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): March 29, 2016

CYCLACEL PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**0-50626**	**91-1707622**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(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))**

Item 8.01 Other Events.

Declaration of Quarterly Cash Dividend on 6% Convertible Exchangeable Preferred Stock

On March 29, 2016, the Board of Directors (the "**Board**") of Cyclacel Pharmaceuticals, Inc. (the "**Company**") declared a quarterly cash dividend in the amount of $0.15 per share on the Company's 6% Convertible Exchangeable Preferred Stock ("**Preferred Stock**"). The cash dividend will be payable on May 1, 2016 to the holders of record of the Preferred Stock as of the close of business on April 18, 2016.

The Board considered numerous factors in determining whether to declare the quarterly dividend, including the requisite financial analysis and determination of a surplus. While the Board will analyze the advisability of the declaration of dividends in future quarters, there is no assurance that future quarterly dividends will be declared.

Receipt of NASDAQ Extension

As previously disclosed, on February 2, 2016, the Company received a letter from the Listing Qualifications Staff of The NASDAQ Stock Market LLC ("**NASDAQ**") notifying it that, because it had not regained compliance with the $1.00 minimum bid price requirement for continued listing as set forth in NASDAQ Listing Rule 5550(a)(2) (the "**Rule**"), its common stock would be subject to delisting from NASDAQ unless the Company timely requested a hearing before a NASDAQ Listing Qualifications Panel (the "**Pane**l"). The Company requested a hearing before the Panel, at which it presented a plan to regain compliance with the Rule and requested that the Panel allow it additional time to implement the plan. On April 4, 2016, the Panel rendered its written decision granting the Company until June 14, 2016 to regain compliance with the Rule.

On April 11, 2016, the Company issued a press release announcing that it had received a favorable ruling from the Panel, whereby the Panel has granted its request to remain listed on The NASDAQ Capital Market, subject to the condition that on or before June 14, 2016, it must have evidenced a closing bid price of $1.00 per share or more for a minimum of ten prior consecutive trading days. The full text of the press release is attached to this current report on Form 8-K as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press release announcing ruling from the NASDAQ Listing Qualifications Panel, dated April 11, 2016.

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: April 11, 2016

Exhibit 99.1

Cyclacel Pharmaceuticals, Inc.

P R E S S R E L E A S E

CYCLACEL ANNOUNCES RECEIPT OF NASDAQ EXTENSION

Berkeley Heights, NJ, April 11, 2016 - Cyclacel Pharmaceuticals, Inc. (NASDAQ: CYCC, NASDAQ: CYCCP; ("Cyclacel" or the "Company") a biopharmaceutical company developing oral therapies that target the various phases of cell cycle control for the treatment of cancer and other serious disorders, today announced that the Company received a written ruling from the NASDAQ Hearings Panel (the "Panel") stating that the Panel has granted the Company's request to remain listed on The NASDAQ Capital Market.

Cyclacel's continued listing on NASDAQ is conditioned upon the Company demonstrating compliance with the minimum bid price requirement, as set forth in Listing Rule 5550(a)(2), by June 14, 2016, and also remaining in compliance on that date with NASDAQ's other continued listing requirements. Specifically, the Company must evidence a closing bid price for its common stock of at least $1.00 per share for a minimum of 10 consecutive business days by the close of business on June 14, 2016. The Panel's favorable determination follows a hearing that took place on March 31, 2016.

The Company has included a proposal in its Preliminary Proxy Statement filed with the Securities and Exchange Commission on March 30, 2016 asking its stockholders to approve a reverse split of the Company's common stock in order to maintain the listing of its common stock on The NASDAQ Capital Market. The stockholder vote on the reverse stock split proposal will be announced at the Company's 2016 Annual Meeting of Stockholders, to be held on May 26, 2016 at the Company's corporate headquarters in Berkeley Heights, New Jersey. The Company must regain compliance with the minimum bid price requirement no later than ten trading days prior to June 14, 2016. Should the company be unable to meet the requirements of the Panel's decision by June 14, 2016, the Panel will issue a final delist determination and immediately suspend all trading in Cyclacel's shares of common stock on The NASDAQ Capital Market.

About Cyclacel Pharmaceuticals, Inc.

Cyclacel is a biopharmaceutical company developing oral therapies that target the various phases of cell cycle control for the treatment of cancer and other serious diseases. Sapacitabine, Cyclacel's most advanced product candidate, is the subject of SEAMLESS, a Phase 3 trial, which has completed enrollment and is being conducted under an SPA with the U.S. Food and Drug Administration (FDA) as front-line treatment for acute myeloid leukemia (AML) in the elderly, and other indications, including myelodysplastic syndromes (MDS). Cyclacel's pipeline includes an oral regimen of seliciclib in combination with sapacitabine in a Phase 1 study of patients with solid tumors, including BRCA positive cancers, and CYC065, a novel CDK2/9 inhibitor, in a Phase 1 study of patients with solid tumors and lymphomas with potential utility in both hematological malignancies and solid tumors. Cyclacel's strategy is to build a diversified biopharmaceutical business focused in hematology and oncology based on a development pipeline of novel drug candidates. Please visit www.cyclacel.com for more information.

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Forward-looking Statements

This news release contains certain forward-looking statements that involve risks and uncertainties that could cause actual results to be materially different from historical results or from any future results expressed or implied by such forward-looking statements. Such forward-looking statements include statements regarding, among other things, the efficacy, safety and intended utilization of Cyclacel's product candidates, the conduct and results of future clinical trials, plans regarding regulatory filings, future research and clinical trials and plans regarding partnering activities. Factors that may cause actual results to differ materially include the risk that product candidates that appeared promising in early research and clinical trials do not demonstrate safety and/or efficacy in larger-scale or later clinical trials, trials may have difficulty enrolling, Cyclacel may not obtain approval to market its product candidates, the risks associated with reliance on outside financing to meet capital requirements, and the risks associated with reliance on collaborative partners for further clinical trials, development and commercialization of product candidates. You are urged to consider statements that include the words "may," "will," "would," "could," "should," "believes," "estimates," "projects," "potential," "expects," "plans," "anticipates," "intends," "continues," "forecast," "designed," "goal," or the negative of those words or other comparable words to be uncertain and forward-looking. For a further list and description of the risks and uncertainties the Company faces, please refer to our most recent Annual Report on Form 10-K and other periodic and other filings we file with the Securities and Exchange Commission and are available at www.sec.gov. Such forward-looking statements are current only as of the date they are made, and we assume no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

Contacts for Cyclacel Pharmaceuticals, Inc.

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