

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>VIVO VENTURES VII, LLC</u>  (Last) (First) (Middle) 575 HIGH STREET, SUITE 201  (Street) PALO ALTO CA 94301  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/18/2012	3. Issuer Name and Ticker or Trading Symbol <u>MEI Pharma, Inc. [ MEIP ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock <sup>(1)</sup>	4,660,796	I	See footnote <sup>(2)</sup>

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date					Title
Warrants	12/18/2012	12/18/2017	Common Stock	420,000	3.12	I	See footnote <sup>(2)</sup>

1. Name and Address of Reporting Person* <u>VIVO VENTURES VII, LLC</u>  (Last) (First) (Middle) 575 HIGH STREET, SUITE 201  (Street) PALO ALTO CA 94301  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Vivo Ventures Fund VII, L.P.</u>  (Last) (First) (Middle) 575 HIGH STREET, SUITE 201  (Street) PALO ALTO CA 94301  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Vivo Ventures VII Affiliates Fund, L.P.</u>  (Last) (First) (Middle) 575 HIGH STREET, SUITE 201  (Street) PALO ALTO CA 94301  (City) (State) (Zip)
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**Explanation of Responses:**

1. Includes 420,000 shares issuable upon the exercise of warrants that are exercisable within 60 days.

2. 4,150,340 shares and warrants exercisable for an additional 411,041 shares are held of record by Vivo Ventures Fund VII, L.P., and 90,456 shares and warrants exercisable for an additional 8,959 shares are 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, LLC 12/18/2012

/s/ Albert Cha, Managing  
Member of Vivo Ventures  
Fund VII, L.P. and Vivo 12/18/2012  
Ventures VII, LLC, its Genral  
Partner

/s/ Albert Cha, Managing  
Member of Vivo Ventures VII  
Affiliates Fund, L.P. and Vivo 12/18/2012  
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 5 (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.**