

**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**

July 23, 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, \$0.0000002 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 1.02. Termination of a Material Definitive Agreement.

As previously disclosed, on February 22, 2023, MEI Pharma, Inc, a Delaware corporation (the “Company” or “MEI”), Infinity Pharmaceuticals, Inc., a Delaware corporation (“Infinity”), and Meadow Merger Sub, Inc., a Delaware corporation and a wholly owned Subsidiary of the Company (“Merger Sub” each of the Company, Merger Sub and Infinity are each sometimes referred to herein as a “Party” and collectively as the “Parties”) entered into an Agreement and Plan of Merger (the “Merger Agreement”).

The Special Meeting of Stockholders (the “Special Meeting”) was scheduled for July 14, 2023 as described in the Company’s joint proxy statement/prospectus as filed with the Securities and Exchange Commission on June 6, 2023 (the “Prospectus”). As previously disclosed on its Current Report on Form 8-K filed on July 13, 2023, the Company issued a press release on July 13, 2023 announcing that it postponed its Special Meeting in connection with the proposed transaction with Infinity to July 23, 2023, at 10:00 a.m. Eastern Time.

On July 23, 2023, the Company convened its Special Meeting. As discussed further under Item 5.07 of this Form 8-K, the Company’s stockholders did not approve Proposal No. 1. Approval of Proposal No. 1 was necessary for the Company to issue the merger consideration to the Infinity shareholders. Accordingly, the Company’s stockholder approval, which was a condition to the obligations of each party under the Merger Agreement, was not obtained.

On July 23, 2023, the Company delivered a letter to Infinity pursuant to which the Company terminated the Merger Agreement pursuant to Section 7.2(c) of the Merger Agreement (the “Termination Letter”), effective immediately. A copy of the Termination Letter is attached hereto as Exhibit 10.1 and incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders

The Company convened its Special Meeting on July 23, 2023. The purpose of the Special Meeting was described in the Company’s Prospectus.

At the close of business on May 24, 2023, the record date for the determination of stockholders entitled to vote at the Special Meeting, there were 6,662,857 shares of the Company’s common stock outstanding and entitled to vote at the Special Meeting. The holders of 3,977,717 shares of the Company’s common stock were represented virtually or by proxy at the Special Meeting, constituting a quorum.

At the Special Meeting, the Company’s stockholders did not approve Proposal No. 1 – Approval of the Issuance of MEI Common Stock to Infinity Stockholders or Proposal No. 2 – Approval of Possible Adjournment of the MEI Special Meeting, as passage of each of these proposals required the affirmative vote of a majority of the votes cast by stockholders present in person or represented by proxy and entitled to vote at the Special Meeting. The final voting results for Proposal No. 1 and Proposal No. 2, as described in the Prospectus, are set forth below.

Proposal No. 1 – Proposal to consider and vote upon the proposal to approve, for purposes of Nasdaq Listing Rule 5635(a), of the issuance of shares of MEI Common Stock, \$0.00000002 par value per share, to stockholders of Infinity pursuant to the terms of the Merger Agreement, was as follows:

For	Against	Abstain
1,903,448	2,046,283	27,986

Proposal No. 2 – Proposal to consider and vote upon the proposal to approve the adjournment of the Special Meeting, from time to time, if necessary or appropriate, including to solicit additional proxies in the event that there are insufficient votes at the time of the Special Meeting or any adjournment or postponement thereof to approve Proposal No. 1, was as follows:

For	Against	Abstain
1,926,950	2,014,469	36,298

Item 8.01. Other Events

On July 23, 2023, the Company issued a press release announcing that, based on a preliminary count of the votes cast at the Special Meeting, the Company did not obtain the necessary stockholder votes to approve the merger agreement with Infinity. Accordingly, the Company sent Infinity a notice terminating the merger agreement.

The press release is included herein as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1	Termination Letter from MEI Pharma, Inc. to Infinity Pharmaceuticals, Inc., dated July 23, 2023.
99.1	Press Release of the Company dated July 23, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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.

Date: July 24, 2023

MEI Pharma, Inc.

By: /s/ David M. Urso

Name: David M. Urso

Title: Chief Executive Officer



July 23, 2023

VIA EMAIL AND HAND DELIVERY

Infinity Pharmaceuticals, Inc.
1100 Massachusetts Avenue, Floor 4
Cambridge, Massachusetts 02138
Attention: General Counsel
Email: Seth.Tasker@Infi.com

RE: Termination Notice

Dear Seth:

Reference is hereby made to that certain Agreement and Plan of Merger, dated as of February 22, 2023, by and among Infinity Pharmaceuticals, Inc. ("Iris"), MEI Pharma, Inc. ("Meadow") and Meadow Merger Sub, Inc. (the "Merger Agreement"). Capitalized terms used but not defined in this letter shall have the meaning ascribed to such terms in the Merger Agreement.

Meadow hereby provides Iris with notice that (i) the Meadow Stockholder Approval was not obtained at a meeting duly convened therefor or at any adjournment or postponement thereof at which a vote upon the Meadow Stock Issuance was taken and (ii) in accordance with Section 7.2(c) of the Merger Agreement, Meadow hereby terminates the Merger Agreement with immediate effect.

Should you have any questions regarding the notice provided herein, please contact Meadow's counsel, Steven Navarro at 212.309.6147 or steven.navarro@morganlewis.com.

[Signature on the next page]

MEI PHARMA, INC.

By: /s/ David Urso

Name: David Urso

Title President & Chief Executive Officer

cc: WilmerHale LLP
60 State Street
Boston, MA 02109
Attention: Hal J. Leibowitz, Cynthia Mazareas and Michael Gilligan
Email: hal.leibowitz@wilmerhale.com; cynthia.mazareas@wilmerhale.com;
michael.gilligan@wilmerhale.com



MEI Pharma Announces Results of Special Meeting of Stockholders

SAN DIEGO, July 23, 2023 – MEI Pharma, Inc. (NASDAQ: MEIP) (the “Company”) today announced that, based on a count of the votes cast at the Company’s Special Meeting of Stockholders, MEI, by a narrow margin, did not obtain the necessary stockholder votes to approve the merger agreement with Infinity Pharmaceuticals, Inc. (“Infinity”). The certified results show that 59.70% of outstanding shares were voted, of which 47.86% voted in favor of the proposed transaction, and 51.44% against. Accordingly, MEI has sent Infinity a notice terminating the merger agreement.

“While we believe the benefits of the Infinity transaction were compelling for MEI stockholders, we appreciate and value the perspectives of our stockholders,” said David M. Urso, President and Chief Executive Officer of MEI Pharma. “Our Board and management team remain highly-focused on the potential for capturing the stockholder value inherent in the Company’s current development pipeline, which includes Voruciclib and ME-344. With clinical data expected from both of our clinical-stage pipeline programs around year-end and capital to support our near-term development plans, we are focused on the potential opportunities for creating stockholder value.”

MEI’s clinical-stage development programs have the potential, in combination with current therapies, to overcome known resistance mechanisms and improve patient outcomes in cancer. This is supported by pre-clinical and clinical data showing potential anti-tumor activity and mechanistic proof of concept for the combinations being evaluated. Specifically:

- Voruciclib is an orally administered Cyclin-Dependent Kinase 9 (CDK9) inhibitor being clinically investigated for hematological malignancies in combination with Venclexta®.
- ME-344 is a novel, mitochondrial inhibitor drug candidate targeting the OXPHOS pathway involved in the production of adenosine triphosphate (“ATP”) being evaluated in combination with Avastin®.

Voruciclib, in combination with Venclexta, and ME-344, in combination with Avastin, are expected to generate data around the end of this year, with the potential to demonstrate safety and preliminary evidence of efficacy for Voruciclib in patients with acute myeloid leukemia, and for ME-344 in patients with colorectal cancer.

The final vote count regarding the Special Meeting, certified by the independent Inspector of Election, will be filed with the Securities and Exchange Commission on a Form 8-K as soon as practicable, following the customary review and challenge period.

MEI will share further updates on its pipeline and opportunities for value-creation in an investor update call that will be scheduled in the coming days.



About MEI Pharma

MEI Pharma, Inc. (Nasdaq: MEIP) is a pharmaceutical company focused on developing potential new therapies for cancer. MEI Pharma's portfolio of drug candidates includes clinical stage candidates with differentiated 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. 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.

Contacts

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