

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*<br><u>Drazba Brian G.</u><br><br>(Last) (First) (Middle)<br><u>C/O MEI PHARMA, INC.</u><br><u>11455 EL CAMINO REAL, SUITE 250</u><br><br>(Street)<br><u>SAN DIEGO CA 92130</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>MEI Pharma, Inc. [ MEIP ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Financial Officer</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>07/01/2021</u>           |   |
|   | 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)                | \$2.95   | 07/01/2021                           |  | A                              |   | 200,000  |     | (1)  | 07/01/2031      | Common Stock  | 200,000                    | \$0.00                                     | 200,000  | D   |  |
| Stock Option (Right to Buy)                | \$1.59   |                                      |  |                                |   |  |     | (2)  | 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   |                                      |  |                                |   |  |     | (4)  | 06/22/2028      | Common Stock  | 130,000                    |  | 130,000  | D   |  |
| Stock Option (Right to Buy)                | \$4.28   |                                      |  |                                |   |  |     | (5)  | 07/12/2028      | Common Stock  | 100,000                    |  | 100,000  | D   |  |
| Stock Option (Right to Buy)                | \$2.52   |                                      |  |                                |   |  |     | (6)  | 07/01/2029      | Common Stock  | 230,000                    |  | 230,000  | D   |  |
| Stock Option (Right to Buy)                | \$3.49   |                                      |  |                                |   |  |     | (7)  | 07/02/2030      | Common Stock  | 230,000                    |  | 230,000  | D   |  |

Explanation of Responses:

- One-quarter of such options shall vest 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 6, 2018 and the remaining three-quarters of such options shall vest monthly over a three-year period beginning on July 6, 2018.
- One-quarter of such options vested on June 22, 2019 and the remaining three-quarters of such options shall vest monthly over a three-year period beginning on June 22, 2019.
- 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 07/06/2021  
 \*\* 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.

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