Washingt	ES AND E	EXCHANGE 20549	COMMISSI	ION
SCHEDULE Under th		ities Exc	change Ac	ct of 1934 (Amendment No4_)
Cyclace	L Pharmac	ceuticals	s, Inc.	
(Name of	Issuer)		
Common S	Stock			
(Title o	of Class	of Secur	ities)	
23254L10	8			
(CUSIP N	Number)			
527 Madi New York (Name, A	ison Aver c, New Yo Address a	nue, Suit ork 1002 and Telep	Allen B. te 2600 22 Roseland (973) 59 Shone Num	65 Livingston Avenue d, New Jersey 07068
			ittes ai	iu Communications)
	31, 2011 ⁼ Event v		μires Fi	iling of this Statement)
	ne approp e is file		ox to des	signate the rule pursuant to which this
	_x	Rule 130 Rule 130 Rule 130	l-1(c)	
initial and for disclosu	filing o any subs ures prov	on this f sequent a /ided in	orm with umendment a prior	ge shall be filled out for a reporting person's respect to the subject class of securities, containing information which would alter cover page. remainder of this cover page shall not be
to be ?				of Section 18 of the Securities Exchange Act of ect to the liabilities of that section of the
	all be su	ubject to	all oth	ner provisions of the Act (however, see the
1.Names	o. 23254L of Repor es only):	ting Per	13G sons. I	Page 2 of 6 Pages I.R.S. Identification Nos. of above persons
	Austin V	V. Marxe	and Davi	id M. Greenhouse
Tnotruot	2.	Check th	ne Approp	oriate Box if a Member of a Group (See
Instruct	(a) (b)	[]		Not Applicable
	3.	SEC Use	Only	
	4. Source of Funds ((See Instructions): 00
	5.		Disclos	sure of Legal Proceedings Is Required Pursuant to
Items 2	(d) or 2((e):		Not Applicable
	6.	Citizens	ship or F	Place of Organization: United States
	Number of Shares E	of Beneficia		Sole Voting Power: 0 8. Shared Voting Power: 2,847,448*
	Owned by Each Rep Person V	/ oorting	•	Sole Dispositive Power: 0 Shared Dispositive Power: 2,847,448*

- 11. Aggregate Amount Beneficially Owned by Each Reporting Person: 2,847,448*
- 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): Not Applicable
- 13. Percent of Class Represented by Amount in Row (11): 4.99%*
- 14. Type of Reporting Person (See Instructions): IA, IN

* This is a joint filing by Austin W. Marxe (?Marxe?) and David M. Greenhouse (?Greenhouse?). Marxe and Greenhouse share sole voting and investment power over 0 Common Shares, 1,459,360 Warrants to purchase Common Shares and 114,000 Warrants1 owned by Special Situations Fund III QP, L.P., 0 Common Shares and 342,250 Warrants to purchase Common Shares are owned by Special Situations Cayman Fund, L.P., 0 Common Shares, 381,965 Warrants to purchase Common Shares and 26,400 Warrants1are owned by Special Situations Private Equity Fund, L.P., and 0 Common Shares, 540,498 Warrants to purchase Common Shares, and 35,850 Warrants1 are owned by Special Situations Life Sciences Fund, L.P. 1Wts are exercisable only to the extent that the combined ownership of the funds does not exceed 4.99%. See Items 2 and 4 of this Schedule for additional information.

Page 3 of 6 Pages

- Item 1. Security and Issuer:
 - (a) Cyclacel Pharmaceuticals, Inc.
 - (b) 200 Connell Drive, Suite 1500, Berkeley Heights, NJ 07922
- Item 2. (a) Name of Person Filing:

The persons filing this report are Austin W. Marxe (?Marxe?) and David M. Greenhouse (?Greenhouse?), who are the controlling principals of AWM Investment Company, Inc. (?AWM?), the general partner of and investment adviser to Special Situations Cayman Fund, L.P. (?Cayman?). AWM also serves as the general partner of MGP Advisers Limited Partnership (?MGP?), the general partner of Special Situations Fund III QP, L.P. (?SSFQP?). Marxe and Greenhouse are members of MG Advisers L.L.C. (?MG?), the general partner of Special Situations Private Equity Fund, L.P. (?SSPE?). Marxe and Greenhouse are also members of LS Advisers L.L.C. (?LS?), the general partner of Special Situations Life Sciences Fund, L.P. (?Life Sciences?). AWM serves as the investment adviser to SSFQP, SSPE, and Life Sciences. (SSFQP, Cayman, SSPE, and Life Sciences will hereafter be referred to as, the ?Funds?). The principal business of each Fund is to invest in equity and equity-related securities and other securities of any kind or nature.

(b) Address of Principal Business Office or, if none, Residence:

The principal business address for Marxe and Greenhouse is 527 Madison Avenue, Suite 2600, New York, NY 10022.

(c) Citizenship:

States citizens.

Austin W. Marxe and David M. Greenhouse are United

(d) Title of Class of Securities: Common Stock (e) CUSIP Number: 23254L108.

Item 3. If this statement is filed pursuant to \$240.13d-1(b) or 240.13d-2(b), check whether

the person filing is a: Not Applicable

- (a) () Broker or Dealer registered under section 15 of the Act;
- (b) () Bank as defined in section 3(a) (6) of the Act;
- (c) () Insurance Company as defined in section 3(a) (19) of the Act; (d) () Investment Company registered under section 8 of the Investment
- (a) () investment company registered under section 8 of the investment Company Act of 1940;
- (e) () An Investment Adviser in accordance with \$240.13d -1(b)(I)(ii)(E);
- (f) () An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(I)(ii)(F);

Page 4 of 6 Pages

(h) () A savings association as defined in Section 3(b) of the Federal Deposit Insurance
 Act;
 (i) () A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;

Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

(j) ()

- (a) Amount Beneficially Owned: Messrs. Marxe and Greenhouse beneficially own a total of 0 Common Shares, 2,724,073 Warrants to purchase Common Shares and 176,200 Warrants1. These amounts includes 0 Common Shares, 381,965 Warrants to purchase Common Shares and 26,400 Warrants1 owned by SSPE, 0 Common Shares and 342,250 Warrants owned by Cayman, 0 Common Shares, 1,459,360 Warrants to purchase Common Shares and 114,000 Warrants1 owned by SSFQP, and 0 Common Shares, 540,498 Warrants to purchase Common Shares and 35,850 Warrants1 owned by Life Sciences. 1Wts are exercisable only to the extent that the combined ownership of the funds does not exceed 4.99%.
- (b) Percent of Class: Messrs. Marxe and Greenhouse beneficially own 4.99% of the shares outstanding, of which SSPE owns 0.7% of the outstanding shares, Cayman owns 0.6% of the outstanding shares, SSFQP owns 2.8% of the outstanding shares and Life Sciences own 1.0% of the outstanding shares.
 - (c) Number of Shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 2,847,448
 - (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 2,847,448
- Item 5. Ownership of Five Percent or Less of a Class: If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more that five percent of the class of securities, check the following _X__.

Item 6.0wnership of More than Five Percent on Behalf of Another Person: Not Applicable.

Page 5 of 6 Pages

Item 7. Identification and Classification of the Subsidiary Which Acquired the

Security being Reported on By the Parent Holding Company: Not Applicable.

Item 8. Identification and Classification of Members of the Group: Not applicable

or as a participant in any transaction having that purpose or effect.

Item 9. Notices of Dissolution of Group: Not applicable.

Item 10.Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 8, 2011

/s/ Austin W. Marxe AUSTIN W. MARXE

/s/David M Greenhouse DAVID M. GREENHOUSE

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).

Page 6 of 6 Pages

JOINT FILING AGREEMENT

Austin W. Marxe and David M. Greenhouse hereby agree that the Schedule 13G to which this agreement is attached is filed on behalf of each of them.

/s/_Austin W. Marxe Austin W. Marxe

/s/_David M. Greenhouse David M. Greenhouse

-6-

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