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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

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

Delaware
(State or other jurisdiction of
incorporation or organization)

51-0407811
(IRS Employer
Identification No.)

**11455 El Camino Real, Suite 250
San Diego, California 92130**
(Address of Principal Executive Offices) (Zip Code)

MEI Pharma, Inc. Amended and Restated 2021 Inducement Grant Equity Compensation Plan
(Full title of the plan)

David M. Urso
President & Chief Executive Officer
MEI Pharma, Inc.

**11455 El Camino Real, Suite 250
San Diego, California 92130
(858) 369-7100**
(Name, address and telephone number of agent for service)

with copies to:

Steven A. Navarro, Esq.
Bryan S. Keighery, Esq.
Morgan, Lewis & Bockius LLP
101 Park Avenue
New York, New York 10178
(212) 309-6000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.:

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by checkmark 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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

MEI Pharma, Inc. (“we” or the “Company”) previously filed a Registration Statement on Form S-8 (File No. 333-255830) on May 6, 2021 (the “Original Registration Statement”) with respect to the MEI Pharma, Inc. 2021 Inducement Grant Equity Compensation Plan (the “Plan”). On June 9, 2023, our board of directors approved an amendment and restatement of the Plan to increase the aggregate number of shares of the Company’s common stock, par value \$0.00000002 per share, (the “Common Stock”) that may be subject to awards under the Plan by an additional 92,000 shares. This Registration Statement covers such additional 92,000 shares of Common Stock. In accordance with General Instruction E of Form S-8, the contents of the Original Registration Statement are incorporated herein by reference and the information required by Part II is omitted, except as supplemented by the information set forth below.

The Amended and Restated 2021 Inducement Grant Equity Compensation Plan filed herewith as Exhibit 4.1 replaces the Exhibit 4.1 previously filed with the Original Registration Statement.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

- (1) Our Annual Report on [Form 10-K](#) for the year ended June 30, 2022, filed with the Commission on September 8, 2022;
- (2) Our Quarterly Reports on Form 10-Q for the fiscal quarters ended September 30, 2022, filed with the SEC on [November 14, 2022](#), December 31, 2022, filed with the SEC on [February 9, 2023](#), and March 31, 2023, filed with the SEC on [May 11, 2023](#);
- (3) Our Current Reports on Form 8-K filed with the SEC on [July 7, 2022](#), [September 15, 2022](#), [October 7, 2022](#); [December 8, 2022](#) (excluding any portion of such report that was furnished and not filed), [January 6, 2023](#), [February 23, 2023](#) (excluding any portion of such report that was furnished and not filed), [April 14, 2023](#) (excluding any portion of such report that was furnished and not filed), [May 31, 2023](#), [June 1, 2023](#), [June 2, 2023](#) and [June 13, 2023](#).
- (4) [Form S-4](#) (as amended) filed on April 28, 2023 (File No. 333-271481), including any amendment or report for the purpose of updating such description.

All documents subsequently filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), prior to the filing of a post-effective amendment which indicates that all securities offered herein have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of the filing of such documents.

Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Exhibit No.	Description
5.1	Opinion of Morgan, Lewis & Bockius LLP.
23.1	Consent of BDO USA, LLP.
23.2	Consent of Morgan, Lewis & Bockius LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on the signature page of this Registration Statement).
99.1	Amended and Restated 2021 Inducement Grant Equity Compensation Plan and the forms of grant agreements thereunder (incorporated by reference to Exhibit 10.3 to the Registrant’s Current Report on Form 8-K filed on June 13, 2023 (File No. 000-50484)).
107	Calculation of Filing Fee

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on June 13, 2023.

MEI Pharma, Inc.

By: /s/ David M. Urso
Name: David M. Urso
Title: President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints David M. Urso and Brian G. Drazba, and each of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities, to sign any or all amendments or supplements to this Registration Statement, whether pre-effective or post-effective, and to file the same with all exhibits thereto and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing necessary or appropriate to be done with respect to this Registration Statement or any amendments or supplements hereto in the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons, in the capacities indicated, on June 13, 2023:

Signature	Title
<u>/s/ David M. Urso</u> David M. Urso	Chief Executive Officer, President and Director (Principal Executive Officer)
<u>/s/ Brian G. Drazba</u> Brian G. Drazba	Secretary, Chief Financial Officer (Principal Financial and Accounting Officer)
<u>/s/ Charles V. Baltic III</u> Charles V. Baltic III	Chair of the Board
<u>/s/ Sujay R. Kango</u> Sujay R. Kango	Director
<u>/s/ Frederick W. Driscoll</u> Frederick W. Driscoll	Director
<u>/s/ Nicholas R. Glover</u> Nicholas R. Glover	Director
<u>/s/ Tamar D. Howson</u> Tamar D. Howson	Director
<u>/s/ Thomas C. Reynolds</u> Thomas C. Reynolds	Director
<u>/s/ Daniel P. Gold</u> Daniel P. Gold	Director

Morgan Lewis

June 13, 2023

MEI Pharma, Inc.
11455 El Camino Real, Suite 250
San Diego, California 92130

Re: MEI Pharma, Inc., Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to MEI Pharma, Inc., a Delaware corporation (the “Company”), in connection with the filing of a Registration Statement on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Securities Act”), with the Securities and Exchange Commission (the “SEC”). This Registration Statement relates to the registration of 92,000 shares of common stock, par value \$0.00000002 per share (the “Common Stock”) under the MEI Pharma, Inc. Amended and Restated 2021 Inducement Grant Equity Compensation Plan (the “Plan”).

In connection with this opinion letter, we have examined the Registration Statement and originals, or copies certified or otherwise identified to our satisfaction, of the Amended and Restated Certificate of Incorporation and Fifth Amended and Restated By-Laws of the Company and such other documents, records and other instruments as we have deemed appropriate for purposes of the opinion set forth herein. In such examinations we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies and the authenticity of the originals of all copies.

Based on the foregoing, we are of the opinion that such shares of Common Stock being registered pursuant to the Registration Statement to be issued under the Plan have been duly authorized and, if and when issued and paid for in full in accordance with the Plan as contemplated by the Registration Statement, will be validly issued, fully paid and non-assessable.

This opinion letter is rendered as of the date first written above and we disclaim any obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention and may alter, affect or modify the opinion expressed herein. Our opinion is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, to any other matters relating to the Company or the Common Stock.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not admit that we are acting within the category of persons whose consent is required under the provisions of the Securities Act or the rules or regulations of the SEC thereunder.

Very truly yours,

/s/ Morgan, Lewis & Bockius LLP

Morgan, Lewis & Bockius LLP

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Consent of Independent Registered Public Accounting Firm

MEI Pharma, Inc.
San Diego, California

We hereby consent to the incorporation by reference in this Registration Statement of our report dated September 8, 2022, except for the impact of the reverse stock split described in Note 1, as to which the date is April 27, 2023, relating to the financial statements of MEI Pharma, Inc. (the “Company”), which appears in the Company’s Registration Statement on Form S-4 filed on June 5, 2023.

/s/ BDO USA, LLP

San Diego, California

June 13, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)

MEI PHARMA, INC.
(Exact Name of Registrant as Specified in its Charter)

Table 1. Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Share(2)	Maximum Aggregate Offering Price(2)	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.00000002 per share	Rules 457(c) and 457(h)	92,000	\$7.415	\$682,180	0.0001102	\$75.18
Total Offering Amounts					\$682,180		\$75.18
Total Fee Offsets					—		—
Net Fee Due							\$75.18

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's common stock issuable pursuant to the MEI Pharma, Inc. Amended and Restated 2021 Inducement Grant Equity Compensation Plan as a result of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Calculated pursuant to paragraphs (c) and (h) of Rule 457 of the Securities Act (based upon the average of the high and low sales price for the Registrant's common stock as reported on the Nasdaq Capital Market on June 6, 2023). The foregoing calculation is solely for the purpose of determining the registration fee.