

**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 V, LLC</u>			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) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/24/2015</u>					
<u>575 HIGH STREET, SUITE 201</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		
(Street)	(City)	(State)						
<u>PALO ALTO</u>	<u>CA</u>	<u>94301</u>						
(City)	(State)	(Zip)						

**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	03/24/2015		O		26,445	A	\$3.12	206,460	I	See footnote <sup>(1)</sup>

**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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	Date Exercisable	Expiration Date						Title
Warrant to Purchase Common Stock	\$3.12	03/24/2015		O		24,401		12/18/2012	12/18/2017	Common Stock	24,401	\$0	0	I	See footnote <sup>(2)</sup>

**Explanation of Responses:**

- On March 24, 2015, Vivo Ventures V, LLC exercised a warrant to purchase 24,401 shares of Common Stock for \$3.12 per share on a cashless basis, resulting in the acquisition of 26,445 shares of common stock. 204,343 shares are held of record by Vivo Ventures Fund V, L.P., and 2,117 shares are held of record by Vivo Ventures V Affiliates Fund, L.P. (together, the "Vivo V Funds"). Vivo Ventures V, LLC (the "Vivo V GP"), as the sole general partner of both the Vivo V Funds, may be deemed to beneficially own the Common Stock of the Issuer owned by the Vivo V Funds. Vivo V GP disclaims beneficial ownership of the shares except to the extent of its pecuniary interest therein.
- Vivo Ventures V, LLC is the general partner of Vivo Ventures Fund V, L.P. and Vivo Ventures V Affiliates Fund, L.P. Vivo Ventures Fund V, L.P. converted 24,151 shares of warrant stock to common stock and Vivo Ventures V Affiliates Fund, L.P. converted 250 shares of warrant stock to common stock.

**Remarks:**

/s/ Albert Cha, Managing Member of Vivo Ventures V, LLC, the General Partner of Vivo Ventures V Fund, L.P. and Vivo Ventures V Affiliates Fund, L.P. 03/26/2015

\*\* 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.