

Cyclacel Pharmaceuticals, Inc.  
Form DEFA14A  
April 12, 2018

**DEFINITIVE ADDITIONAL PROXY SOLICITING MATERIALS**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

.. Soliciting Material Under Rule 14a-12

**CYCLACEL PHARMACEUTICALS, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- .. Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

- .. Fee paid previously with preliminary materials:  
Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

1) Amount previously paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

You are receiving this communication because you hold shares in the above named company. This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side). We encourage you to access and review all of the important information contained in the proxy materials before voting. **Meeting Information Meeting Type: For holders as of: Date: Time: Location: \*\*\* Exercise Your *Right to Vote* \*\*\* Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on *CYCLACEL PHARMACEUTICALS INC.* Annual Meeting May 31, 2018** May 31, 2018 10:00 AM EDT April 05, 2018 200 Connell Drive Suite 1500 Berkeley Heights, NJ, 07922

**How To Vote** Please Choose One of the Following Voting Methods **Vote In Person:** If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. **Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow available and follow the instructions. **Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form. **Before You Vote** How to Access the Proxy Materials **Proxy Materials Available to VIEW or RECEIVE: How to View Online:** Have the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com). **How to Request and Receive a PAPER or E-MAIL Copy:** If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request: 1) **BY INTERNET:** [www.proxyvote.com](http://www.proxyvote.com) 2) **BY TELEPHONE:** 1-800-579-1639 3) **BY E-MAIL\*:** [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com) \* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line. 1. Notice & Proxy Statement 2. Form 10-K Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 17, 2018 to facilitate timely delivery.

**Voting items** **The Board of Directors recommends that you vote FOR the following:** **1.** Election of Class 3 Directors **Nominees** 01 Paul McBarron 02 Dr. Christopher Henney **The Board of Directors recommends you vote FOR the following proposal(s):** **2.** Ratify the appointment of RSM US, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018 **3.** Approve the Company's proposed 2018 Equity Incentive Plan. **NOTE:** The Company will transact any other business that may properly be presented before the annual meeting or at any adjournment or postponement thereof.

**Voting Instructions**