
**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): **March 30, 2011**

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 (Address of Principal Executive Offices)		07922 (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:

- 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))
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Item 4.02 Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review.

(a) On March 30, 2011, the Board of Directors of Cyclacel Pharmaceuticals, Inc. (the “**Company**”), based on the recommendation of its Audit Committee and in consultation with management, has concluded that the following previously issued consolidated financial statements must be restated and should no longer be relied upon because the Company erroneously accrued and included as a current liability its undeclared cumulative preferred stock dividends in such financial statements:

- i. consolidated balance sheets as of March 31, 2009, June 30, 2009, September 30, 2009, December 31, 2009, March 31, 2010, June 30, 2010, and September 30, 2010 and consolidated statement of stockholders’ equity for the year ended December 31, 2009; and
- ii. Selected Financial Data as of and for the year ended December 31, 2009.

As a result, in its Annual Report on Form 10-K for the year ending December 31, 2010, the Company:

- i. restated its consolidated balance sheet as of December 31, 2009 and its consolidated statement of stockholders’ equity for the year ended December 31, 2009;
- ii. amended its Management’s Discussion and Analysis of Financial Condition and Results of Operations (“**MD&A**”) as it relates to the year ended December 31, 2009;
- iii. restated its Selected Financial Data as of and for the year ended December 31, 2009; and
- iv. restated its unaudited consolidated balance sheets as of March 31, 2009, June 30, 2009, September 30, 2009, March 31, 2010, June 30, 2010, and September 30, 2010.

The Company’s management and the Audit Committee of the Company’s Board of Directors have discussed these matters disclosed in this Current Report on Form 8-K with the Company’s independent registered public accounting firm.

As a result of the decision to restate, the Company was informed by Ernst & Young LLP in a letter dated March 31, 2011 that it was withdrawing its audit reports on the consolidated financial statements included in the Company’s Annual Report on Form 10-K/A for the year ended December 31, 2009. Such withdrawal is required by the standards of the Public Company Accounting Oversight Board (U.S.).

Background on the Restatement

The restated financial statements correct the following error:

Undeclared Preferred Stock Dividends

In March 2011, the Company became aware of an error with respect to the historical accounting for undeclared dividends associated with the Company’s outstanding preferred stock. The Company’s management reviewed this interpretation and determined that undeclared cumulative preferred stock dividends need only be disclosed in the financial statements or in the notes thereto, and not accrued and included as a current liability in the Company’s consolidated balance sheets, as the Company had recorded in prior periods. The effect of correcting the error has been recorded in the applicable restated periods.

The effects of the restatement did not affect the Company’s results of operations, reported loss per share, or cash flows.

The adjustments made as a result of the restatement are also being discussed in Note 3 – “Restatement of Previously Issued Financial Statements”, of the Notes to Consolidated Financial Statements included in the Company’s Annual Report on Form 10-K. Quarterly reports for the year ended December 31, 2011 will include restated consolidated balance sheets for the corresponding interim periods of 2010.

The Company has not amended and does not intend to amend its previously filed Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q for the periods affected by the restatement. The information that has been previously filed or otherwise reported for these periods was restated and superseded by the information in the Annual Report on Form 10-K for the year ended December 31, 2010. As such, the consolidated financial statements and related financial information contained in such previously filed reports should no longer be relied upon, nor should any earnings releases or other communications relating to the Company’s financial performance during these periods be relied upon.

Management has concluded that, as of December 31, 2010, the Company's disclosure controls and procedures were ineffective at the reasonable assurance level and the Company's internal controls over financial reporting were ineffective based on the criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission, because the Company did not have an effectively-designed control in operation over the accounting for, presentation of and disclosure of cumulative preferred stock dividends to prevent or detect on a timely basis material misstatements, specifically with respect to the Company's undeclared cumulative preferred stock dividends that had been accrued and included as a current liability in the Company's consolidated balance sheets.

On March 31, 2011, the Company issued a press release, a copy of which is attached hereto as Exhibit 99.1, announcing that its consolidated financial statements as of and for the year ended December 31, 2009 and quarterly consolidated financial statements for each of the three months ended March 31, June 30 and September 30, 2010 will be restated to correct the error described above.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On March 30, 2011, the Company's Board of Directors approved an amendment to the Amended and Restated Bylaws (the "**Amendment**") of the Company to clarify that where a separate vote by a class or series or classes or series is required, a majority of the outstanding shares of such class or series or classes or series, present in person or represented by proxy, shall constitute a quorum entitled to take action with respect to that vote on the matter.

A copy of the Amendment is attached hereto as Exhibit 3.01 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
3.01	Amendment No. 2 to the Amended and Restated Bylaws of Cyclacel Pharmaceuticals, Inc.
99.1	Press release dated March 31, 2011, announcing the restatement of and non-reliance on 2009 annual and 2010 quarterly financial statements.

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: March 31, 2011

CYCLACEL PHARMACEUTICALS, INC.

AMENDMENT NO. 2
TO THE AMENDED AND RESTATED BYLAWS

The following Amendment No. 2 (this “**Amendment**”) to the Amended and Restated Bylaws (the “**Bylaws**”) of Cyclacel Pharmaceuticals, Inc., a Delaware corporation (the “**Corporation**”), has been duly authorized, approved, and adopted by the Board of Directors of the Corporation in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware:

1. Amendment. The Bylaws of Cyclacel Pharmaceuticals, Inc., a Delaware corporation (the “**Corporation**”), are hereby amended by striking out Section 2.6 thereof and by substituting in lieu of said Section the following new Section 2.6:

2.6 Quorum.

The holders of a majority of the shares of stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the Certificate of Incorporation. Where a separate vote by a class or series or classes or series is required, a majority of the outstanding shares of such class or series or classes or series, present in person or represented by proxy, shall constitute a quorum entitled to take action with respect to that vote on the matter. If, however, such quorum is not present or represented at any meeting of the stockholders, then either (a) the chairman of the meeting or (b) holders of a majority of the shares of stock entitled to vote who are present, in person or by proxy, shall have power to adjourn the meeting to another place (if any), date or time.

2. Effect of Amendment. Except as amended by this Amendment, the Bylaws shall remain in full force and effect in accordance with their terms. From and after the date hereof, all references made in the Bylaws to the Bylaws shall be a reference to the Bylaws as amended by this Amendment.

Signed this 30th day of March, 2011

Cyclacel Pharmaceuticals, Inc.

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



Cyclacel Pharmaceuticals, Inc.

P R E S S R E L E A S E

CYCLACEL PHARMACEUTICALS TO RESTATE 2009 ANNUAL AND 2010 QUARTERLY FINANCIAL STATEMENTS TO CORRECT CONSOLIDATED BALANCE SHEETS AND CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY; NO IMPACT ON RESULTS OF OPERATIONS.

Berkeley Heights, NJ, March 31, 2011 – Cyclacel Pharmaceuticals, Inc. (NASDAQ: CYCC, NASDAQ: CYCCP; Cyclacel or the Company), announced today that the Company's consolidated financial statements as of and for the year ended December 31, 2009 and quarterly consolidated financial statements for each of the three months ended March 31, June 30 and September 30, 2010 (the "Financial Statements") contained in its Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 31, 2011 (the "Annual Report") have been restated to correct an error with respect to the recognition of undeclared cumulative preferred stock dividends as it relates to the payment of dividends on the Company's 6% Convertible Exchangeable Preferred Stock (the "Preferred Stock") and disclosures in the consolidated balance sheets and consolidated statement of stockholders' equity related to the dividends on the Preferred Stock.

The effects of the restatement did not in any way affect the Company's results of operations, reported loss per share, or cash flows.

In March 2011, the Company became aware of an error with respect to the historical accounting for undeclared dividends associated with our outstanding preferred stock. The Company's management reviewed the error and determined that undeclared cumulative preferred stock dividends need only be disclosed in the financial statements or in the notes thereto, and not accrued and included as a current liability in the Company's consolidated balance sheets, as the Company had recorded in prior periods. The effect of correcting the error has been recorded in the applicable restated periods. For the year ended December 31, 2009, accrued and other current liabilities were revised from \$6.7 million to \$5.5 million. For the quarters ended March 31, 2009, June 30, 2009 and September 30, 2009 other current liabilities were revised from \$0.6 million, \$0.8 million and \$1.3 million to \$0.3 million, \$0.2 million and \$0.4 million, respectively. For the quarters ended March 31, 2010, June 30, 2010 and September 30, 2010 accrued and other current liabilities were revised from \$5.8 million, \$5.3 million and \$5.6 million to \$4.4 million, \$4.2 million and \$4.4 million, respectively.

About Cyclacel Pharmaceuticals, Inc.

Cyclacel is a biopharmaceutical company developing oral therapies that target the various phases of cell cycle control for the treatment of cancer and other serious diseases. Sapacitabine (CYC682), a cell cycle modulating nucleoside analog, is in Phase 3 development for the treatment of acute myeloid leukemia in the elderly under a Special Protocol Assessment agreement with the U.S. Food and Drug Administration, and in Phase 2 studies for myelodysplastic syndromes and lung cancer. Seliciclib (CYC202 or R-roscovitine), a CDK (cyclin dependent kinase) inhibitor, is in Phase 2 studies for the treatment of lung cancer and nasopharyngeal cancer and in a Phase 1 trial in combination with sapacitabine. Cyclacel's ALIGN Pharmaceuticals subsidiary markets directly in the U.S. Xclair® Cream for radiation dermatitis, Numoisyn® Liquid and Numoisyn® Lozenges for xerostomia. Cyclacel's strategy is to build a diversified biopharmaceutical business focused in hematology and oncology based on a portfolio of commercial products and a development pipeline of novel drug candidates. Please visit www.cyclacel.com for additional information.

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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, the risk that Cyclacel will not obtain approval to market its products, 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 current filings that have been filed with the Securities and Exchange Commission and are available at 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.

Contact for Cyclacel Pharmaceuticals, Inc.

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