

Cyclacel Pharmaceuticals, Inc.  
Form 424B3  
November 16, 2012

**PROSPECTUS SUPPLEMENT NO. 4  
(TO PROSPECTUS DATED APRIL 26, 2012)**

**Filed pursuant to Rule 424(b)(3)  
under the Securities Act of 1933  
in connection with Registration  
Statement No. 333- 173291**

**544,117 Shares of Common Stock**

**of**

**CYCLACEL PHARMACEUTICALS, INC.**

**Issuable Upon Exercise of Outstanding Warrants  
Issued in an Underwritten Offering**

This Prospectus Supplement No. 4 supplements and amends the prospectus dated April 26, 2012 (the **Prospectus** ), as supplemented by the Prospectus Supplement No. 1 dated May 16, 2012, Prospectus Supplement No. 2 dated August 14, 2012, and Prospectus Supplement No. 3 dated August 24, 2012, relating to the registration of 544,117 shares of common stock, par value \$0.001 per share, of Cyclacel Pharmaceuticals, Inc. ( **we** , **us** , **our company** , or **the Company** ), which we may issue upon exercise of warrants to purchase common stock at an exercise price of \$9.52 per share which we issued on July 7, 2011 as part of an underwritten offerings, such warrants expiring on July 7, 2016. We refer to these warrants as the July 2011 Warrants.

To the extent any holder of our July 2011 Warrants determines to exercise its warrants, we will receive the payment of the exercise price in connection with such exercise. We will not receive any proceeds from the sale of the common stock issuable upon exercise of the July 2011 Warrants by their holders.

This prospectus supplement should be read in conjunction with the Prospectus, including any supplements or amendments to it. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the Prospectus, including any supplements or amendments to it. The share amounts and prices included herein give effect to the 1-for-7 reverse stock split of our common stock which became effective on August 24, 2012.

On November 16, 2012, we filed our Quarterly Report on Form 10-Q for the quarter ended September 30, 2012. That Quarterly Report on Form 10-Q, without exhibits, is attached hereto.

**Investing in our common stock involves risks. See Risk Factors beginning on page 19 of the Prospectus, as well as the section entitled Risk Factors included in our recent quarterly and annual reports filed with the Securities and Exchange Commission.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the Prospectus to which it relates are truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this prospectus supplement is November 16, 2012.

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2012

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission file number 0-50626

**CYCLACEL PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation or Organization)

**91-1707622**  
(I.R.S. Employer  
Identification No.)

**200 Connell Drive, Suite 1500**

**Berkeley Heights, New Jersey**  
(Address of principal executive offices)

**07922**  
(Zip Code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller reporting filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of November 14, 2012 there were 8,434,811 shares of the registrant's common stock outstanding.

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**EXPLANATORY NOTE**

In filing this Quarterly Report on Form 10-Q for the period ended September 30, 2012 (this Report ), Cyclacel Pharmaceuticals, Inc. (the Company ) has relied upon the order of the Securities and Exchange Commission, dated November 14, 2012, providing regulatory relief to publicly traded companies affected by Hurricane Sandy. The Company s headquarters is located in New Jersey, where it lacked power, telephone and internet service as a result of Hurricane Sandy. As a result, management required additional time to prepare, substantiate and verify the accuracy of certain disclosures in this Report, which could not be completed without incurring undue hardship and expense

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**CYCLACEL PHARMACEUTICALS, INC.**  
**(A Development Stage Company)**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

(In \$000s, except share amounts)

	December 31, 2011	September 30, 2012 (Unaudited)
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 24,449	\$ 17,837
Prepaid expenses and other current assets	1,069	1,235
Current assets of discontinued operations	313	881
<b>Total current assets</b>	<b>25,831</b>	<b>19,953</b>
Property, plant and equipment (net)	167	140
Long-term assets of discontinued operations		433
<b>Total assets</b>	<b>\$ 25,998</b>	<b>\$ 20,526</b>
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 1,717	\$ 1,642
Accrued liabilities and other current liabilities	4,183	4,127
Economic rights		1,070
Other liabilities measured at fair value	71	20
Current liabilities of discontinued operations	527	438
<b>Total current liabilities</b>	<b>6,498</b>	<b>7,297</b>
<b>Total liabilities</b>	<b>6,498</b>	<b>7,297</b>
<b>Stockholders equity:</b>		
Preferred stock, \$0.001 par value; 5,000,000 shares authorized at December 31, 2011 and September 30, 2012; 1,213,142 shares issued and outstanding at December 31, 2011 and September 30, 2012. Aggregate preference in liquidation of \$13,708,505 and \$14,254,419 at December 31, 2011 and September 30, 2012, respectively	1	1
Common stock, \$0.001 par value; 100,000,000 shares authorized at December 31, 2011 and September 30, 2012; 7,745,779 and 8,434,292 shares issued and outstanding at December 31, 2011 and September 30, 2012, respectively	8	8
Additional paid-in capital	276,498	278,655
Accumulated other comprehensive loss	57	51
Deficit accumulated during the development stage	(257,064)	(265,486)
<b>Total stockholders equity</b>	<b>19,500</b>	<b>13,229</b>
<b>Total liabilities and stockholders equity</b>	<b>\$ 25,998</b>	<b>\$ 20,526</b>

The accompanying notes are an integral part of these condensed consolidated financial statements.





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**CYCLACEL PHARMACEUTICALS, INC.**  
**(A Development Stage Company)**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

(In \$000s, except share and per share amounts)  
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,		Period from August 13, 1996 (inception) to September 30,
	2011	2012	2011	2012	2012
<b>Revenues:</b>					
Collaboration and research and development revenue	\$	\$	\$	\$	\$ 3,100
Grant revenue		38		64	3,712
Total revenues		38		64	6,812
<b>Operating expenses:</b>					
Research and development		2,066		4,596	190,395