FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL							
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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* MARXE AUSTIN W & GREENHOUSE DAVID M			Date of Event equiring Staten Month/Day/Year 7/24/2009	nent	3. Issuer Name and Ticker or Trading Symbol Cyclacel Pharmaceuticals, Inc. [CYCC]							
(Last) C/O SPECIAL	(First) SITUATIONS N AVENUE, S'	(Middle)			(Check a	onship of Reporting I Il applicable) Director Officer (give title below)	Perso X	n(s) to Issue 10% Owne Other (spe below)	er cify	(Mon 08/0	th/Day/Year) 3/2009	ate of Original Filed
(Street) NEW YORK (City)		10022 (Zip)									cable Line) Form filed by	y One Reporting Person y More than One
Table I - Non-Derivative Securities Beneficially Owned												
1. Title of Security (Instr. 4)						Amount of Securities neficially Owned (Instr. 4) 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		ct (D) (I	4. Nature of Indirect Beneficial Ownership (Instr. 5)			
Common Stock					:	3,647,058(1)		I (1)		By Limited Partnerships ⁽¹⁾		
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 Secur Underlying Derivative Secur				4. Convers or Exerc Price of	ise	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Date Exercisable	Expiration Date	n Title			Amount or Number of Shares	Derivativ Security	ve	or Indirect (I) (Instr. 5)	

Explanation of Responses:

1. 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. 2,352,942 shares of Common Stock are held by QP, 588,235 shares of Common Stock are held by PE and 705,881 shares of Common Stock are held by LS. The interest of Marxe and Greenhouse in the shares of Common Stock owned by QP, PE and LS is limited to the extent of his pecuniary interest.

Austin W. Marxe 01/11/2010

David M. Greenhouse 01/11/2010

** 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 Number.