

Rombotis Spiro George
 Form 4
 January 07, 2019

FORM 4

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

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Rombotis Spiro George

2. Issuer Name and Ticker or Trading Symbol
 Cyclacel Pharmaceuticals, Inc.
 [CYCC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 200 CONNELL DRIVE, SUITE 1500
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/03/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

BERKELEY HEIGHTS, NJ 07922

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|---------------------|--|----------------------|-----------------|---|------------------|------------------|------------------|-----------------|--------------|----------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option | \$ 0.71 | 01/04/2019 | A | | 508,198 | | <u>(1)</u> | 01/04/2029 | Common Stock | 508,198 |
| Option | \$ 1.74 | 01/03/2019 | A | | 15,625 | | <u>(3)</u> | 12/29/2027 | Common Stock | 15,625 |
| Option | \$ 1.56 | 01/03/2019 | A | | 14,375 | | <u>(4)</u> | 02/22/2028 | Common Stock | 14,375 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rombotis Spiro George 200 CONNELL DRIVE, SUITE 1500 BERKELEY HEIGHTS, NJ 07922 | X | | President and CEO | |

Signatures

/s/ Spiro
Rombotis

01/07/2019

**Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

(1) These securities are exercisable over a three-year period, with 1/36 of the options granted vesting on a monthly basis.

(2) These securities were granted as part of the Issuer's annual compensation review to executive officers.

On December 29, 2017, Spiro Rombotis was granted an option to purchase certain shares of common stock, which option shall vest according to the satisfaction of performance criteria. Certain performance criteria were confirmed to have been met on January 3, 2019, resulting in the vesting of the option as to 15,625 shares.

On February 22, 2018, Spiro Rombotis was granted an option to purchase certain shares of common stock, which option shall vest according to the satisfaction of performance criteria. Certain performance criteria were confirmed to have been met on January 3, 2019, resulting in the vesting of the option as to 14,375 shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.