

CYCLACEL PHARMACEUTICALS, INC.

Reported by
TANG CAPITAL MANAGEMENT LLC

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 02/27/17 for the Period Ending 02/23/17

| | |
|-------------|---|
| Address | 200 CONNELL DRIVE SUITE 1500 BERKELEY HEIGHTS, NJ 07922 |
| Telephone | 908-517-7330 |
| CIK | 0001130166 |
| Symbol | CYCC |
| SIC Code | 2834 - Pharmaceutical Preparations |
| Industry | Biotechnology & Medical Research |
| Sector | Healthcare |
| Fiscal Year | 12/31 |

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person * TANG KEVIN C | 2. Date of Event Requiring Statement (MM/DD/YYYY) 2/23/2017 | 3. Issuer Name and Ticker or Trading Symbol Cyclacel Pharmaceuticals, Inc. [CYCC] |
| (Last) (First) (Middle) 4747 EXECUTIVE DRIVE, SUITE 510 | 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 (give title below) <input type="checkbox"/> Other (specify below) | |
| (Street) SAN DIEGO, CA 92121 | 5. If Amendment, Date Original Filed (MM/DD/YYYY) | 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 |
| (City) (State) (Zip) | | |

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 | 425700 | I (1) | By LP (1) |

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

| 1. Title of Derivate Security (Instr. 4) | 2. Date Exercisable and Expiration Date (MM/DD/YYYY) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

Explanation of Responses:

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

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

2/27/2017

Kevin C. Tang, Managing Member

2/27/2017

—Signature of Reporting Person

Date

Kevin C. Tang, Managing Member of Tang Capital Management, LLC, General Partner

2/27/2017

—Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.