

EACH (7) SOLE DISPOSITIVE POWER
 0
 REPORTING -----

PERSON WITH: (8) SHARED DISPOSITIVE POWER
 Warrants to purchase up to 180,713 shares of
 Common Stock

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 Warrants to purchase up to 180,713 shares of Common Stock

(10) CHECK BOX IF THE AGGREGATE AMOUNT
 IN ROW (9) EXCLUDES CERTAIN SHARES []

(11) PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (9)
 1.19%

(12) TYPE OF REPORTING PERSON
 PN

(1) NAMES OF REPORTING PERSONS
 Sander Gerber

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) []
 (b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

NUMBER OF (5) SOLE VOTING POWER
 0
 SHARES -----

BENEFICIALLY (6) SHARED VOTING POWER
 Warrants to purchase up to 180,713 shares of
 Common Stock

OWNED BY -----

EACH (7) SOLE DISPOSITIVE POWER
 0
 REPORTING -----

PERSON WITH: (8) SHARED DISPOSITIVE POWER
 Warrants to purchase up to 180,713 shares of
 Common Stock

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
 BY EACH REPORTING PERSON
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(10) CHECK BOX IF THE AGGREGATE AMOUNT
 IN ROW (9) EXCLUDES CERTAIN SHARES []

(11) PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (9)
 1.19%

(12) TYPE OF REPORTING PERSON

This Amendment No. 2 (this 'Amendment') amends the statement on Schedule 13G filed on August 3, 2011 (the 'Original Schedule 13G') as amended by Amendment No. 1 filed on February 10, 2012 (the Original Schedule 13G, as amended, the 'Schedule 13G') with respect to the shares of common stock, \$0.00000002 par value per share (the 'Common Stock') of MEI Pharma, Inc. (formerly known as Marshall Edwards, Inc.), a Delaware corporation (the 'Company'). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Schedule 13G. This Amendment amends and restates Items 2, 3, 4 and 5 in their entirety as set forth below.

Item 2(a). Name of Person Filing

This statement is filed by Hudson Bay Capital Management, L.P. (the 'Investment Manager') and Mr. Sander Gerber ('Mr. Gerber'), who are collectively referred to herein as 'Reporting Persons.'

Item 2(b). Address of Principal Business Office or, if none, Residence

The address of the principal business office of each of the Investment Manager and Mr. Gerber is:

777 Third Avenue, 30th Floor
New York, NY 10017

Item 2(c). Citizenship

Citizenship is set forth in Row (4) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

Item 2(d) Title of Class of Securities

Common Stock, par value \$0.00000002 per share (the 'Common Stock')

Item 2(e) CUSIP Number

55279B202

Item 3. If this statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

The information required by Items 4(a) - (c) is set forth in Rows (5) -(11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

The Company's Registration Statement on Form S-3 filed with the Securities and Exchange Commission on January 17, 2013, indicates that the total number of outstanding shares of Common Stock as of January 17, 2013 was 15,015,454. The percentages set forth on Row (11) of the cover page for each Reporting Person is based on the Company's outstanding shares of Common Stock and assumes the exercise of the reported warrants.

The Investment Manager, which serves as the investment manager to Hudson Bay Master Fund Ltd., in whose name the reported securities are held, may be deemed to be the beneficial owner of all shares of Common Stock held by Hudson Bay Master Fund Ltd. Mr. Gerber serves as the managing member of Hudson Bay Capital GP LLC, which is the general partner of the Investment Manager. Mr. Gerber disclaims beneficial ownership of these securities.

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13G/A

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Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X]

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: February 6, 2013

HUDSON BAY CAPITAL MANAGEMENT, L.P.

By: /s/ Sander Gerber
Name: Sander Gerber
Title: Authorized Signatory

/s/ Sander Gerber
SANDER GERBER

