

Cyclacel Pharmaceuticals, Inc.  
Form 8-K  
March 29, 2012

**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): **March 29, 2012**

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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**

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**Berkeley Heights, NJ 07922**

(Address of principal executive offices and zip code)

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):

- 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))
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**Item 2.02 Results of Operations and Financial Condition.**

The information set forth under this Item 2.02. Results of Operations and Financial Condition, including the exhibit attached hereto, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Attached as Exhibit 99.1 is a copy of a press release of Cyclacel Pharmaceuticals, Inc. (the **Company**), dated March 29, 2012, announcing certain financial results for the fourth quarter and the year ended December 31, 2011.

The Company will conduct a conference call to review its financial results on Thursday, March 29, 2012, at 4:30 p.m., Eastern Time.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| 99.1                  | Press release announcing financial results for the fourth quarter and the year ended December 31, 2011, dated March 29, 2012. |

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**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: March 29, 2012

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