

**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* <b>NOVOGEN LTD</b>  (Last) (First) (Middle) <b>LEVEL 1, 1-7 WATERLOO ROAD</b>  (Street) <b>NORTH RYDE, C3 2112</b> <b>NSW</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>MEI Pharma, Inc. [ MEIP ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>11/20/2012</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock, par value \$0.00000002 per share	11/20/2012		C		4,827,000	A	\$0 <sup>(1)(2)</sup>	17,837,246	D	

**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
Series A Convert Preferred Stock, par value \$0.01 per share	<sup>(1)(2)</sup>	11/20/2012		C		1,000		05/09/2011	<sup>(3)</sup>	Common Stock, par value \$0.00000002 per share	4,827,000	\$0	0	D	

**Explanation of Responses:**

- On May 9, 2011, upon the consummation of the transactions contemplated by the Asset Purchase Agreement (the "Asset Purchase Agreement"), dated as of December 21, 2010, between the issuer, Novogen, and Novogen Research Pty Limited, a wholly-owned subsidiary of Novogen, Novogen received 1,000 shares of the issuer's Series A Convertible Preferred Stock, par value \$0.01 per share, as consideration for the sale of certain assets used in or generated under or in connection with the discovery, development, manufacture and marketing of intellectual property and products based on the field of isoflavonoid technology and on compounds known as isoflavones.
- (Continued from footnote 1) Each share of Series A Convertible Preferred Stock was convertible at any time and from time to time and without the payment of additional consideration by the holder thereof into 4,827 shares of the issuer's common stock, par value \$0.00000002 per share, for an aggregate amount of 4,827,000 shares. In addition, if a Phase II clinical trial involving any of the isoflavone technology acquired by the issuer had achieved a statistically significant result (p=0.05 or less) or a first patient was enrolled in a Phase III clinical trial involving such technology, whichever was earlier, each share of the Series A Convertible Preferred Stock not already converted could thereafter have been converted into 9,654 shares of Common Stock.
- In the event Novogen had not converted all of the Convertible Preferred Stock, upon the earlier of (i) the fifth anniversary of the closing of the Asset Purchase Agreement and (ii) a "change in control", as defined in the Asset Purchase Agreement, of Novogen, all unconverted Convertible Preferred Stock would automatically have been converted into Common Stock in accordance with the applicable conversion ratio.

/s/ William D. Rueckert 11/21/2012

\*\* 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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