

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Rombotis Spiro George</u> _____ (Last) (First) (Middle) <u>200 CONNELL DRIVE, SUITE 1500</u> _____ (Street) <u>BERKELEY NJ 07922</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Cyclacel Pharmaceuticals, Inc. [ CYCC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/03/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Option	\$0.71	01/04/2019		A	508,198		(1)	01/04/2029	Common Stock	508,198	\$0 <sup>(2)</sup>	508,198	D	
Option	\$1.74	01/03/2019		A	15,625		(3)	12/29/2027	Common Stock	15,625	\$0 <sup>(3)</sup>	15,625	D	
Option	\$1.56	01/03/2019		A	14,375		(4)	02/22/2028	Common Stock	14,375	\$0 <sup>(4)</sup>	14,375	D	

**Explanation of Responses:**

- These securities are exercisable over a three-year period, with 1/36 of the options granted vesting on a monthly basis.
- These securities were granted as part of the Issuer's annual compensation review to executive officers.
- On December 29, 2017, Spiro Rombotis was granted an option to purchase certain shares of common stock, which option shall vest according to the satisfaction of performance criteria. Certain performance criteria were confirmed to have been met on January 3, 2019, resulting in the vesting of the option as to 15,625 shares.
- On February 22, 2018, Spiro Rombotis was granted an option to purchase certain shares of common stock, which option shall vest according to the satisfaction of performance criteria. Certain performance criteria were confirmed to have been met on January 3, 2019, resulting in the vesting of the option as to 14,375 shares.

/s/ Spiro Rombotis 01/07/2019  
 \*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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