

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
 FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

<p>CIK (Filer ID Number) 0001130166</p> <p>Name of Issuer Cyclacel Pharmaceuticals, Inc.</p> <p>Jurisdiction of Incorporation/Organization DELAWARE</p> <p>Year of Incorporation/Organization <input checked="" type="checkbox"/> Over Five Years Ago <input type="checkbox"/> Within Last Five Years (Specify Year) <input type="checkbox"/> Yet to Be Formed</p>	<p>Previous Names None</p> <p>XCYTE THERAPIES INC Molecurx, Inc. CDR Therapeutics, Inc. Xcyte Therapeutics, Inc.</p>	<p>Entity Type</p> <p><input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Business Trust <input type="checkbox"/> Other (Specify)</p>
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2. Principal Place of Business and Contact Information

Name of Issuer
 Cyclacel Pharmaceuticals, Inc.

<p>Street Address 1 200 Connell Drive, Suite 1500</p> <p>City Berkeley Heights</p>	<p>State/Province/Country NEW JERSEY</p>	<p>Street Address 2</p> <p>ZIP/PostalCode 07922</p>	<p>Phone Number of Issuer (908) 517-7330</p>
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3. Related Persons

<p>Last Name Rombotis</p> <p>Street Address 1 c/o Cyclacel Pharmaceuticals, Inc.</p> <p>City Berkeley Heights</p>	<p>First Name Spiro</p> <p>Street Address 2 200 Connell Drive, Suite 1500</p> <p>State/Province/Country NEW JERSEY</p>	<p>Middle Name</p> <p>ZIP/PostalCode 07922</p>
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Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

<p>Last Name McBarron</p> <p>Street Address 1 c/o Cyclacel Pharmaceuticals, Inc.</p> <p>City Berkeley Heights</p>	<p>First Name Paul</p> <p>Street Address 2 200 Connell Drive, Suite 1500</p> <p>State/Province/Country NEW JERSEY</p>	<p>Middle Name</p> <p>ZIP/PostalCode 07922</p>
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Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Bacopoulos	Nicholas	
Street Address 1	Street Address 2	
c/o Cyclacel Pharmaceuticals, Inc.		
City	State/Province/Country	ZIP/PostalCode
Berkeley Heights	NEW JERSEY	07922
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Banham	John	
Street Address 1	Street Address 2	
c/o Cyclacel Pharmaceuticals, Inc.		
City	State/Province/Country	ZIP/PostalCode
Berkeley Heights	NEW JERSEY	07922
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Henney	Christopher	
Street Address 1	Street Address 2	
c/o Cyclacel Pharmaceuticals, Inc.		
City	State/Province/Country	ZIP/PostalCode
Berkeley Heights	NEW JERSEY	07922
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Spiegelman	Daniel	K.
Street Address 1	Street Address 2	
c/o Cyclacel Pharmaceuticals, Inc.	200 Connell Drive, Suite 1500	
City	State/Province/Country	ZIP/PostalCode
Berkeley Heights	NEW JERSEY	07922
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
U'Prichard	David	
Street Address 1	Street Address 2	
c/o Cyclacel Pharmaceuticals, Inc.	200 Connell Drive, Suite 1500	
City	State/Province/Country	ZIP/PostalCode
Berkeley Heights	NEW JERSEY	07922
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	X Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance		

Investing
Investment Banking
Pooled Investment Fund
Is the issuer registered as an investment company under the Investment Company Act of 1940?
Yes No
Other Banking & Financial Services
Business Services
Energy
Coal Mining
Electric Utilities
Energy Conservation
Environmental Services
Oil & Gas
Other Energy

Hospitals & Physicians
Pharmaceuticals
Other Health Care
Manufacturing
Real Estate
Commercial
Construction
REITS & Finance
Residential
Other Real Estate

Computers
Telecommunications
Other Technology
Travel
Airlines & Airports
Lodging & Conventions
Tourism & Travel Services
Other Travel
Other

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505
Rule 504 (b)(1)(i)	X Rule 506
Rule 504 (b)(1)(ii)	Securities Act Section 4(5)
Rule 504 (b)(1)(iii)	Investment Company Act Section 3(c)
	Section 3(c)(1) Section 3(c)(9)
	Section 3(c)(2) Section 3(c)(10)
	Section 3(c)(3) Section 3(c)(11)
	Section 3(c)(4) Section 3(c)(12)
	Section 3(c)(5) Section 3(c)(13)
	Section 3(c)(6) Section 3(c)(14)
	Section 3(c)(7)

7. Type of Filing

X New Notice Date of First Sale 2010-10-07 First Sale Yet to Occur
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

<input checked="" type="checkbox"/> Equity	Pooled Investment Fund Interests
Debt	Tenant-in-Common Securities
<input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
<input checked="" type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number	None
Roth Capital Partners LLC	15407	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number	<input checked="" type="checkbox"/> None
None	None	

Street Address 1		Street Address 2	
24 Corporate Plaza, Suite 200			
City	State/Province/Country	ZIP/Postal Code	
Newport Beach	CALIFORNIA	92660	
State(s) of Solicitation (select all that apply)			
Check "All States" or check individual States			
<input checked="" type="checkbox"/> CALIFORNIA	<input type="checkbox"/> All States	<input type="checkbox"/> Foreign/non-US	
<input type="checkbox"/> NEW YORK			

Recipient	Recipient CRD Number	None
Lazard Capital Markets LLC	134736	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number	<input checked="" type="checkbox"/> None
None	None	

Street Address 1		Street Address 2	
30 Rockefeller Plaza			
City	State/Province/Country	ZIP/Postal Code	
New York	NEW YORK	10020-5900	
State(s) of Solicitation (select all that apply)			
Check "All States" or check individual States			
<input checked="" type="checkbox"/> CALIFORNIA	<input type="checkbox"/> All States	<input type="checkbox"/> Foreign/non-US	
<input type="checkbox"/> NEW YORK			

13. Offering and Sales Amounts

Total Offering Amount	\$22,150,089 USD	or	Indefinite
Total Amount Sold	\$15,200,226 USD		
Total Remaining to be Sold	\$6,949,863 USD	or	Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

20

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$988,015 USD Estimate
Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

The Company has paid an aggregate of \$988,014.67 in sales commissions. Up to an additional \$451,741.14 will be paid, assuming all of the options are exercised in full.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Cyclacel Pharmaceuticals, Inc.	/s/ Spiro Rombotis	Spiro Rombotis	President and CEO	2010-10-21

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
