

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(D)**  
**of the Securities Exchange Act of 1934**

**April 14, 2023**  
**Date of report (Date of earliest event reported)**

**MEI Pharma, Inc.**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction  
of incorporation)**

**000-50484**  
**(Commission  
File Number)**

**51-0407811**  
**(IRS Employer  
Identification No.)**

**11455 El Camino Real, Suite 250**  
**San Diego, California**  
**(Address of principal executive offices)**

**92130**  
**(Zip Code)**

**Registrant's telephone number, including area code (858) 369-7100**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.00000002 par value	MEIP	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter)

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 3.03 Material Modification to Rights of Security Holders.**

To the extent required by Item 3.03 of Form 8-K, the information regarding the Reverse Stock Split (as defined herein) contained in Item 5.03 of this Current Report on Form 8-K is incorporated by reference herein.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On January 5, 2022, the stockholders of MEI Pharma, Inc. (the “Company”) approved an amendment to the Company’s Amended and Restated Certificate of Incorporation to implement a reverse stock split of the Company’s common stock, par value \$ 0.00000002 per share, with the ratio to be determined by the Board of Directors (the “Board”) of the Company, within a range of not less than 1-for-10 or greater than 1-for-20. Subsequently on April 14, 2023, the Board determined to fix the ratio for the reverse stock split at 1-for-20. On April 14, 2023, the Company filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation (the “Certificate of Amendment”) with the Secretary of State of the State of Delaware, to implement the 1-for-20 reverse split of its common stock (the “Reverse Stock Split”). The Company anticipates the Company’s common stock will begin trading on The Nasdaq Capital Market on a post-split basis on April 17, 2023 under the Company’s existing symbol “MEIP” and under a new CUSIP number, 55279B301.

As a result of the Reverse Stock Split, every twenty (20) shares of the Company’s issued and outstanding common stock, par value \$0.00000002, will be converted at the Effective Time into one (1) share of common stock, par value \$0.00000002, reducing the number of issued and outstanding shares of the Company’s common stock from approximately 133,260,865 shares to approximately 6,663,043. The Company’s transfer agent, Computershare Trust Company, N. A. (“Computershare”), will provide instructions to stockholders of record regarding the process for exchanging shares.

The Reverse Stock Split will not modify any voting rights or other terms of the common stock and will not affect any stockholder’s percentage interest in the Company’s common stock, except for adjustments which may result from the treatment of fractional shares as described below. Because the Certificate of Amendment will not reduce the number of authorized shares of the Company’s common stock, the Certificate of Amendment and the Reverse Stock Split will increase the number of shares of common stock available for issuance relative to the number of shares issued and outstanding. However, pursuant to the existing terms of the Company’s outstanding equity awards and equity incentive plans, a proportionate increase will be made in the per share exercise price, and decrease in the number of underlying shares issuable upon exercise, under all of the Company’s outstanding equity awards, and the number of shares authorized and reserved for potential issuance pursuant to the Company’s equity incentive plans will be proportionately reduced.

No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional shares because they hold a number of pre-Reverse Stock Split shares of the Company's common stock not evenly divisible by twenty (20), will, in lieu of a fractional share, be entitled, upon surrender to the exchange agent of certificate(s) representing their pre-split shares or upon conversion of their shares held in book-entry, receive a cash payment equal to the fraction to which the stockholder would otherwise be entitled multiplied by the closing trading price on April 14, 2023 (as adjusted to give effect to the Reverse Stock Split).

Computershare will be issuing all of the post-split shares through their paperless Direct Registration System ("DRS"), also known as "book-entry form". Computershare will hold the shares in an account set up for the stockholder.

All book-entry or other electronic positions representing issued and outstanding shares of the Company's common stock will be automatically adjusted. Those stockholders holding common stock in "street name" will receive instructions from their brokers.

The above description of the Certificate of Amendment and the Reverse Stock Split is a summary of the material terms thereof and is qualified in its entirety by reference to the Certificate of Amendment, a copy of which is attached hereto as Exhibit 3.1, as filed with the Secretary of State of the State of Delaware on April 14, 2023.

**Item 8.01 Other Events.**

On April 14, 2023, the Company issued a press release relating to the matters described in Item 5.03 above. A copy of the press release is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Number</u>	<u>Description</u>
3.1	<a href="#">Certificate of Amendment to the Amended and Restated Certificate of Incorporation of MEI Pharma, Inc., filed with the Delaware Secretary of State on April 14, 2023</a>
99.1	<a href="#">Press Release issued by the Company on April 14, 2023</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: April 14, 2023

**MEI PHARMA, INC.**

By: /s/ Daniel P. Gold

Name: Daniel P. Gold

Title: Chief Executive Officer

**CERTIFICATE OF AMENDMENT TO  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF MEI PHARMA, INC.**

MEI PHARMA, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware, which was originally incorporated under the name, Marshall Edwards, Inc. (the "Corporation"), does hereby certify as follows:

FIRST. Upon the filing and effectiveness (the "Effective Time") of this Certificate of Amendment pursuant to the Section 242 of the General Corporation Law of the State of Delaware, each twenty (20) shares of the Common Stock, issued and outstanding (or held in treasury) immediately prior to the Effective Time (the "Old Common Stock") shall automatically without further action on the part of the Corporation or any holder of Old Common Stock, be reclassified, combined, converted and changed into one (1) fully paid and nonassessable share of common stock, par value of \$0.00000002 per share (the "New Common Stock"), subject to the treatment of fractional share interests as described below (the "Reverse Stock Split"). The conversion of the Old Common Stock into New Common Stock will be deemed to occur at the Effective Time. No fractional shares will be issued, and, stockholders otherwise entitled to receive fractional shares shall have no further interest as a stockholder with respect to such fractional shares. Stockholders of record who otherwise would be entitled to receive fractional shares in connection with such combination will instead be entitled to receive, in lieu of such fractional shares, an amount in cash equal to the fraction to which the stockholder would otherwise be entitled multiplied by the closing price of our Common Stock on the Nasdaq Capital Market on the date on which the Effective Time occurs. Each stock certificate or book-entry position that, immediately prior to the Effective Time, representing shares of Old Common Stock shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of shares of New Common Stock after the Effective Time into which the shares of Old Common Stock have been reclassified pursuant to this paragraph, until the same shall be surrendered to the Corporation. The Reverse Stock Split shall also apply to any outstanding securities or rights convertible into, or exchangeable or exercisable for, Old Common Stock of the Corporation and all references to the Old Common Stock in agreements, arrangements, documents and plans relating thereto or any option or right to purchase or acquire shares of Old Common Stock shall be deemed to be references to the New Common Stock or options or rights to purchase or acquire shares of New Common Stock, as the case may be."

SECOND: The stockholders of the Corporation have duly approved the foregoing amendment in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly adopted and executed in its corporate name and on its behalf by its duly authorized officer as of April 14, 2023.

MEI PHARMA, INC.

By: /s/ Daniel P. Gold

Name: Daniel P. Gold

Title: Chief Executive Officer



## MEI PHARMA ANNOUNCES 1-FOR-20 REVERSE STOCK SPLIT

SAN DIEGO – April 14, 2023 – MEI Pharma, Inc. (Nasdaq: MEIP), a clinical-stage pharmaceutical company focused on advancing new therapies for cancer, today announced that its board of directors approved a 1-for-20 reverse stock split. The Company’s common stock will open for trading on the Nasdaq Capital Market on Monday, April 17, 2023 on a split-adjusted basis under the current trading symbol “MEIP.” The reverse stock split was approved by MEI’s stockholders on January 5, 2023, and is intended to increase the per share trading price of the Company’s common stock to enable the Company to satisfy the minimum bid price requirement for continued listing on Nasdaq.

The 1-for-20 reverse stock split will automatically convert 20 current shares of MEI’s common stock into one new share of common stock. No fractional shares will be issued in connection with the reverse stock split. Stockholders who would otherwise hold a fractional share of MEI’s common stock will receive a cash payment in lieu thereof, at a price equal to the fraction to which the stockholder would otherwise be entitled, multiplied by the closing price of MEI’s common stock on Nasdaq on Friday, April 14, 2023. The reverse split will reduce the number of shares of outstanding common stock from approximately 133,260,865 shares to approximately 6,663,043 shares. Proportional adjustments also will be made to the exercise prices of MEI’s outstanding stock options and warrants, and to the number of shares issued and issuable under MEI’s stock incentive plan.

Computershare Trust Company, N. A. (“Computershare”) will act as the transfer agent for the reverse stock split. Stockholders holding their shares electronically in book-entry form are not required to take any action to receive post-split shares. Stockholders owning shares through a bank, broker or other nominee will have their positions automatically adjusted to reflect the reverse stock split, subject to brokers’ particular processes, and will not be required to take any action in connection with the reverse stock split. For those stockholders holding physical stock certificates, Computershare will send instructions for exchanging those certificates for shares held electronically in book-entry form or for new certificates, in either case representing the post-split number of shares.

In connection with the reverse stock split, the Company’s CUSIP number will change to 55279B301 on Monday, April 17, 2023.

### **About MEI Therapeutics, Inc.**

MEI Pharma, Inc. (Nasdaq: MEIP) is a clinical-stage pharmaceutical company focused on developing potential new therapies for cancer. MEI Pharma’s portfolio of drug candidates includes clinical stage candidates with differentiated or novel mechanisms of action intended to address unmet medical needs and deliver improved benefit to patients, either as standalone treatments or in combination with other therapeutic options. For more information, please visit [www.meipharma.com](http://www.meipharma.com). Follow us on Twitter @MEI\_Pharma and on LinkedIn.

### **Forward-Looking Statements**

Certain information contained in this press release includes “forward-looking statements”, within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We may, in some cases use terms such as “predicts,” “believes,” “potential,” “continue,” “anticipates,” “estimates,” “expects,” “plans,” “intends,” “may,” “could,” “might,” “likely,” “will,” “should” or other words that convey uncertainty of the future events or outcomes to identify these forward-looking statements. Our forward-looking statements are based on current beliefs and expectations of our management team that involve risks, potential changes in circumstances, assumptions, and uncertainties, including our expectations regarding the effect of the reverse stock split, our ability to meet the minimum bid price requirement, our ability to regain compliance with the Nasdaq continued listing requirements, and our financial condition, growth and strategies. Any or all of the forward-looking statements may turn out to be wrong or be affected by inaccurate assumptions we might make or by known or unknown risks and uncertainties. These forward-looking statements are subject to risks and uncertainties including risks related to our ability to regain compliance with Nasdaq’s minimum bid price requirement, or otherwise maintain compliance with any other listing requirements on Nasdaq, the potential de-listing of our shares on Nasdaq, our strategy, business plans and focus, and the other risks set forth in our filings with the U.S. Securities and Exchange Commission, including our Annual Report on Form 10-K and our Quarterly Reports on Form 10-Q. For all these reasons, actual results and developments could be materially different from those expressed in or implied by our forward-looking statements. You are cautioned not to place undue reliance on these forward-looking statements, which are made only as of the date of this press release. We undertake no obligation to publicly update such forward-looking statements to reflect subsequent events or circumstances.

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