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The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	None	Entity Type
0001262104	MARSHALL EDWARDS INC		X Corporation
Name of Issuer			Limited Partnership
MEI Pharma, Inc.			Limited Liability Company
Jurisdiction of Incorporation/Organization			General Partnership
DELAWARE			Business Trust
Year of Incorporation/Organization			Other (Specify)
X Over Five Years Ago			
Within Last Five Years (Specify Year)			
Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer			
MEI Pharma, Inc.			
Street Address 1		Street Address 2	
3611 Valley Centre Drive		SUITE 500	
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
SAN DIEGO	CALIFORNIA	92130	858-369-7100

3. Related Persons

Last Name	First Name	Middle Name
Gold	Daniel	P.
Street Address 1	Street Address 2	
3611 Valley Centre Drive	Suite 500	
City	State/Province/Country	ZIP/PostalCode
San Diego	CALIFORNIA	92130
Relationship: X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Drazba	Brian	G.
Street Address 1	Street Address 2	
3611 Valley Centre Drive	Suite 500	
City	State/Province/Country	ZIP/PostalCode
San Diego	CALIFORNIA	92130
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Mass	Robert	D.
Street Address 1	Street Address 2	
3611 Valley Centre Drive	Suite 500	
City	State/Province/Country	ZIP/PostalCode
San Diego	CALIFORNIA	92130
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Urso	David	M.
Street Address 1	Street Address 2	
3611 Valley Centre Drive	Suite 500	
City	State/Province/Country	ZIP/PostalCode
San Diego	CALIFORNIA	92130
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Rueckert	William	D.
Street Address 1	Street Address 2	
3611 Valley Centre Drive	Suite 500	
City	State/Province/Country	ZIP/PostalCode
San Diego	CALIFORNIA	92130
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
White	Christine	A.
Street Address 1	Street Address 2	
3611 Valley Centre Drive	Suite 500	
City	State/Province/Country	ZIP/PostalCode
San Diego	CALIFORNIA	92130
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Reynolds	Thomas	C.
Street Address 1	Street Address 2	
3611 Valley Centre Drive	Suite 500	
City	State/Province/Country	ZIP/PostalCode
San Diego	CALIFORNIA	92130
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Driscoll	Frederick	W.
Street Address 1	Street Address 2	
3611 Valley Centre Drive	Suite 500	
City	State/Province/Country	ZIP/PostalCode
San Diego	CALIFORNIA	92130

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Clemens	Kevan	E.
Street Address 1	Street Address 2	
3611 Valley Centre Drive	Suite 500	
City	State/Province/Country	ZIP/PostalCode
San Diego	CALIFORNIA	92130

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Baltic III	Charles	V.
Street Address 1	Street Address 2	
3611 Valley Centre Drive	Suite 500	
City	State/Province/Country	ZIP/PostalCode
San Diego	CALIFORNIA	92130

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Glover	Nicholas	R.
Street Address 1	Street Address 2	
3611 Valley Centre Drive	Suite 500	
City	State/Province/Country	ZIP/PostalCode
San Diego	CALIFORNIA	92130

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	X Pharmaceuticals	Telecommunications
Investment Banking	Other Health Care	Other Technology
Pooled Investment Fund	Manufacturing	Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Real Estate	Airlines & Airports
Yes	Commercial	Lodging & Conventions
No	Construction	Tourism & Travel Services
Other Banking & Financial Services	REITS & Finance	Other Travel
Business Services	Residential	Other
Energy	Other Real Estate	
Coal Mining		
Electric Utilities		
Energy Conservation		
Environmental Services		

Oil & Gas
Other Energy

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Investment Company Act Section 3(c)	
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1)	Section 3(c)(9)
Rule 504 (b)(1)(i)	Section 3(c)(2)	Section 3(c)(10)
Rule 504 (b)(1)(ii)	Section 3(c)(3)	Section 3(c)(11)
Rule 504 (b)(1)(iii)	Section 3(c)(4)	Section 3(c)(12)
X Rule 506(b)	Section 3(c)(5)	Section 3(c)(13)
Rule 506(c)	Section 3(c)(6)	Section 3(c)(14)
Securities Act Section 4(a)(5)	Section 3(c)(7)	

7. Type of Filing

X New Notice Date of First Sale 2018-05-15 First Sale Yet to Occur
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

X Equity	Pooled Investment Fund Interests
Debt	Tenant-in-Common Securities
X Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number	None	
Stifel, Nicolaus & Company, Incorporated	793		
(Associated) Broker or Dealer	X None	(Associated) Broker or Dealer CRD Number	X None
None	None		
	Street Address 1	Street Address 2	
501 North Broadway			
City	State/Province/Country		ZIP/Postal Code
St. Louis	MISSOURI		63102
State(s) of Solicitation (select all that apply)			
Check "All States" or check individual States	X All States	Foreign/non-US	

Recipient	Recipient CRD Number	None	
Wells Fargo Securities, LLC	126292		
(Associated) Broker or Dealer	X None	(Associated) Broker or Dealer CRD Number	X None
None	None		
	Street Address 1	Street Address 2	
550 South Tryon Street	6th Floor		
City	State/Province/Country		ZIP/Postal Code
Charlotte	NORTH CAROLINA		28202
State(s) of Solicitation (select all that apply)			
Check "All States" or check individual States	X All States	Foreign/non-US	

Recipient	Recipient CRD Number	None	
Oppenheimer & Co. Inc.	249		
(Associated) Broker or Dealer	X None	(Associated) Broker or Dealer CRD Number	X None
None	None		
	Street Address 1	Street Address 2	
85 Broad Street	22nd Floor		
City	State/Province/Country		ZIP/Postal Code
New York	NEW YORK		10004
State(s) of Solicitation (select all that apply)			
Check "All States" or check individual States	X All States	Foreign/non-US	

Recipient	Recipient CRD Number	None	
Suntrust Investment Services, Inc.	17499		
(Associated) Broker or Dealer	X None	(Associated) Broker or Dealer CRD Number	X None
None	None		
	Street Address 1	Street Address 2	
303 Peachtree Center	Suite 140		
City	State/Province/Country		ZIP/Postal Code
Atlanta	GEORGIA		30303
State(s) of Solicitation (select all that apply)			
Check "All States" or check individual States	X All States	Foreign/non-US	

Recipient	Recipient CRD Number	None	
Laidlaw & Company (UK) Ltd.	119037		

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number

None

None

None

Street Address 1

Street Address 2

68 Pall Mall

City

London

State/Province/Country

UNITED KINGDOM

ZIP/Postal Code

SW1Y 5ES

State(s) of Solicitation (select all that apply)

Check "All States" or check individual States

All States

Foreign/non-US

Recipient

BTIG, LLC

(Associated) Broker or Dealer None

None

Street Address 1

600 Montgomery Street

City

San Francisco

Recipient CRD Number None

122225

(Associated) Broker or Dealer CRD Number

None

None

Street Address 2

6th Floor

State/Province/Country

CALIFORNIA

ZIP/Postal Code

94111

State(s) of Solicitation (select all that apply)

Check "All States" or check individual States

All States

Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount \$74,999,990 USD or Indefinite

Total Amount Sold \$74,999,990 USD

Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$4,500,000 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
MEI Pharma, Inc.	BRIAN G. DRAZBA	Brian G. Drazba	Chief Financial Officer	2018-05-30

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
