

Cyclacel Pharmaceuticals, Inc.
 Form 3/A
 December 03, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â MARXE AUSTIN W & GREENHOUSE DAVID M</p> <p>(Last) (First) (Middle)</p> <p>C/O SPECIAL SITUATIONS FUNDS,Â 527 MADISON AVENUE, SUITE 2600</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10022</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/07/2010</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Cyclacel Pharmaceuticals, Inc. [CYCC]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___X___ 10% Owner ___ Officer ___ Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>10/13/2010</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>__X__ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 4,490,882 ⁽⁵⁾ | I ⁽⁵⁾ | By Limited Partnerships ⁽⁵⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|----------|------------------|-----------------|---------------------|------------------------------|------------------------------|--|--|
| Warrants | 01/19/2010 | 07/23/2014 | Common Stock | 670,623 ⁽¹⁾ | \$ 1 | I ⁽¹⁾ | By Limited Partnerships ⁽¹⁾ |
| Warrants | 10/07/2010 | 10/07/2015 | Common Stock | 2,053,450 ⁽²⁾ | \$ 1.92 | I ⁽²⁾ | By Limited Partnerships ⁽²⁾ |
| Options | 10/07/2010 | 07/07/2011 | Units | 2,053,450 ^{(3) (4)} | \$ 1.67 | I ^{(3) (4)} | By Limited Partnerships ^{(3) (4)} |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MARXE AUSTIN W & GREENHOUSE DAVID M C/O SPECIAL SITUATIONS FUNDS 527 MADISON AVENUE, SUITE 2600 NEW YORK, NY 10022 | Â | Â X | Â | Â |

Signatures

Austin W.
Marxe
12/03/2010
Date
Signature of Reporting Person

David M.
Greenhouse
12/03/2010
Date
Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This is a joint filing by Austin W. Marxe (Marxe) and David M. Greenhouse (Greenhouse). They share voting and investment control over all securities owned by Special Situations Fund III QP, L.P. (QP), Special Situations Private Equity Fund, L.P. (PE) and Special Situations Life Sciences Fund, L.P. (LS), respectively. 432,660 warrants are held by QP, 108,165 warrants are held by PE and 129,798 warrants are held by LS. The interest of Marxe and Greenhouse in the shares of warrants owned by QP, CAY, PE and LS is limited to the extent of his pecuniary interest.

This is a joint filing by Austin W. Marxe (Marxe) and David M. Greenhouse (Greenhouse). They share voting and investment control over all securities owned by Special Situations Fund III QP, L.P. (QP), Special Situations Cayman Fund, L.P. (CAY), Special Situations Private Equity Fund, L.P. (PE) and Special Situations Life Sciences Fund, L.P. (LS), respectively. 1,026,700 warrants are held by QP, 342,250 warrants are held by Cayman, 273,800 warrants are held by PE and 410,700 warrants are held by LS. The interest of Marxe and Greenhouse in the shares of warrants owned by QP, CAY, PE and LS is limited to the extent of his pecuniary interest.

(3) This is a joint filing by Austin W. Marxe (Marxe) and David M. Greenhouse (Greenhouse). They share voting and investment control over all securities owned by Special Situations Fund III QP, L.P. (QP), Special Situations Cayman Fund, L.P. (Cay), Special Situations Private Equity Fund, L.P. (PE) and Special Situations Life Sciences Fund, L.P. (LS), respectively, QP owns an Option to acquire 1,026,700 Units, Cayman owns an Option to acquire 342,250 Units, PE owns an option to acquire 273,800 Units and LS owns an Option

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to acquire 410,700 Units. The interest of Marxe and Greenhouse in the shares of Common Stock owned by QP, CAY, PE and LS is limited to the extent of his pecuniary interest.

- (4) Pursuant to the terms of the Purchase Agreement dated October 4, 2010, the Special Situations Funds have the Options to acquire 2,053,450 Units. Each Unit consists of 1 share of Common Stock and .5 Warrants.

This is a joint filing by Austin W. Marxe (Marxe) and David M. Greenhouse (Greenhouse). They share voting and investment control over all securities owned by Special Situations Fund III QP, L.P. (QP), Special Situations Cayman Fund, L.P. (Cay), Special Situations Private Equity Fund, L.P. (PE) and Special Situations Life Sciences Fund, L.P. (LS), respectively 2,301,131 shares of Common Stock are held by QP, 684,500 shares of Common Stock are held by CAY, 609,533 shares of Common Stock are held by PE and 895,718 shares of Common Stock are held by LS. The interest of Marxe and Greenhouse in the shares of Common Stock owned by QP, CAY, PE and LS is limited to the extent of his pecuniary interest.

- (5) Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.