

Cyclacel Pharmaceuticals, Inc.
Form 424B3
August 31, 2012

**PROSPECTUS SUPPLEMENT NO. 3
(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. 333-167470**

**CYCLACEL PHARMACEUTICALS, INC.
14,285 Shares of Common Stock**

This Prospectus Supplement No. 3 supplements and amends the prospectus dated April 26, 2012, as supplemented by the Prospectus Supplement No. 1 dated May 16, 2012 and Prospectus Supplement No. 2 dated August 14, 2012, collectively referred to herein as the Prospectus, relating to the resale or other disposition from time to time of up to 14,285 shares of common stock, par value \$0.001 per share, of Cyclacel Pharmaceuticals, Inc. (**we**, **us**, **our company**, or **the Company**), by Kingsbridge Capital Limited, or Kingsbridge, that we may issue upon exercise of an amended and restated warrant we issued to Kingsbridge on November 24, 2009. The shares may be sold or otherwise disposed of from time to time by the selling stockholder.

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. We will not receive any proceeds from the sale of the shares of common stock by Kingsbridge. We may receive proceeds upon the issuance of shares to Kingsbridge in connection with the exercise of the warrant by Kingsbridge. 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 August 24, 2012, we filed our Current Report on Form 8-K. That Current Report on Form 8-K, 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 August 24, 2012.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): **August 24, 2012**

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**

(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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The Reverse Stock Split is intended to increase the per share trading price of the Company's shares of Common Stock to satisfy the \$1.00 minimum bid price requirement for continued listing on the NASDAQ Global Market. As previously announced, in order to maintain the Company's listing on NASDAQ, on or before September 11, 2012, the Company's Common Stock must have a closing bid price of \$1.00 or more for a minimum of 10 consecutive trading days prior to September 11, 2012. There can be no assurance that the reverse stock split will have the desired effect of raising the closing bid price of the Company's Common Stock prior to September 11, 2012, to meet this requirement.

Item 8.01 **Other Events.**

On August 24, 2012, the Company issued a press release announcing the effectiveness of the Reverse Stock Split. A copy of the press release is attached as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit Number	Description
3.1	Form of Cyclacel Pharmaceuticals, Inc. Amended and Restated Certificate of Incorporation.
99.1	Press release announcing the effectiveness of the reverse stock split, dated August 24, 2012.

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, Chief Financial Officer and Chief Operating Officer

Date: August 24, 2012