

Cyclacel Pharmaceuticals, Inc.  
Form 8-K  
May 21, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **May 21, 2013**

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**CYCLACEL PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

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

**0-50626**  
(Commission File Number)

**91-1707622**  
(IRS Employer  
  
Identification No.)

**200 Connell Drive, Suite 1500**  
**Berkeley Heights, NJ 07922**  
(Address of principal executive offices and zip code)

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Registrant's telephone number, including area code: **(908) 517-7330**

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(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 (see General Instruction A.2. below):**

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

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**Item 8.01 Other Events.**

On May 21, 2013, Cyclacel Pharmaceuticals, Inc. (the **Company**) issued a press release announcing the closing of the public offering and sale by the Company of 6,833,334 shares of its common stock, which includes 166,667 shares that were subject to the underwriters' over-allotment option, at a price to the public of \$3.00 per share. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Neither the filing of the press release as exhibits to this Current Report on Form 8-K nor the inclusion in the press release of a reference to the Company's internet address shall, under any circumstances, be deemed to incorporate the information available at the Company's internet address into this Current Report on Form 8-K. The information available at the Company's internet address is not part of this Current Report on Form 8-K or any other report filed by it with the Securities and Exchange Commission.

**Item 9.01 Financial Statements and Exhibits.**

(d) The following exhibits are filed with this Report:

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Press release, dated May 21, 2013, announcing the closing of the public offering |

**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 thereunto duly authorized.

**CYCLACEL PHARMACEUTICALS, INC.**

|        |   |
|--------|---|
| By:    | /s/ Paul McBarron   |
| Name:  | Paul McBarron   |
| Title: | Executive Vice President Finance,<br>Chief Financial Officer and<br>Chief Operating Officer |

Date: May 21, 2013