

Edgar Filing: Flynn James E - Form SC 13G/A

Flynn James E
Form SC 13G/A
February 13, 2009

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2 (b)

(Amendment No. 4) *

Cyclacel Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

23254L108

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

(Page 1 of 11 Pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

13G

Page 2 of 11

CUSIP No. 23254L108

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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Deerfield Capital, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

0

NUMBER OF SHARES 6. SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 178,464 (Comprised of shares underlying warrants)

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

178,464 (Comprised of shares underlying warrants)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

178,464 (Comprised of shares underlying warrants)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

.87%

12. TYPE OF REPORTING PERSON*

PN

CUSIP No. 23254L108

1. NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Deerfield Special Situations Fund, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

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3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

0

NUMBER OF
SHARES

6. SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

178,464 (Comprised of shares underlying warrants)

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

178,464 (Comprised of shares underlying warrants)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

178,464 (Comprised of shares underlying warrants)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

.87%

12. TYPE OF REPORTING PERSON*

PN

13G

Page 4 of 11

CUSIP No. 23254L108

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Deerfield Management Company, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

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New York

5. SOLE VOTING POWER

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6. SHARED VOTING POWER

312,608 (Comprised of shares underlying warrants)

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

312,608 (Comprised of shares underlying warrants)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

312,608 (Comprised of shares underlying warrants)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.51%

12. TYPE OF REPORTING PERSON*

PN

13G

Page 5 of 11

CUSIP No. 23254L108

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Deerfield Special Situations Fund International Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5. SOLE VOTING POWER

0

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6. SHARED VOTING POWER 312,608 (Comprised of shares underlying warrants) ----- 7. SOLE DISPOSITIVE POWER 0 ----- 8. SHARED DISPOSITIVE POWER 312,608 (Comprised of shares underlying warrants) -----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 312,608 (Comprised of shares underlying warrants) -----

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.51% -----

12. TYPE OF REPORTING PERSON* CO -----

CUSIP No. 23254L108 -----

1. NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) James E. Flynn -----

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3. SEC USE ONLY -----

4. CITIZENSHIP OR PLACE OF ORGANIZATION United States -----

5. SOLE VOTING POWER 0 -----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6. SHARED VOTING POWER 491,072 (Comprised of shares underlying warrants) ----- 7. SOLE DISPOSITIVE POWER

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PERSON 0

WITH

8. SHARED DISPOSITIVE POWER

491,072 (Comprised of shares underlying warrants)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

491,072 (Comprised of shares underlying warrants)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* |_|

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.35%

12. TYPE OF REPORTING PERSON*

IN

Page 7 of 11

CUSIP No. 23254L108

Item 1(a). Name of Issuer:

Cyclacel Pharmaceuticals, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

200 Connell Drive, Suite 1500
Berkeley Heights, NJ 07922

Item 2(a). Name of Person Filing:

James E. Flynn, Deerfield Capital, L.P., Deerfield Special
Situations Fund, L.P., Deerfield Management Company, L.P., Deerfield
Special Situations Fund International Limited

Item 2(b). Address of Principal Business Office, or if None, Residence:

James E. Flynn, Deerfield Capital, L.P., Deerfield Special
Situations Fund, L.P., Deerfield Management Company, L.P., 780 Third
Avenue, 37th Floor, New York, NY 10017 Deerfield Special Situations
International Limited c/o Bisys Management, Bison Court, Columbus
Centre, P.O. Box 3460, Road Town, Tortola, British Virgin Islands

Item 2(c). Citizenship:

Mr. Flynn - United States citizen

Deerfield Capital, L.P., and Deerfield Special Situations Fund, L.P.
- Delaware limited partnerships
Deerfield Management Company, L.P. - New York limited partnership
Deerfield Special Situations International Limited

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- British Virgin Islands corporations

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

23254L108

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act.
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) Investment company registered under Section 8 of the Investment Company Act.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

Page 8 of 11

- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Deerfield Capital, L.P. - 178,464 shares (comprised of shares underlying warrants)
Deerfield Special Situations Fund, L.P. - 178,464 shares (comprised of shares underlying warrants)
Deerfield Management Company, L.P. - 312,608 shares (comprised of shares underlying warrants)
Deerfield Special Situations International Limited - 312,608 shares (comprised of shares underlying warrants)
James E. Flynn - 491,072 shares

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(b) Percent of class:

Deerfield Capital, L.P. - .87%
Deerfield Special Situations Fund, L.P. - .87%
Deerfield Management Company, L.P. - 1.51%
Deerfield Special Situations International Limited - 1.51%
James E. Flynn - 2.35%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote	0
(ii) Shared power to vote or to direct the vote	-----, Deerfield Capital, L.P. - 178,464 Deerfield Special Situations Fund, L.P. - 178,464 Deerfield Management Company, L.P. - 312,608 Deerfield Special Situations Fund International Limited - 312,608 James E. Flynn - 491,072 -----
(iii) Sole power to dispose or to direct the disposition of	0 -----,

Page 9 of 11

(iv) Shared power to dispose or to direct the disposition of	----- Deerfield Capital, L.P. - 178,464 Deerfield Special Situations Fund, L.P. - 178,464 Deerfield Management Company, L.P. - 312,608 Deerfield Special Situations Fund International Limited - 312,608 James E. Flynn - 491,072 -----.
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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities check the following |X|.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

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If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or Control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

Page 10 of 11

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to ss.240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to ss.240.13d-1(c) or ss.240.13d-1(d), attach an exhibit stating the identity of each member of the group.

See Exhibit B

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

Item 10. Certifications.

"By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect."

Page 11 of 11

SIGNATURE

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DEERFIELD CAPITAL, L.P.

By: J.E. Flynn Capital LLC,
General Partner

By: /s/ Darren Levine

Darren Levine, Attorney-In-Fact

DEERFIELD SPECIAL SITUATIONS FUND, L.P.

By: Deerfield Capital, L.P.

By: J.E. Flynn Capital LLC,
General Partner

By: /s/ Darren Levine

Darren Levine, Attorney-In-Fact

DEERFIELD MANAGEMENT COMPANY, L.P.

By: Flynn Management LLC
General Partner

By: /s/ Darren Levine

Darren Levine, Attorney-In-Fact

DEERFIELD SPECIAL SITUATIONS FUND INTERNATIONAL LIMITED

By: Deerfield Management Company

By: Flynn Management LLC,
General Partner

By: /s/ Darren Levine

Darren Levine, Attorney-In-Fact

JAMES E. FLYNN

/s/ Darren Levine

Darren Levine, Attorney-In-Fact

Date: February 12, 2009

Exhibit List

Exhibit A . Joint Filing Agreement.

Exhibit B. Item 8 Statement.

Exhibit C (1). Power of Attorney.

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(1) Previously filed as Exhibit 24 to a Form 4 with regard to PAR Pharmaceutical Companies, Inc. filed with the Commission on February 1, 2007 by Deerfield Capital L.P.; Deerfield Partners, L.P.; Deerfield Management Company, L.P.; Deerfield International Limited; Deerfield Special Situations Fund, L.P.; Deerfield Special Situations Fund International Limited; and James E. Flynn.

Exhibit A

The undersigned agree that this Schedule 13G, and all amendments thereto, relating to the Common Stock of Cyclacel Pharmaceuticals, Inc. shall be filed on behalf of the undersigned.

DEERFIELD CAPITAL, L.P.

By: J.E. Flynn Capital LLC,
General Partner

By: /s/ James E. Flynn

James E. Flynn, Managing Member

DEERFIELD PARTNERS, L.P.

By: Deerfield Capital, L.P.

By: J.E. Flynn Capital LLC,
General Partner

By: /s/ James E. Flynn

James E. Flynn, Managing Member

DEERFIELD SPECIAL SITUATIONS FUND, L.P.

By: Deerfield Capital, L.P.

By: J.E. Flynn Capital LLC,
General Partner

By: /s/ James E. Flynn

James E. Flynn, Managing Member

DEERFIELD MANAGEMENT COMPANY

By: Flynn Management LLC
General Partner

By: /s/ James E. Flynn

James E. Flynn, Managing Member

DEERFIELD INTERNATIONAL LIMITED

By: Deerfield Management Company

By: Flynn Management LLC,

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General Partner

By: /s/ James E. Flynn

James E. Flynn, Managing Member

DEERFIELD SPECIAL SITUATIONS FUND INTERNATIONAL LIMITED

By: Deerfield Management Company

By: Flynn Management LLC,
General Partner

By: /s/ James E. Flynn

James E. Flynn, Managing Member

JAMES E. FLYNN

/s/ James E. Flynn

Exhibit B

Due to the relationships between them, the reporting persons hereunder that beneficially own shares of the Issuer may be deemed to constitute a "group" with one another for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.