

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): **April 14, 2020**

**CYCLACEL PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**0-50626**  
(Commission  
File Number)

**91-1707622**  
(I.R.S. Employer  
Identification No.)

**200 Connell Drive, Suite 1500**  
**Berkeley Heights, NJ 07922**  
(Address of Principal Executive Offices) (Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- 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, \$0.001 par value per share	CYCC	The Nasdaq Stock Market LLC
Preferred Stock, \$0.001 par value	CYCCP	The Nasdaq Stock 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 3.03 Material Modifications of Rights of Security Holders.

The information set forth in Item 5.03 is incorporated herein by reference.

### Item 5.03 Amendments to Articles of Incorporation or Bylaws.

#### Amendment to Amended and Restated Certificate of Incorporation

On April 14, 2020, Cyclacel Pharmaceuticals, Inc. (the “Company”) filed a certificate of amendment to its amended and restated certificate of incorporation with the Secretary of State of the State of Delaware to effect a 1-for-20 reverse stock split of the Company’s shares of common stock. The reverse stock split, which was unanimously approved by the Company’s board of directors, was approved by the Company’s stockholders at a special meeting of stockholders held on October 28, 2019.

As a result of the reverse stock split, every twenty (20) shares of the Company’s pre-reverse split common stock will be combined and reclassified into one (1) share of common stock. Proportionate voting rights and other rights of common stock holders will not be affected by the reverse stock split. Stockholders who would otherwise hold a fractional share of common stock will receive payment in cash in lieu of any such resulting fractional shares of common stock as the post-reverse split amounts of common stock will be rounded down to the nearest full share. Such cash payment in lieu of a fractional share of common stock will be calculated by multiplying such fractional interest in one share of common stock by the closing trading price of the Company’s common stock on the trading day immediately preceding the effective date of the reverse stock split, and rounded to the nearest cent. No fractional shares will be issued in connection with the reverse stock split.

The reverse stock split is intended to increase the per share trading price of the Company’s common stock to satisfy the \$1.00 minimum bid price requirement for continued listing on The Nasdaq Stock Market LLC. The reverse stock split will be effective at 5:00 p.m., Eastern Time, on April 14, 2020, and the Company’s common stock will trade on The Nasdaq Stock Market LLC on a post-reverse split basis at the open of business on April 15, 2020. The Company’s post-reverse split common stock has a new CUSIP number (CUSIP No. 23254L603), but the par value and other terms of the common stock are not affected by the reverse stock split.

The Company’s transfer agent, American Stock Transfer & Trust Company, LLC, is acting as exchange agent for the reverse stock split.

On April 14, 2020, the Company issued a press release with respect to the reverse stock split, which is being filed as Exhibit 99.1 to this Current Report on Form 8-K. A copy of the certificate of amendment to the amended and restated certificate of incorporation is being filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">3.1</a>	<a href="#">Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Cyclacel Pharmaceuticals, Inc., filed with the Secretary of State of the State of Delaware on April 14, 2020</a>
<a href="#">99.1</a>	<a href="#">Press Release Issued by Cyclacel Pharmaceuticals, Inc. on April 14, 2020</a>

**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 hereunto duly authorized.

**Cyclacel Pharmaceuticals, Inc.**

Date: April 14, 2020

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

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**CERTIFICATE OF AMENDMENT  
TO THE  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
CYCLACEL PHARMACEUTICALS, INC.**

Pursuant to Section 242 of  
the General Corporation Law of the  
State of Delaware

Cyclacel Pharmaceuticals, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

**FIRST:** The Board of Directors of the Corporation duly adopted resolutions approving the following amendment to the Corporation's Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation"), declaring said amendment to be advisable and providing for the consideration of such amendment at a special meeting of stockholders of the Corporation.

**SECOND:** On October 28, 2019, the special meeting of stockholders of the Corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares required by statute were voted in favor of the amendment.

**THIRD:** Said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**FOURTH:** Section (C) of Article FOURTH of the Certificate of Incorporation is hereby amended in its entirety to state the following:

"Effective as of 5:00 p.m., New York City time, on April 14, 2020 (the "Effective Time"), each twenty (20) shares of Common Stock issued and outstanding or held as treasury shares immediately prior to the Effective Time (the "Old Common Stock") shall automatically and without any action on the part of the holder thereof be reclassified, combined and converted into one (1) share of Common Stock (the "New Common Stock") (such reclassification, combination and conversion, the "Reverse Stock Split"). Notwithstanding the immediately preceding sentence, no fractional shares of New Common Stock shall be issued to holders of record of Old Common Stock as of the Effective Time. In lieu thereof, each holder of record of Old Common Stock as of the Effective Time that would otherwise be entitled to receive a fractional share of New Common Stock as a result of the Reverse Stock Split shall be entitled to receive, upon surrender of certificates representing such Old Common Stock, a cash payment in an amount equal to the fraction to which the stockholder would otherwise be entitled multiplied by the then-prevailing price as reported by The NASDAQ Stock Market (or if such price is not available, then such other price as determined by the Board of Directors). The ownership of a fractional share of New Common Stock shall not give the holder any voting, dividend or other rights, except the right to receive the cash payment described in the immediately preceding sentence. Whether or not the Reverse Stock Split would result in fractional shares for a holder of record of Old Common Stock as of the Effective Time shall be determined on the basis of the total number of shares of Old Common Stock held by such holder of record as of the Effective Time. Each stock certificate that, immediately prior to the Effective Time, represented shares of Old Common Stock shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent the number of whole shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified, combined and converted in the Reverse Stock Split (as well as the right to receive cash in lieu of fractional shares as described above). The New Common Stock issued in the Reverse Stock Split shall have the rights, preferences and privileges as the Common Stock."

**FIFTH:** The foregoing amendment to the Certificate of Incorporation shall be effective as of 12:01 am Eastern Daylight Time on April 14, 2020.

IN WITNESS WHEREOF, Cyclacel Pharmaceuticals, Inc. has caused this Certificate of Amendment to the Certificate of Incorporation to be signed by the undersigned, thereunto duly appointed, this April 14, 2020.

By: /s/ Spiro Rombotis  
Spiro Rombotis  
President and Chief Executive Officer



Cyclacel Pharmaceuticals, Inc.

## P R E S S   R E L E A S E

**CYCLACEL ANNOUNCES REVERSE STOCK SPLIT**

**Berkeley Heights, NJ, April 14, 2020** - Cyclacel Pharmaceuticals, Inc. (NASDAQ: CYCC, NASDAQ: CYCCP; “Cyclacel” or the “Company”), a biopharmaceutical company developing innovative medicines based on cancer cell biology, today announced that effective at 5:00 p.m., Eastern Time, on April 14, 2020 (the “Effective Time”), the Company will effect a one-for-twenty reverse stock split of its outstanding common stock. The reverse stock split, which was unanimously approved by the Company’s Board of Directors, was approved by its stockholders at a Special Meeting of Stockholders held on October 28, 2019. The Company’s common stock will open for trading on The NASDAQ Capital Market on April 15, 2020 on a post-split basis.

As a result of the reverse stock split, every twenty shares of the Company’s common stock issued and outstanding at the Effective Time will be consolidated into one issued and outstanding share. No fractional shares of common stock will be issued as a result of the reverse stock split; stockholders will be paid cash in lieu of any such fractional shares. Proportional adjustments will be made to Cyclacel’s outstanding warrants and stock options. The Company’s authorized shares and the nominal par value per share of \$0.001 will remain unchanged.

In addition, upon the effectiveness of the reverse stock split, the conversion of Cyclacel’s outstanding 6% convertible exchangeable preferred stock and series A convertible preferred stock will be adjusted proportionally and automatically in accordance with the terms of the Company’s Certificate of the Powers, Designations, Preferences and Rights of the 6% Convertible Exchangeable Preferred Stock and Certificate of Designation of Preferences, Rights and Limitations of the Series A Convertible Preferred Stock, respectively.

The reverse stock split is intended to increase the per share trading price of the Company’s common stock to satisfy the \$1.00 minimum bid price requirement for continued listing on The NASDAQ Capital Market. Trading of the Company’s common stock on The NASDAQ Capital Market will continue, on a split-adjusted basis, with the opening of the markets on Wednesday, April 15, 2020, under the existing trading symbol “CYCC” and under a new CUSIP number 23254L603. The reverse stock split reduces the number of shares of the Company’s common stock outstanding from approximately 17.2 million pre-reverse split shares to approximately 860,000 post-reverse split shares.

**Information for Stockholders**

The Company has retained its transfer agent, American Stock Transfer & Trust Company, LLC (“AST”), to act as its exchange agent for the reverse stock split. AST will provide stockholders of record as of the Effective Time a letter of transmittal providing instructions for the exchange of their stock certificates. Stockholders owning shares via a broker or other nominee will have their positions automatically adjusted to reflect the reverse stock split, subject to such brokers’ particular processes, and will not be required to take any action in connection with the reverse stock split. For more information regarding the reverse stock split, please refer to the Company’s definitive proxy statement for its most recently held annual meeting of stockholders which can be accessed through Cyclacel’s website at <http://www.cyclacel.com>.

↳ 200 Connell Drive, Suite 1500, Berkeley Heights, New Jersey 07922, USA Tel +1 (908) 517 7330 Fax +1 866 271 3466

☐ 1 James Lindsay Place, Dundee, DD1 5JJ, UK Tel +44 1382 206 062 Fax +44 1382 206 067

[www.cyclacel.com](http://www.cyclacel.com) – [info@cyclacel.com](mailto:info@cyclacel.com)

## **About Cyclacel Pharmaceuticals, Inc.**

Cyclacel Pharmaceuticals is a clinical-stage biopharmaceutical company developing innovative cancer medicines based on cell cycle, transcriptional regulation and DNA damage response biology. The transcriptional regulation program is evaluating fadraciclib as a single agent in solid tumors and in combination with venetoclax in patients with relapsed or refractory AML/MDS and CLL. The DNA damage response program is evaluating an oral combination of sapacitabine and venetoclax in patients with relapsed or refractory AML/MDS. An IST is evaluating an oral combination of sapacitabine and olaparib in patients with BRCA mutant breast cancer. The anti-mitotic program is evaluating CYC140, a PLK1 inhibitor, in advanced leukemias/MDS patients. Cyclacel's strategy is to build a diversified biopharmaceutical business focused in hematology and oncology based on a pipeline of novel drug candidates. Please visit [www.cyclacel.com](http://www.cyclacel.com) for more information.

## **Forward-looking Statements**

This news release contains certain forward-looking statements that involve risks and uncertainties that could cause actual results to be materially different from historical results or from any future results expressed or implied by such forward-looking statements. Such forward-looking statements include statements regarding, among other things, the efficacy, safety and intended utilization of Cyclacel's product candidates, the conduct and results of future clinical trials, plans regarding regulatory filings, future research and clinical trials and plans regarding partnering activities. Factors that may cause actual results to differ materially include the risk that product candidates that appeared promising in early research and clinical trials do not demonstrate safety and/or efficacy in larger-scale or later clinical trials, trials may have difficulty enrolling, Cyclacel may not obtain approval to market its product candidates, the risks associated with reliance on outside financing to meet capital requirements, and the risks associated with reliance on collaborative partners for further clinical trials, development and commercialization of product candidates. You are urged to consider statements that include the words "may," "will," "would," "could," "should," "believes," "estimates," "projects," "potential," "expects," "plans," "anticipates," "intends," "continues," "forecast," "designed," "goal," or the negative of those words or other comparable words to be uncertain and forward-looking. For a further list and description of the risks and uncertainties the Company faces, please refer to our most recent Annual Report on Form 10-K and other periodic and other filings we file with the Securities and Exchange Commission and are available at [www.sec.gov](http://www.sec.gov). Such forward-looking statements are current only as of the date they are made, and we assume no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

## **Contacts for Cyclacel Pharmaceuticals, Inc.**

Company: Paul McBarron, (908) 517-7330, [pmcbarron@cyclacel.com](mailto:pmcbarron@cyclacel.com)

Investor Relations: Russo Partners LLC, Jan Medina, (646) 942-5632, [Jan.Medina@russopartnersllc.com](mailto:Jan.Medina@russopartnersllc.com)

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