

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* <u>Lazar David E.</u> (Last) (First) (Middle) PH THE TOWERS, TOWER 200, 30B WINSTON CHURCHILL, PAITILLA (Street) PANAMA R1 07196 CITY (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/02/2025	3. Issuer Name and Ticker or Trading Symbol <u>Cyclacel Pharmaceuticals, Inc. [CYCC]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	0 ⁽¹⁾	D	

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 Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: 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			
Series C Convertible Preferred Stock ⁽²⁾⁽³⁾	01/02/2025	⁽⁴⁾	Common Stock	2,650,000	⁽⁵⁾	D	

Explanation of Responses:

- No shares of Common Stock are beneficially owned.
- On January 2, 2025, David E. Lazar (the "Reporting Person") and Cyclacel Pharmaceuticals, Inc. (the "Company"), entered into a securities purchase agreement pursuant to which the Reporting Person will acquire (i) an aggregate of 1,000,000 shares of the Company's Series C Convertible Preferred Stock (the "Series C Preferred Stock") at a price of \$1.00 per share and (ii) an aggregate of 2,100,000 shares of the Company's Series D Convertible Preferred Stock (the "Series D Preferred Stock", and together with the Series C Preferred Stock, the "Preferred Stock") at a price of \$1.00 per share. Each share of Series C Preferred Stock is convertible into 2.65 shares of the Company's Common Stock at any time, subject to certain ownership limitations. The initial closing took place on January 6, 2025, whereby the Reporting Person acquired 200,000 shares of Series C Preferred Stock for a total purchase price of \$1,000,000.
- The Reporting Person will acquire the shares of Series D Preferred Stock at a subsequent closing, subject to satisfaction of certain closing conditions, for a total purchase price of \$2,100,000. Each share of Series D Preferred Stock will be convertible into 110 shares of the Company's Common Stock at any time, subject to certain ownership limitations.
- The Series C Preferred Stock is perpetual and therefore has no expiration date.
- The shares of Series C Preferred Stock are convertible at the option of the Reporting Person for no additional consideration.

/s/ David E. Lazar

01/07/2025

** 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.