

Cyclacel Pharmaceuticals, Inc.  
Form 8-K  
January 27, 2010

**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): January 27, 2010**

**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**

(Address of Principal Executive Offices)

**07922**

(Zip Code)

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:

- 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))

**Item 8.01 Other Events**

On January 27, 2010, Cyclacel Pharmaceuticals, Inc. (the **Company** ) issued a press release announcing that NASDAQ has notified the Company that it has regained compliance with the minimum \$50 million market value of listed securities requirement and that it currently complies with all other applicable standards for continued listing on The NASDAQ Global Market. Accordingly, the Company's shares of common and preferred stock will continue to trade on The NASDAQ Global Market and the previously disclosed delisting proceeding is now closed. Attached as Exhibit 99.1 is a copy of the press release.

**Item 9.01 Financial Statements and Exhibits**

(d) The following exhibit is furnished with this Report:

| Exhibit No | Description                          |
|------------|--------------------------------------|
| 99.1       | Press Release dated January 27, 2010 |

**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: January 27, 2010