

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Drazba Brian G.</u> (Last) (First) (Middle) C/O MEI PHARMA, INC. 11455 EL CAMINO REAL, SUITE 250 (Street) SAN DIEGO CA 92130 (City) (State) (Zip)	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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 07/05/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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	Amount or Number of Shares				
Stock Option (Right to Buy)	\$0.54	07/05/2022		A		350,000		(1)	07/05/2032	Common Stock	350,000	\$0.00	350,000	D	
Stock Option (Right to Buy)	\$2.95							(2)	07/01/2031	Common Stock	200,000		200,000	D	
Stock Option (Right to Buy)	\$1.59							(3)	04/03/2027	Common Stock	150,000		150,000	D	
Stock Option (Right to Buy)	\$2.83							(3)	07/06/2027	Common Stock	50,000		50,000	D	
Stock Option (Right to Buy)	\$4.33							(3)	06/22/2028	Common Stock	130,000		130,000	D	
Stock Option (Right to Buy)	\$4.28							(4)	07/12/2028	Common Stock	100,000		100,000	D	
Stock Option (Right to Buy)	\$2.52							(5)	07/01/2029	Common Stock	230,000		230,000	D	
Stock Option (Right to Buy)	\$3.49							(6)	07/02/2030	Common Stock	230,000		230,000	D	

Explanation of Responses:

- One-quarter of such options shall vest on July 5, 2023 and the remaining three-quarters of such options shall vest monthly over a three-year period beginning on July 5, 2023.
- One-quarter of such options vested on July 1, 2022 and the remaining three-quarters of such options shall vest monthly over a three-year period beginning on July 1, 2022.
- All of such options are presently exercisable.
- One-quarter of such options vested on July 12, 2019 and the remaining three-quarters of such options shall vest monthly over a three-year period beginning on July 12, 2019.
- One-quarter of such options vested on July 1, 2020 and the remaining three-quarters of such options shall vest monthly over a three-year period beginning on July 1, 2020.
- One-quarter of such options vested on July 2, 2021 and the remaining three-quarters of such options shall vest monthly over a three-year period beginning on July 2, 2021.

Remarks:

/s/ Brian G. Drazba 07/07/2022
 ** 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.

