

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 9, 2025

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)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	CYCC	The Nasdaq Stock Market LLC
Preferred Stock, \$0.001 par value	CYCCP	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

Amendment to Securities Purchase Agreement

On January 9, 2025, Cyclacel Pharmaceuticals, Inc. (the “Company”) amended its Securities Purchase Agreement (the “Purchase Agreement”) with David E. Lazar (together with the Company, the “Parties”), by entering into an addendum to the Purchase Agreement (the “Addendum”) to correct an inadvertent error in the original Purchase Agreement. The Addendum rectified that mistake by correctly stating the intent of the parties, which was that, pursuant to section 2.3(a)(v) of the Purchase Agreement, Mr. Lazar has not been appointed as a member of the board of directors of the Company (the “Board”) and will not be appointed as Chairman of the Board. Mr. Lazar only had the right to appoint one (1) member of the Board, which was David Natan, who has been appointed chairman of the audit committee of the Board.

Except for the Addendum, all other terms of the Purchase Agreement and exhibits thereto remain unchanged and in full force and effect.

A copy of the Addendum is filed as Exhibit 10.1 to this Form 8-K and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
10.1	Addendum to Securities Purchase Agreement, dated as of January 9, 2025, by and between the Company and David Lazar
104	Cover Page Interactive Data File

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.

Date: January 9, 2025

Cyclacel Pharmaceuticals, Inc.

By: /s/ David Lazar

Name: David Lazar

Title: Interim Chief Executive Officer

**ADDENDUM TO SECURITIES PURCHASE AGREEMENT,
DATED JANUARY 2, 2025**

This Addendum, dated January 9, 2025, shall be made part of the securities purchase agreement, dated January 2, 2025 (the “Agreement”), by and between Cyclacel Pharmaceuticals, Inc. (the “Company”) and David Lazar (the “Purchaser” and together with the Company, the “Parties”), and shall be deemed effective at the time of the Agreement.

WHEREAS, the Parties desire to correctly state the intent of the Parties to the Agreement.

NOW, THEREFORE, the Parties hereby agree as follows:

1. Section 2.3(a)(v) of the Agreement is hereby amended and restated to read, in its entirety, as follows:

“(v) as of the First Closing, a copy of the resolutions of the Company’s Board of Directors (A) authorizing Company’s execution, delivery, and performance of this Agreement, including, inter alia, the authorization and issuance of the Securities as well as the authorization of a right for the Purchaser to sell, assign or otherwise transfer either the Securities (as well as any Common Stock underlying any such Securities) and/or its rights to acquire the Securities (as well as any Common Stock underlying any such Securities) pursuant to this agreement (the “Securities Purchase Rights”), including by way of option for Purchaser to sell and/or a transferee thereof to purchase, the Securities Purchase Rights (the “Securities Purchase Rights Transfer Right”), (B) with respect to Section 3.1(y), (C) the Rule 16b-3 Exemption Approvals, which resolutions shall be prepared and adopted in the form provided by Purchaser to the Company, and (D) the appointment of a designee of David Lazar, who shall be deemed “independent” under the rules and regulations of the Trading Market and applicable securities laws, as a member of the Board of Directors (the “New Director”).”

IN WITNESS WHEREOF, the Parties have caused this Addendum to be executed by the respective officers thereunto duly authorized, in each case as of the date first written above.

“COMPANY”

CYCLACEL PHARMACEUTICALS, INC.

By: /s/ Paul McBarron
Name: Paul McBarron
Title: Director

PURCHASER

/s/ David Lazar
David Lazar