

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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* <u>New Leaf Ventures II, L.P.</u> (Last) (First) (Middle) C/O NEW LEAF VENTURES TIMES SQUARE TOWER, 7 TIMES SQ, STE 3502 (Street) NEW YORK NY 10036 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/18/2012	3. Issuer Name and Ticker or Trading Symbol <u>MEI Pharma, Inc. [MEIP]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. 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 More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,000,000	D ⁽¹⁾	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Warrants	12/18/2012	12/18/2017	Common Stock 2,100,000	3.12	D ⁽¹⁾	

1. Name and Address of Reporting Person*
New Leaf Ventures II, L.P.
 (Last) (First) (Middle)
 C/O NEW LEAF VENTURES
 TIMES SQUARE TOWER, 7 TIMES SQ, STE 3502
 (Street)
 NEW YORK NY 10036
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
New Leaf Venture Associates II, L.P.
 (Last) (First) (Middle)
 C/O NEW LEAF VENTURES
 TIMES SQUARE TOWER, 7 TIMES SQ, STE 3502
 (Street)
 NEW YORK NY 10036
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
New Leaf Venture Management II, L.L.C.
 (Last) (First) (Middle)
 C/O NEW LEAF VENTURES
 TIMES SQUARE TOWER, 7 TIMES SQ, STE 3502
 (Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Chambon Philippe O.](#)

(Last) (First) (Middle)

C/O NEW LEAF VENTURES

TIMES SQUARE TOWER, 7 TIMES SQ, STE 3502

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[NIEDEL JAMES](#)

(Last) (First) (Middle)

C/O NEW LEAF VENTURES

TIMES SQUARE TOWER, 7 TIMES SQ, STE 3502

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[HUNT RONALD](#)

(Last) (First) (Middle)

C/O NEW LEAF VENTURES

TIMES SQUARE TOWER, 7 TIMES SQ, STE 3502

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Lathi Vijay K](#)

(Last) (First) (Middle)

C/O NEW LEAF VENTURES

2500 SAND HILL ROAD, SUITE 203

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Delagardelle Jeani](#)

(Last) (First) (Middle)

C/O NEW LEAF VENTURES

2500 SAND HILL ROAD, SUITE 203

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[AKKARAJU SRINIVAS](#)

(Last) (First) (Middle)

C/O NEW LEAF VENTURES

2500 SAND HILL ROAD, SUITE 203

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

Explanation of Responses:

1. The securities are directly held by New Leaf Ventures II, L.P. ("NLV II") and indirectly held by New Leaf Venture Associates II, L.P. ("NLV Associates II"), the sole general partner of NLV II, New Leaf Venture Management II, L.L.C. ("NLV Management II"), the sole general partner of NLV Associates II, and the individual managers of NLV Management II (NLV Associates II, NLV Management II and the individual managers of NLV Management II each, an "Indirect Reporting Person"). The individual managers of NLV Management II filing jointly with NLV II, NLV Associates II and NLV Management II are Philippe O. Chambon, James Niedel, Ronald Hunt, Vijay Lathi, Jeani Delagardelle and Srinivas Akkaraju. Each Indirect Reporting Person disclaims beneficial ownership of such portion of the NLV II shares in which such Indirect Reporting Person has no actual pecuniary interest therein.

Remarks:

/s/ Craig L. Slutzkin, Chief
Financial Officer of New Leaf
Venture Management II,
L.L.C., the sole general partner
of New Leaf Venture
Associates II, L.P., the sole
general partner of New Leaf
Ventures II, L.P. 12/28/2012

/s/ Craig L. Slutzkin, Chief
Financial Officer of New Leaf
Venture Management II,
L.L.C., the sole general partner
of New Leaf Venture
Associates II, L.P. 12/28/2012

/s/ Craig L. Slutzkin, Chief
Financial Officer of New Leaf
Venture Management II, L.L.C. 12/28/2012

/s/ Craig L. Slutzkin, as
Attorney-in-Fact for Philippe
O. Chambon 12/28/2012

/s/ Craig L. Slutzkin, as
Attorney-in-Fact for James
Niedel 12/28/2012

/s/ Craig L. Slutzkin, as
Attorney-in-Fact for Ronald
Hunt 12/28/2012

/s/ Craig L. Slutzkin, as
Attorney-in-Fact for Vijay
Lathi 12/28/2012

/s/ Craig L. Slutzkin, as
Attorney-in-Fact for Jeani
Delagardelle 12/28/2012

/s/ Craig L. Slutzkin, as
Attorney-in-Fact for Srinivas
Akkaraju 12/28/2012

** 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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

KNOWN ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints CRAIG L. SLUTZKIN as his true and lawful attorney-in-fact and agent for him and in his name, place and stead, in any and all capacities, to sign any and all documents relating to any and all Securities and Exchange Commission filings which may be required, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, thereby ratifying and confirming all that said attorney-in-fact may lawfully do or cause to be done by virtue hereof.

This power shall continue in effect until terminated in writing.

By: /s/ Vijay K. Lathi

Vijay K. Lathi

By: /s/ James Niedel

James Niedel

Dated: October 5, 2005

POWER OF ATTORNEY

KNOWN ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints CRAIG L. SLUTZKIN as his/her true and lawful attorney-in-fact and agent for him/her and in his/her name, place and stead, in any and all capacities, to sign any and all documents relating to any and all Securities and Exchange Commission filings which may be required, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he/she might or could do in person, thereby ratifying and confirming all that said attorney-in-fact may lawfully do or cause to be done by virtue hereof.

This power shall continue in effect until terminated in writing.

By: /s/ Philippe O. Chambon

Philippe O. Chambon

By: /s/ Jeani Delagardelle

Jeani Delagardelle

By: /s/ Ronald Hunt

Ronald Hunt

Dated: September 29, 2006

POWER OF ATTORNEY

KNOWN ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints CRAIG L. SLUTZKIN as his true and lawful attorney-in-fact and agent for him and in his name, place and stead, in any and all capacities, to sign any and all documents relating to any and all Securities and Exchange Commission filings which may be required, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, thereby ratifying and confirming all that said attorney-in-fact may lawfully do or cause to be done by virtue hereof.

This power shall continue in effect until terminated in writing.

By: /s/ Srinivas Akkaraju

Srinivas Akkaraju

Dated: February 2, 2009