

**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): December 18, 2023

MEI Pharma, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-41827
(Commission File Number)

51-0407811
(IRS Employer
Identification No.)

11455 El Camino Real, Suite 250
San Diego, California
(Address of Principal Executive Offices)

92130
(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.00000002 par value	MEIP	The Nasdaq Stock Market LLC

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 5.07 Submission of Matters to a Vote of Security Holders.

On December 18, 2023, MEI Pharma, Inc. (the Company) held its annual meeting of stockholders (the "Annual Meeting"). There were represented at the Annual Meeting, by proxy, 4,413,238 shares of the Company's common stock, par value \$0.00000002 per share ("Common Stock"), out of a total number of 6,662,857 shares of Common Stock outstanding and entitled to vote at the Annual Meeting. The Company's stockholders voted on the following three proposals at the Annual Meeting, casting their votes as described below.

Proposal 1. – Election of Director.

The following individuals, who were named as nominees in the Company's definitive proxy statement relating to the Annual Meeting, were elected by the Company's stockholders by a plurality of votes cast to serve a three-year term on the Company's Board of Directors which will expire at the Company's annual meeting of stockholders for fiscal year 2027. Information on the vote relating to the director standing for election is set forth below:

Nominee	For	Withheld	Broker Non-Votes
Mr. James Flynn	2,643,853	24,360	1,745,025
Mr. Taheer Dattoo	2,230,727	435,794	1,746,717
Mr. Steven Wood	2,644,765	23,448	1,745,025

Proposal 2. – Advisory Vote on Executive Compensation.

Proposal 2 was to approve, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the Company's definitive proxy statement. The proposal was approved.

For	Against	Abstain	Broker Non-Votes
2,510,335	149,459	8,419	1,745,025

Proposal 3. – Advisory Vote on Frequency of Advisory Vote on Executive Compensation.

Proposal 3 was to approve, on an advisory basis, on the frequency of the approved, on an advisory basis, of the compensation of the Company's named executive officers as disclosed in the Company's definitive proxy statement. The proposal was approved.

1 Year	2 Years	3 Years	Abstain	Broker Non-Votes
2,534,092	1,870	102,716	29,535	1,745,025

Based upon these results, the Board has determined that MEI Pharma will hold an advisory vote on executive compensation every year.

Proposal 4. – Ratification of Appointment of BDO USA, P.C.

Proposal 4 was to ratify the appointment of BDO USA, P.C., an independent registered public accounting firm, as the Company's independent auditors for the fiscal year ending June 30, 2024. The proposal was approved.

For	Against	Abstain
4,366,180	24,327	22,731

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: December 18, 2023

By: /s/ Justin J. File

Justin J. File

Chief Financial Officer and Secretary
