

Cyclacel Pharmaceuticals, Inc.
Form SC 13D/A
November 22, 2017

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

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Cyclacel Pharmaceuticals, Inc.
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

23254L405
(CUSIP Number)

Kevin C. Tang
Tang Capital Management, LLC
4747 Executive Drive, Suite 510
San Diego, CA 92121
(858) 200-3830_
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

November 16, 2017
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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1. Names of Reporting Persons.
I.R.S. Identification Nos. of
above persons (entities only).

2. Tang Capital Partners, LP
Check the Appropriate Box if
a Member of a Group
(a)
(b)

3. SEC Use Only

4. Source of Funds

5. WC
Check If Disclosure of Legal
Proceeding Is Required
Pursuant to Items 2(d) or 2(e)

6. o
Citizenship or Place of
Organization

| | |
|--------------|------------------------------|
| | Delaware |
| Number of | 7. Sole Voting Power |
| Shares | 0 |
| Beneficially | 8. Shared Voting Power |
| Owned by | 336,747 |
| Each | 9. Sole Dispositive Power |
| Reporting | 0 |
| Person With | 10. Shared Dispositive Power |
| | 336,747 |

11. Aggregate Amount
Beneficially Owned by Each
Reporting Person
336,747

12. Check if the Aggregate
Amount in Row (11)
Excludes Certain
Shares

13. Percent of Class Represented
by Amount in Row (11)
2.8%

14. Type of Reporting Person
PN

CUSIP NO. 23254L405 13D Page 3 of 7

1. Names of Reporting Persons.
I.R.S. Identification Nos. of
above persons (entities only).

Tang Capital Management,
LLC

2. Check the Appropriate Box if
a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds

WC

5. Check If Disclosure of Legal
Proceeding Is Required
Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of
Organization

Delaware

Number of 7. Sole Voting Power
Shares 0

Beneficially 8. Shared Voting Power
Owned by 336,747

Each 9. Sole Dispositive Power
Reporting 0

Person With 10. Shared Dispositive Power
336,747

11. Aggregate Amount
Beneficially Owned by Each
Reporting Person
336,747

12. Check if the Aggregate
Amount in Row (11)
Excludes Certain
Shares

13. Percent of Class Represented
by Amount in Row (11)
2.8%

14. Type of Reporting Person
OO

CUSIP NO. 23254L405 13D Page 4 of 7

1. Names of Reporting Persons.
I.R.S. Identification Nos. of
above persons (entities only).

Kevin C. Tang

2. Check the Appropriate Box if
a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds

WC

5. Check If Disclosure of Legal
Proceeding Is Required
Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of
Organization

United States

Number of 7. Sole Voting Power
Shares 0

Beneficially 8. Shared Voting Power
Owned by 336,747

Each 9. Sole Dispositive Power
Reporting 0

Person With 10. Shared Dispositive Power
336,747

11. Aggregate Amount
Beneficially Owned by Each
Reporting Person
336,747

12. Check if the Aggregate
Amount in Row (11)
Excludes Certain
Shares

13. Percent of Class Represented
by Amount in Row (11)
2.8%

14. Type of Reporting Person
IN

Explanatory Note: This Amendment No. 2 relates to and amends the Statement of Beneficial Ownership on Schedule 13D/A (“Schedule 13D/A”) of Tang Capital Partners, LP, a Delaware limited partnership, Tang Capital Management, LLC, a Delaware limited liability company, and Kevin C. Tang, a United States citizen (each, a “Reporting Person” and collectively, the “Reporting Persons”), initially filed jointly by the Reporting Persons with the U.S. Securities and Exchange Commission on September 16, 2016 and amended on February 27, 2017 (as amended, the “Statement”), with respect to the Common Stock, \$0.001 par value (the “Common Stock”), of Cyclacel Pharmaceuticals, Inc., a Delaware corporation (the “Issuer”).

Item 5 of the Statement is hereby amended to the extent herein after expressly set forth. All capitalized terms used and not expressly defined herein have the respective meanings ascribed to such terms in the Statement.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Statement is hereby amended to add the following:

(a) Amount beneficially owned and percentage of class:

| | |
|------------------------------|--|
| Tang Capital Partners, LP | 336,747 shares, representing 2.8% of the class |
| Tang Capital Management, LLC | 336,747 shares, representing 2.8% of the class |
| Kevin C. Tang | 336,747 shares, representing 2.8% of the class |

Tang Capital Partners, LP is the beneficial owner of 336,747 shares of the Issuer’s Common Stock. Tang Capital Partners, LP shares voting and dispositive power over such shares with Tang Capital Management, LLC and Kevin C. Tang.

Tang Capital Management, LLC, as the general partner of Tang Capital Partners, LP, may be deemed to beneficially own the 336,747 shares of the Issuer’s Common Stock beneficially owned by Tang Capital Partners, LP. Tang Capital Management, LLC shares voting and dispositive power over such shares with Tang Capital Partners, LP and Kevin C. Tang.

Kevin C. Tang, as the manager of Tang Capital Management, LLC, may be deemed to beneficially own the 336,747 shares of the Issuer’s Common Stock beneficially owned by Tang Capital Partners, LP. Kevin C. Tang shares voting and dispositive power over such shares with Tang Capital Partners, LP and Tang Capital Management, LLC.

(b) Voting and disposition powers:

Sole power to vote or direct the vote:

| | |
|------------------------------|-------------|
| Tang Capital Partners, LP | 0 shares |
| Tang Capital Management, LLC | 0 shares |
| Kevin C. Tang | 0 shares |

Shared power to vote or direct the vote:

| | |
|------------------------------|-------------------|
| Tang Capital Partners, LP | 336,747 shares |
| Tang Capital Management, LLC | 336,747 shares |
| Kevin C. Tang | 336,747 shares |

Sole power to dispose or direct the disposition:

| | |
|------------------------------|----------|
| Tang Capital Partners, LP | 0 shares |
| Tang Capital Management, LLC | 0 shares |
| Kevin C. Tang | 0 shares |

Shared power to dispose or direct the disposition:

| | |
|------------------------------|----------------|
| Tang Capital Partners, LP | 336,747 shares |
| Tang Capital Management, LLC | 336,747 shares |
| Kevin C. Tang | 336,747 shares |

(c) On November 16, 2017, Tang Capital Partners, LP sold 21,342 shares of Common Stock through the open market at a weighted-average price of \$1.78 per share.

On November 17, 2017, Tang Capital Partners, LP sold 35,033 shares of Common Stock through the open market at a weighted-average price of \$1.75 per share.

On November 20, 2017, Tang Capital Partners, LP sold 44,198 shares of Common Stock through the open market at a weighted-average price of \$1.74 per share.

On November 21, 2017, Tang Capital Partners, LP sold 99,427 shares of Common Stock through the open market at a weighted-average price of \$1.81 per share.

On November 22, 2017, Tang Capital Partners, LP sold 23,153 shares of Common Stock through the open market at a weighted-average price of \$1.82 per share.

(d) N/A.

(e) On August 8, 2017, the Reporting Persons ceased to be the beneficial owner of more than five percent of the Issuer's Common Stock.

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the following Reporting Persons certifies that the information set forth in this statement is true, complete and correct.

November 22, 2017

Tang Capital Partners, LP

By: Tang Capital Management, LLC

By: /s/ Kevin C. Tang
Kevin C. Tang, Manager

Tang Capital Management,
LLC

By: /s/ Kevin C. Tang
Kevin C. Tang, Manager

/s/ Kevin C. Tang
Kevin C. Tang