

November 19, 2013

VIA EDGAR TRANSMISSION

Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Attention: Jeffrey P. Riedler, Assistant Director
Daniel Greenspan
Austin Stephenson

**Re: MEI Pharma, Inc.
Post-Effective Amendment No. 2 to Form S-1 on Form S-3
Filed November 12, 2013
File No. 333-179590**

Ladies and Gentlemen:

This letter is being filed in response to a comment from the staff (the "Staff") of the Securities and Exchange Commission (the "Commission") transmitted by letter dated November 18, 2013, to Daniel P. Gold, Ph.D., President and Chief Executive Officer of MEI Pharma, Inc. (the "Company"), with respect to the above-referenced registration statement on Form S-3.

This letter recites the Staff's comment and then provides the Company's response to that comment.

1. Please amend your registration statement to incorporate by reference the Form 10-Q filed on November 8, 2013.

Response:

Concurrently with this letter, the Company is filing an amendment to its registration statement that incorporates by reference the Form 10-Q filed on November 8, 2013.

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If you have any questions concerning the above response, please contact the undersigned at (858) 792-0865 or Thomas M. Zech at (858) 369-7111.

Sincerely,

MEI PHARMA, INC.

By: /s/ Daniel P. Gold
Daniel P. Gold
President and Chief Executive Officer

cc: Steven A. Navarro
Finnbarr D. Murphy
Morgan, Lewis & Bockius LLP
101 Park Avenue
New York, NY 10178