



**Item 5.07 Submission of Matters to a Vote of Security Holders.**

(a) The 2010 annual meeting of the stockholders (the “Annual Meeting”) of Cyclacel Pharmaceuticals, Inc. (the “Company”) was held on May 25, 2010.

(b) The matters submitted to the stockholders and voted upon at the Annual Meeting were: (i) election of two Class 1 directors to the Company’s board of directors; and (2) ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2010.

Votes regarding the election of the director nominees were as follows:

|                      | <u>Votes For</u> | <u>Votes Withheld</u> | <u>Broker Non-Votes</u> |
|----------------------|------------------|-----------------------|-------------------------|
| Sir John Banham      | 6,979,531        | 162,782               | 12,922,653              |
| Daniel K. Spiegelman | 5,768,548        | 1,373,765             | 12,922,653              |

Based on the votes set forth above, Sir John Banham and Daniel K. Spiegelman were duly elected as Class 1 directors of the Company to serve until the 2013 annual meeting of stockholders and until their respective successors are duly elected and qualified.

Further, the stockholders of the Company ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2010, with 19,427,595 votes for ratification, 624,484 votes against ratification, 12,887 abstentions and 0 broker non-votes.

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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: May 27, 2010