

CYCLACEL PHARMACEUTICALS, INC.

FORM S-1MEF

(Registration of Additional Securities (up to 20%))

Filed 07/19/17

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

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

FORM S-1
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

CYCLACEL PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2834
(Primary
Standard
Industrial
Classification
Code
Number)

91-1707622
IRS Employer
Identification Number)

**200 Connell Drive, Suite 1500
Berkeley Heights, NJ 07922
(908) 517-7330**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Spiro Rombotis
Chief Executive Officer
Cyclacel Pharmaceuticals, Inc.
200 Connell Drive, Suite 1500
Berkeley Heights, NJ 07922
(908) 517-7330**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

Joel I. Papernik, Esq.
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
666 Third Avenue
New York, New York 10017
(212) 935-3000

Michael Nertney
Ellenoff Grossman & Schole LLP
1345 Avenue of the Americas
New York, New York 10105
(212) 370-1300

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: File No. 333-218305

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(d) under the Securities Act, check the following box:

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered(1)	Proposed maximum aggregate offering price(1)(2)	Amount of registration fee
Class A Units consisting of:	\$ 1,908,000	\$ 221.14
(i) Shares of common stock, par value \$0.001 per share	-	-
(ii) Warrants to purchase common stock	-	-
Class B Units consisting of:	\$ 622,000	\$ 72.09
(i) Shares of Series A Preferred Stock, par value \$0.001 per share	-	-
(ii) Shares of common stock issuable on conversion of Series A Preferred Stock(3)	-	-
(iii) Warrants to purchase common stock	-	-
Common stock issuable upon exercise of warrants	\$ 2,530,000	\$ 293.23
Total	\$ 5,060,000	\$ 586.46

(1)Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended (the "Securities Act").

(2)Includes the price of additional shares of common stock and warrants to purchase shares of common stock that the underwriters have the option to purchase to cover over-allotments, if any.

(3)No separate fee is required pursuant to Rule 457(i) under the Securities Act.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

This Registration Statement is being filed with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement incorporates by reference the contents of, including all amendments and exhibits thereto and all information incorporated by reference therein, the Registration Statement on Form S-1 (Registration No. 333-218305), which was declared effective by the Commission on July 18, 2017, and is being filed solely for the purpose of registering an increase in the maximum aggregate offering price of \$5,060,000. The required opinions and consents are listed on the Exhibit Index attached hereto.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Berkeley Heights, State of New Jersey, on July 19, 2017.

CYCLACEL PHARMACEUTICALS, INC.

By: /s/ Paul McBarron
Paul McBarron
Chief Operating Officer, Chief Financial Officer,
and Executive Vice President, Finance

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and as of the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Spiro Rombotis</u> Spiro Rombotis	President & Chief Executive Officer (Principal Executive Officer) and Director	July 19, 2017
<u>/s/ Paul McBarron</u> Paul McBarron	Chief Operating Officer, Chief Financial Officer, and Executive Vice President, Finance (Principal Financial and Accounting Officer) and Director	July 19, 2017
<u>*</u> Dr. David U'Prichard	Chairman	July 19, 2017
<u>*</u> Dr. Christopher Henney	Vice Chairman	July 19, 2017
<u>*</u> Sir John Banham	Director	July 19, 2017
<u>*</u> Gregory Hradsky	Director	July 19, 2017
<u>*</u> Lloyd Sems	Director	July 19, 2017
<u>* By: /s/ Paul McBarron</u> Paul McBarron Attorney-in-fact		

EXHIBIT INDEX

Exhibit Number	Description
5.1*	Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
23.1*	Consent of Independent Registered Public Accounting Firm.
23.2*	Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in Exhibit 5.1).
24.1	Power of Attorney (incorporated by reference to the signature page of the Registrant's Registration Statement on Form S-1, filed with the SEC on May 26, 2017).

*Filed herewith.



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New York, New York 10017
212-935-3000
212-983-3115 fax
www.mintz.com

July 19, 2017

Cyclacel Pharmaceuticals, Inc.
200 Connell Drive, Suite 1500
Berkeley Heights, NJ 07922

Ladies and Gentlemen:

This opinion is furnished to you in connection with the sale and issuance by Cyclacel Pharmaceuticals, Inc., a Delaware corporation (the “Company”), in a public offering pursuant to the Registration Statement on Form S-1 (the “Additional Registration Statement”), filed with the Securities and Exchange Commission (the “Commission”) on July 19, 2017, pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, of up to an additional (i) \$1,908,000 in Class A Units (the “Class A Units”), with each Class A Unit consisting of one share of the Company’s common stock, par value \$0.001 per share (“Common Stock”), and a warrant to purchase one share of Common Stock, (ii) \$622,000 in Class B Units (the “Class B Units”, and collectively with the Class A Units, the “Units”), with each Class B Unit consisting of one share of the Company’s Series A convertible preferred stock, par value \$0.001 per share (“Series A Preferred Stock”) and a warrant to purchase a number of shares of Common Stock equal to \$1,000 divided by the Conversion Price, (iii) shares of Common Stock issuable upon conversion of the shares of Series A Preferred Stock and (iv) shares of Common Stock issuable upon exercise of the warrants (the “Warrant Shares”) issued under each of the Class A Units and the Class B Units (each a “Warrant” and collectively, the “Warrants”) ((i) through (iv) collectively, the “Securities”). The Additional Registration Statement incorporates by reference the Registration Statement on Form S-1 (File No. 333-218305) (the “Original Registration Statement”) declared effective by the Commission on July 18, 2017. The Units are to be sold by the Company pursuant to an underwriting agreement (the “Underwriting Agreement”) to be entered into by and between the Company and Ladenburg Thalmann & Co., Inc. on behalf of themselves and as representative to the several underwriters to be named therein. The Securities are to be offered and sold in the manner described in the Original Registration Statement and the related prospectus included therein (the “Prospectus”).

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of: (i) the Amended and Restated Certificate of Incorporation of the Company, as amended through the date hereof; (ii) the Amended and Restated Bylaws of the Company, as amended through the date hereof; (iii) the Certificate of Designation of Preferences, Rights and Limitations of Series A Convertible Preferred Stock to be filed with the Secretary of State of the State of Delaware, (iv) certain resolutions of the Board of Directors of the Company (the “Board”) relating to the issuance, sale and registration of the Securities; (v) the Registration Statement; (vi) the Prospectus and (vii) the Underwriting Agreement. In addition, we have examined originals or copies, certified or otherwise identified to our satisfaction, of certain other corporate records, documents, instruments and certificates of public officials and of the Company, and we have made such inquiries of officers of the Company and public officials and considered such questions of law as we have deemed necessary for purposes of rendering the opinions set forth herein. Our opinions are limited to the matters stated

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

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July 19, 2017

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herein and no opinion is implied or may be inferred beyond the matters expressly stated. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought to independently verify such matters.

In rendering our opinion set forth below, we have assumed that (i) each document submitted to us is accurate and complete; (ii) each such document that is an original is authentic; (iii) each such document that is a copy conforms to an authentic original; and (iv) all signatures (other than signatures on behalf of the Company) on each such document are genuine. We have further assumed the legal capacity of natural persons, and we have assumed that each party to the documents we have examined or relied on (other than the Company) has the legal capacity or authority and has satisfied all legal requirements that are applicable to that party to the extent necessary to make such documents enforceable against that party. We have further assumed that the Company will not in the future issue or otherwise make unavailable so many shares of Common Stock that there are insufficient remaining authorized but unissued shares of Common Stock for issuance pursuant to exercise of the Warrants. We have also assumed that all of the shares of Common Stock issuable or eligible for issuance pursuant to exercise of the Warrants following the date hereof will be issued for not less than par value. We have not verified any of those assumptions.

Based upon, subject to and limited by the foregoing, we are of the opinion that (i) the shares of Common Stock included in the Class A Units, when issued against payment therefor as set forth in the Original Registration Statement, will be validly issued, fully paid and non-assessable; (ii) the shares of Series A Preferred Stock included in the Class B Units, when issued against payment therefor as set forth in the Original Registration Statement, will be validly issued, fully paid and non-assessable; (iii) the shares of Common Stock, when issued upon conversion of the shares of Series A Preferred Stock, will be validly issued, fully paid and non-assessable (iv) the Warrants, when issued as set forth in the Original Registration Statement will be legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their terms; (v) the Warrant Shares, when issued upon exercise of the Warrants against payment therefor as set forth in the Original Registration Statement, will be validly issued, fully paid and non-assessable; (vi) the Class A Units, when duly delivered by the Company against the payment of consideration therefor and as contemplated in the Original Registration Statement, will constitute valid and legally binding obligations of the Company; and (vii) the Class B Units, when duly delivered by the Company against the payment of consideration therefor and as contemplated in the Original Registration Statement, will constitute valid and legally binding obligations of the Company.

We express no opinion as to matters governed by any laws other than the Delaware General Corporation Law and the federal laws of the United States of America, as in effect on the date hereof.

We hereby consent to the filing of this opinion as an exhibit to the Additional Registration Statement. In giving such permission, we do not admit hereby that we come within the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations of the Commission thereunder. This opinion is expressed as of the date hereof, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable law.

Very truly yours,

/s/ Mintz, Levin, Cohn, Ferris, Glovsky & Popeo, P.C.

Mintz, Levin, Cohn, Ferris, Glovsky & Popeo, P.C.

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

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Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-1 MEF of Cyclacel Pharmaceuticals, Inc. filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, of our report dated March 31, 2017, relating to the consolidated financial statements of Cyclacel Pharmaceuticals, Inc., appearing in the Prospectus, which is a part of the Registration Statement (No. 333-218305) on Form S-1 declared effective on July 18, 2017.

We also consent to the reference to our firm under the heading "Experts" in such Prospectus.

/s/ RSM US LLP

New York, New York
July 19, 2017
