

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

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 5, 2024

**CYCLACEL PHARMACEUTICALS, INC.**  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

0-50626  
(Commission File Number)

91-1707622  
(IRS Employer  
Identification No.)

200 Connell Drive, Suite 1500  
Berkeley Heights, NJ 07922  
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (908) 517-7330

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	CYCC	The Nasdaq Capital Market LLC
Preferred Stock, \$0.001 par value	CYCCP	The Nasdaq Capital Market LLC

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).

Emerging growth company

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.

#### **Item 4.01. Change in Registrant’s Certifying Accountants**

##### ***(a) Dismissal of Independent Registered Public Accounting Firm***

On November 5, 2024, the Audit Committee of the Board of Directors (the “Audit Committee”) of Cyclacel Pharmaceuticals, Inc. (the “Company”) approved the dismissal of Crowe LLP, (“Crowe”) as the Company’s independent registered public accounting firm, effective immediately. On November 6, 2024, Crowe was informed of such dismissal.

Crowe has not provided an audit report to the Company since its engagement as the Company’s independent registered public accounting firm on August 19, 2024.

From August 19, 2024 to November 5, 2024, (i) there were no “disagreements” (as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions to Item 304) with Crowe on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Crowe, would have caused Crowe to make reference to the subject matter of such disagreements in connection with its reports on the financial statements for such periods and (ii) there were no “reportable events” (as defined in Item 304(a)(1)(v) of Regulation S-K) except that Crowe advised the Company that certain provisions of the warrants issued in the April 2024 Securities Purchase Agreement, and potentially warrants issued in prior security purchase agreements, might preclude equity classification of the warrants. If further investigated, this matter might materially impact the fairness of the financial statements issued or to be issued; however, due to Crowe’s dismissal, Crowe did not conduct further investigation.

Crowe has not discussed the reportable event with the Company’s Audit Committee. The Company has authorized Crowe to respond fully to the inquiries of Bush & Associates CPA LLP (“Bush”), as successor auditors, regarding the subject matter of the reportable event.

The Company provided Crowe with a copy of this Current Report on Form 8-K prior to its filing with the Securities and Exchange Commission (the “SEC”) and requested Crowe to furnish a letter addressed to the SEC stating whether it agrees with the above statements. A copy of Crowe’s letter dated November 7, 2024, is filed as Exhibit 16.1 to this Current Report on Form 8-K.

##### ***(b) Engagement of New Independent Registered Public Accounting Firm***

On November 5, 2024, the Audit Committee approved the engagement of Bush as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024, effective immediately.

During the Company’s two most recent fiscal years ended December 31, 2023 and December 31, 2022 and through the date of this Current Report on Form 8-K, neither the Company nor anyone acting on its behalf consulted with Bush regarding either: (i) the application of accounting principles to a specific transaction, either completed or proposed; or the type of audit opinion that might be rendered on the Company’s financial statements, and neither a written report nor oral advice was provided to the Company that Bush concluded was an important factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issue; or (ii) any matter that was the subject of a “disagreement” within the meaning of Item 304(a)(1)(iv) of Regulation S-K and the related instructions to Item 304 or a “reportable event” within the meaning of Item 304(a)(1)(v) of Regulation S-K.

#### **Item 9.01. Financial Statements and Exhibits.**

##### **(d) Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">16.1</a>	<a href="#">Letter of Crowe LLP, dated November 7, 2024</a>
104	Cover Page Interactive Data File (embedded with the Inline XBRL document).

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

### **CYCLACEL PHARMACEUTICALS, INC.**

By: /s/ Paul McBarron

Name: Paul McBarron

Title: Executive Vice President-Finance,  
Chief Financial Officer and Chief Operating Officer

Date: November 12, 2024

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**Crowe LLP**  
Independent Member Crowe Global

November 7, 2024

Office of the Chief Accountant  
Securities and Exchange Commission  
100 F Street, N. E.  
Washington, D.C. 20549

Ladies and Gentlemen:

We have been furnished with a copy of the response to Item 4.01 of Form 8-K for the event that occurred on November 5, 2024, to be filed by our former client, Cyclacel Pharmaceuticals, Inc. We agree with the statements made in response to that Item insofar as they relate to our Firm.

A handwritten signature in black ink that reads "Crowe LLP".

Crowe LLP  
Indianapolis, Indiana

cc: Ms. Karin L. Walker  
Audit Committee Chair  
Cyclacel Pharmaceuticals, Inc.

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