Rombotis Spiro George
Form 4
January 07, 2019

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rombotis Spiro George

(Last) (First) (Middle)

200 CONNELL DRIVE, SUITE 1500

(Street)

BERKELEY HEIGHTS, NJ 07922

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Cyclacel Pharmaceuticals, Inc. [CYCC]

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	$ 0.71	01/04/2019		A		508,198		(1)	01/04/2029	Common Stock	508,198
Option	$ 1.74	01/03/2019		A		15,625		(3)	12/29/2027	Common Stock	15,625
Option	$ 1.56	01/03/2019		A		14,375		(4)	02/22/2028	Common Stock	14,375

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rombotis Spiro George 200 CONNELL DRIVE, SUITE 1500 BERKELEY HEIGHTS, NJ 07922	X		President and CEO	

Signatures

/s/ Spiro Rombotis	01/07/2019
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

(1) These securities are exercisable over a three-year period, with 1/36 of the options granted vesting on a monthly basis.

(2) These securities were granted as part of the Issuer's annual compensation review to executive officers.

(3) On December 29, 2017, Spiro Rombotis was granted an option to purchase certain shares of common stock, which option shall vest according to the satisfaction of performance criteria. Certain performance criteria were confirmed to have been met on January 3, 2019, resulting in the vesting of the option as to 15,625 shares.

(4) On February 22, 2018, Spiro Rombotis was granted an option to purchase certain shares of common stock, which option shall vest according to the satisfaction of performance criteria. Certain performance criteria were confirmed to have been met on January 3, 2019, resulting in the vesting of the option as to 14,375 shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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