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**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): September 10, 2014

**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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.**

(d) Effective September 10, 2014, the Board of Directors (the “**Board**”) of Cyclacel Pharmaceuticals, Inc. (the “**Company**”) appointed Samuel L. Barker, Ph.D., to serve as a Class 1 Director until the 2016 annual meeting of the Company’s stockholders. A press release reflecting Dr. Barker’s appointment, dated September 11, 2014, is attached hereto as Exhibit 99.1.

There are no arrangements or understandings between Dr. Barker and any other person pursuant to which Dr. Barker was appointed as a director. There are no transactions to which the Company is a party and in which Dr. Barker has a material interest that is required to be disclosed under Item 404(a) of Regulation S-K.

Dr. Barker has not previously held any positions with the Company and has no family relations with any directors or executive officers of the Company.

On September 10, 2014, the Board granted, under and pursuant to the terms of the 2006 Equity Incentive Plan, as amended, to Dr. Barker an option to purchase up to 9,000 shares of the Company’s common stock, at an exercise price of \$3.26 per share, for his services as a non-executive director of the Company, all of such options to vest on the first anniversary of the date of grant. The option expires on September 10, 2024.

In addition, Dr. Barker is entitled to receive an annual fee of \$45,000 for his services as a non-executive director of the Company. Dr. Barker will also be reimbursed for certain customary business expenses in connection with attending the Board meeting. Dr. Barker will also serve as a member of the Audit Committee and Compensation Committee of the Board.

Dr. Barker has been a director since September 2014. In 2001, Dr. Barker co-founded Clearview Projects, Inc., a provider of partnering and transaction services to biopharmaceutical companies, and served as its president and chief executive officer from 2003 to 2004. Dr. Barker served in a series of leadership positions at Bristol-Myers Squibb Company until his retirement in 1999. His positions at Bristol-Myers Squibb included service as executive vice president, Worldwide Franchise Management and Strategy during 1998; president, United States Pharmaceuticals from 1992 to 1998; and president, Bristol-Myers Squibb Intercontinental Commercial Operations from 1989 to 1991. Prior to 1989, Dr. Barker held executive positions in research and development, manufacturing, business development and operations planning at Squibb Pharmaceuticals. Dr. Barker has served as a director Lexicon Pharmaceuticals, Inc. since March 2000 and served as chairman from 2005 to 2012. Dr. Barker also served as a director of Cadence Pharmaceuticals, Inc. from 2006 to 2014 and of AtheroGenics, Inc. from 2005 to 2009. Dr. Barker received his B.S. from Henderson State College, his M.S. from the University of Arkansas and his Ph.D. from Purdue University.

**Item 8.01 Other Events.**

On September 10, 2014, the Board of 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 November 1, 2014 to the holders of record of the Preferred Stock as of the close of business on October 1, 2014.

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.

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit  
Number**

**Description**

99.1 Press Release, dated September 11, 2014.

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**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: September 11, 2014

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release, dated September 11, 2014.



Cyclacel Pharmaceuticals, Inc.

## P R E S S   R E L E A S E

**CYCLACEL PHARMACEUTICALS APPOINTS SAMUEL L. BARKER, PH.D., TO BOARD OF DIRECTORS**

**Berkeley Heights, NJ, September 11, 2014** - Cyclacel Pharmaceuticals, Inc. (NASDAQ: CYCC, NASDAQ: CYCCP) (“Cyclacel” or the “Company”) announced today the appointment of Samuel L. Barker, Ph.D., to its Board of Directors.

“We are very pleased to have Dr. Sam Barker join the Board of Directors of Cyclacel. His strategic outlook and experience in marketing and commercialization of novel therapeutics further adds to the strength of our Board,” said David U’Prichard, Ph.D, Chairman of the Board of Cyclacel. “Sam’s experience as a senior business leader in the global pharmaceutical industry will be very valuable as we advance our business strategy.”

Dr. Barker has more than 40 years of experience in senior executive positions in the pharmaceutical industry where he played a significant role in the commercialization and success of several important pharmaceuticals including Taxol<sup>®</sup>, Capoten<sup>®</sup>, Glucophage<sup>®</sup> and Pravachol<sup>®</sup>. His previous roles include co-founder of Clearview Projects, Inc., a provider of partnering and transaction services to biopharmaceutical companies, serving as its President and Chief Executive Officer from 2003 to 2004. Previously, Dr. Barker spent over 30 years at Bristol-Myers Squibb Company where he held positions in research and development, manufacturing, business development, sales and marketing, operations planning and general management. After the merger of Bristol-Myers and Squibb in 1989, he served as the President of Intercontinental Commercial Operations at Bristol-Myers Squibb Pharmaceutical Group. From 1992 to 1998, he served as President of the United States Pharmaceuticals Group and from 1998 until retiring in May 1999, he served as Executive President, Worldwide Franchise Management and Strategy.

“We welcome Dr. Sam Barker, a highly regarded figure in our industry, to our Board as an independent director,” said Spiro Rombotis, President and Chief Executive Officer of Cyclacel. “In addition to his extensive business experience in drug development and commercialization, Sam adds high-level transaction expertise to our Board. We look forward to working with him in realizing the value of Cyclacel’s pipeline.”

“I am excited to join Cyclacel’s Board of Directors at an important moment in the Company’s history,” said Samuel L. Barker, Ph.D. “Cyclacel’s pipeline includes the late stage program around sapacitabine in hematological malignancies and multiple oncology programs around the Company’s kinase inhibitor portfolio, including CDK inhibitors, a class with rising visibility in the pharmaceutical industry.”

Dr. Barker currently serves on the Board of Directors of Lexicon Pharmaceuticals, Inc., a public biotechnology company and served as chairman from 2005-2012. He received his B.S. in Biology from Henderson State College, his M.S. in Health Physics from the University of Arkansas and his Ph.D. in Radiobiology from Purdue University.

**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 being conducted under an SPA with the FDA as front-line treatment for acute myeloid leukemia (AML) in the elderly, and other studies for myelodysplastic syndromes (MDS), chronic lymphocytic leukemia (CLL) and solid tumors including breast, lung, ovarian and pancreatic cancer and in particular those carrying gBRCA mutations. 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](http://www.cyclacel.com) for additional information.

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[www.cyclacel.com](http://www.cyclacel.com) – [info@cyclacel.com](mailto:info@cyclacel.com)

## **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](http://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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