	5 (83%)	9 (90%)	4 (80%)	18 (86%)
Nodal/metabolic CR	2 (33%)	4 (40%)	0	6 (21%)
CLL/SLL (N = 9)	*n = 6*	*n = 2*	*n = 1*	*n = 9*
ORR	6 (100%)	2 (100%)	1 (100%)	9 (100%)
Nodal/metabolic CR	3 (50%)	0	0	3 (33%)
All evaluable subjects	*n = 12*	*n = 12*	*n = 6*	*n = 30*
ORR	11 (92%)	11 (92%)	5 (83%)	27 (90%)
Nodal/metabolic CR	5 (42%)	4 (33%)	0	9 (30%)

Responses were generally early in treatment, with 85% of responses (23/27) occurring at the first disease assessment after 2 cycles (56 days). A 100% (10/10) objective response rate was observed in the group of FL patients with progression of disease within 24 months (POD24) of initial immunochemotherapy. Objective responses were observed in 82% (9/11) of FL patients treated in ³ 3rd line therapy. Responses to date appear durable: median follow-up is 8 months (range: 2.4-16.5 months), only 1 responder had disease progression, and 13 of 18 active patients had a response duration ongoing for more than 6 months.

ME-401 was generally well-tolerated. No dose-limiting toxicities were identified at any dose level. Among the most common adverse events, Grade 3 adverse events of interest were diarrhea 19% (6/31), rash 13% (4/31), colitis 6% (2/31) and stomatitis 3% (1/31), all of which were reported in Cycle 3 or later cycles and all of which resolved with drug interruption and corticosteroids allowing multiple patients to resume treatment on an intermittent schedule without apparent loss of response. No opportunistic infections or non-infectious pneumonitis was reported. There have been no Grade 4-5 adverse events. Four patients discontinued due to an adverse event. Rates of adverse events across the doses studied were comparable.

Laboratory abnormalities were infrequent. Grade ³3 laboratory abnormalities reported were: neutropenia 10% (4/31) and AST/ALT increase 6% (2/31). Myelosuppression was not associated with febrile neutropenia.

About ME-401

ME-401 is a next generation selective oral inhibitor of phosphatidylinositol 3-kinase (“PI3K”) delta. PI3K delta is often overexpressed in cancer cells and plays a key role in the proliferation and survival of hematologic cancer cells. ME-401 displays high selectivity for the PI3K delta isoform and is in a chemical class that is distinct from other PI3K delta inhibitors with a differentiated pharmaceutical profile including: long on target residence time, preferential cellular accumulation, large volume of distribution, and a 28-hour half-life suitable for once daily oral administration. The pharmaceutical properties and clinical data generated to date for ME-401 support its potential as a single-agent therapy and the potential to be used in combination with existing or emerging therapies to treat multiple difficult-to-treat oncology indications.

About MEI Pharma

MEI Pharma, Inc. (Nasdaq: MEIP) is a San Diego-based pharmaceutical company focused on leveraging its extensive development and oncology expertise to identify and advance new 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 follicular lymphoma or CLL, 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 evaluating patients with 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.

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MEI Pharma Presents Clinical Data for ME-344 in HER2 Negative Breast Cancer Patients at the 2018 American Society of Clinical Oncology (ASCO) Annual Meeting

— ME-344 Mitochondrial Inhibitor in Combination with Avastin Demonstrates Inhibition of Tumor Proliferation in HER2 Negative Breast Cancer Patients —

SAN DIEGO, June 4, 2018 – MEI Pharma, Inc. (Nasdaq: MEIP), a pharmaceutical company focused on leveraging its extensive development and oncology expertise to identify and advance new therapies for cancer, today announced that data presented at ASCO 2018 from an investigator-initiated study of ME-344 in patients with HER2 negative breast cancer demonstrate evidence of inhibition of tumor proliferation as measured by Ki-67 reductions. These interim data are consistent with preclinical results indicating ME-344's potential to reverse resistance to anti-angiogenic therapy, thereby warranting the continuation of the ongoing study.

"The goal of this study is to gain a better understanding of the escape pathways that may be utilized by tumors against antiangiogenic therapeutics. The interim results from this study suggest that there may be an important therapeutic role for mitochondrial inhibitors like ME-344, providing a potential novel mechanism to improve patient outcomes in combination with antiangiogenic therapeutics," stated the study principal investigator, Miguel Quintela-Fandino, M.D., Ph.D., Director of the Clinical Research Program, Centro Nacional De Investigaciones Oncologicas, Madrid, Spain.

"We are looking forward to continuing our work with Dr. Quintela-Fandino as we further elucidate the opportunity to advance ME-344 as part of a novel approach for the treatment of cancer," said Daniel P. Gold, Ph.D., president and chief executive officer of MEI Pharma.

The ME-401 ASCO 2018 poster can be accessed on the MEI Pharma website.

ME-344 Clinical Data

The ongoing study is a multicenter, investigator-initiated, randomized, open-label, clinical trial evaluating ME-344 in a total of up to 40 patients with HER2-negative breast cancer in combination with the vascular endothelial growth factor inhibitor bevacizumab (marketed as Avastin®). Patients are randomized one-to-one to either ME-344 plus Avastin or saline plus Avastin. The interim data review was predefined to take place after 20 patients were randomized.

The primary efficacy endpoint is inhibition of cell proliferation as measured by Ki-67 reductions. Mean absolute (relative) Ki67 decreases were 5.13 (29%) and 1.2 (9%) in the active versus control arms (P=0.06). Patients with standardized uptake values via PET scan ³ 10% experienced an absolute average Ki67 decrease of 16.6 vs. 2.3 in the active versus control arms (P=0.19). Treatment was generally well tolerated; two Grade 3 adverse events (high blood pressure) were reported, 1 in each arm, and deemed related to bevacizumab.

About ME-344

ME-344 is a novel, tumor selective, isoflavone-derived mitochondrial inhibitor drug candidate. It directly targets the OXPHOS complex 1, a pathway involved in the production of adenosine triphosphate, or ATP, in the mitochondria. Treatment of tumor cells with ME-344 results in a rapid loss of ATP and cancer cell death. ME-344 demonstrated evidence of single-agent activity against refractory solid tumors in a Phase I study, and in preclinical studies, tumor cells treated with ME-344 resulted in a rapid loss of ATP and cancer cell death.

In addition to single-agent activity, ME-344 may also have potential in combination with antiangiogenic therapeutics. While antiangiogenics reduce the rate of glycolysis in tumors as a mechanism to block growth, tumor metabolism often shifts to mitochondrial metabolism to continue energy production to support continued tumor proliferation. In such cases of tumor plasticity in the presence of treatment with antiangiogenics, targeting the alternative metabolic source with ME-344 may open an important therapeutic opportunity.

About MEI Pharma

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