

Cyclacel Pharmaceuticals, Inc.
 Form 3
 February 27, 2017

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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)

| | | | | | |
|--|--|--|--|--|---|
| 1. Name and Address of Reporting Person * Â TANG KEVIN C (Last) (First) (Middle) 4747 EXECUTIVE DRIVE, Â SUITE 510 (Street) SAN DIEGO, Â CA Â 92121 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 02/23/2017 | 3. Issuer Name and Ticker or Trading Symbol Cyclacel Pharmaceuticals, Inc. [CYCC] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|--|--|--|---|

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 | 425,700 | I ⁽¹⁾ | By LP ⁽¹⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 control number.

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 (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

| | | | |
|-------------|------------|-----------|-------------|
| Date | Expiration | Amount or | or Indirect |
| Exercisable | Date | Number of | (I) |
| | | Shares | (Instr. 5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TANG KEVIN C 4747 EXECUTIVE DRIVE SUITE 510 SAN DIEGO, CA 92121 | ^ | ^ X | ^ | ^ |
| TANG CAPITAL MANAGEMENT LLC 4747 EXECUTIVE DRIVE SUITE 510 SAN DIEGO, CA 92121 | ^ | ^ X | ^ | ^ |
| TANG CAPITAL PARTNERS LP 4747 EXECUTIVE DRIVE SUITE 510 SAN DIEGO, CA 92121 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|---|------------|
| Kevin C. Tang | 02/27/2017 |
| __Signature of Reporting Person | Date |
| Kevin C. Tang, Managing Member | 02/27/2017 |
| __Signature of Reporting Person | Date |
| Kevin C. Tang, Managing Member of Tang Capital Management, LLC, General Partner | 02/27/2017 |
| __Signature of Reporting Person | Date |

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).
- The securities are beneficially owned by Tang Capital Partners, LP ("TCP"). Kevin C. Tang is the sole manager of Tang Capital (1) Management, LLC, which is the general partner of TCP. Mr. Tang disclaims beneficial ownership of the securities, except to the extent of his pecuniary interest therein.

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.