

Cyclacel Pharmaceuticals, Inc.
Form DEFR14A
April 09, 2007
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SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

AMENDMENT NO. 1 TO
SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under Rule 14a-12

CYCLACEL PHARMACEUTICALS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:

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- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing:

- 1) Amount previously paid:
 - 2) Form, Schedule or Registration Statement No:
 - 3) Filing party:
 - 4) Date Filed:
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Cyclacel Pharmaceuticals, Inc.

200 Connell Drive, Suite 1500
Berkeley Heights, New Jersey 07922
United States of America

April 5, 2007

Dear Fellow Stockholder,

I am pleased to invite you to attend our 2007 Annual Meeting of Stockholders, which will be held on Monday, May 21, 2007, beginning at 2.00 p.m., Eastern Time, at our corporate headquarters at 200 Connell Drive, Suite 1500, Berkeley Heights, New Jersey, 07922.

This year, you are being asked to elect three directors nominated by the Board of Directors upon the recommendation of our Nominating and Corporate Governance Committee, to amend our 2006 Equity Incentive Plan to increase the number of shares of common stock issuable under such plan by an additional 1,384,205 shares, to an aggregate of 3,000,000 shares, and to ratify the selection of Ernst & Young LLP as our independent registered public accounting firm. Your Board of Directors urges you to read the accompanying proxy statement carefully and recommends that you vote "FOR" each of these proposals.

At the meeting, we will also report on Cyclacel's progress over the past year and we will provide you with an opportunity to meet members of our management team and Board of Directors and will respond to questions that you may have.

We hope that you will be able to join us at our Annual Meeting. Whether or not you expect to attend, please be sure to vote your shares by signing, dating, and returning the proxy card in the envelope provided or by attending the meeting in person.

You will be asked to register at the Annual Meeting prior to admission if you attend. If you wish to register in advance of the Annual Meeting, please contact our investor relations office by telephone at (908) 517-7330, by mail at Cyclacel Pharmaceuticals, Inc., 200 Connell Drive, Suite 1500, Berkeley Heights, New Jersey, 07922, or by e-mail to investor@cyclacel.com.

I look forward to seeing you at this year's Annual Meeting.

Yours sincerely,
/s/ Spiro Rombotis
Spiro Rombotis
President and Chief Executive Officer

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CYCLACEL PHARMACEUTICALS, INC.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 21, 2007

To the Stockholders of
Cyclacel Pharmaceuticals, Inc.:

NOTICE IS HEREBY GIVEN that the annual meeting of Cyclacel Pharmaceuticals, Inc. will be held on May 21, 2007 (the "Annual Meeting"), for the following purposes:

1. To elect three Class 1 directors to hold office until the 2010 Annual Meeting and until their successors are duly elected and qualified;
2. To approve the amendment of the 2006 Equity Incentive Plan to increase the number of shares of common stock issuable thereunder by an additional 1,384,205 shares, to an aggregate of 3,000,000 shares;
3. To ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2007; and
4. To transact such other business as may properly come before the Annual Meeting and any adjournments or postponements thereof.

Only those holders of our common stock of record as of the close of business on April 4, 2007, are entitled to notice of, and to vote at, the Annual Meeting and at any adjournments thereof. A total of 20,407,621 shares of our common stock were issued and outstanding as of that date. Each share of common stock entitles its holder to one vote. Cumulative voting of shares of common stock is not permitted.

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For the ten-day period immediately prior to the Annual Meeting, the list of stockholders entitled to vote will be available for inspection at our offices at 200 Connell Drive, Suite 1500, Berkeley Heights, New Jersey, 07922, for such purposes as are set forth in the General Corporation Law of the State of Delaware.

At least a majority of all issued and outstanding shares of common stock is required to constitute a quorum. Accordingly, whether you plan to attend the annual meeting or not, we ask that you complete, sign, date and return the enclosed proxy card as soon as possible in accordance with the instructions on the proxy card. A pre-addressed, postage prepaid return envelope is enclosed for your convenience. In the event you are able to attend the meeting, you may revoke your proxy and vote your shares in person.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Paul McBarron

Paul McBarron

Secretary

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CYCLACEL PHARMACEUTICALS, INC.
200 Connell Drive, Suite 1500
Berkeley Heights, New Jersey, 07922
(908) 517 7330

PROXY STATEMENT
2007 ANNUAL MEETING OF STOCKHOLDERS

Explanatory Note

This Amendment No. 1 to Schedule 14A amends the Cyclacel Pharmaceutical, Inc. Proxy Statement filed on April 5, 2007, to include disclosures inadvertently omitted regarding the change in the company's independent registered public accounting firm within the last two years and other attendant changes as a result of such omission, which are included as part of Proposal 3, "The Ratification of Selection of Independent Registered Public Accounting Firm," and the Code of Conduct and Ethics. No other information in the original filing is amended hereby.

INFORMATION ABOUT THE MEETING AND VOTING

General

This proxy statement is furnished in connection with the solicitation of proxies, in the accompanying form, by the Board of Directors of Cyclacel Pharmaceuticals, Inc. to be used at our 2007 Annual Meeting of Stockholders (the "Annual Meeting") to be held on Monday May 21, 2007, at 2.00 p.m., Eastern Time, at our corporate headquarters at 200 Connell Drive, Suite 1500, Berkeley Heights, New Jersey, 07922, and at any adjournments or postponements thereof for the purposes set forth in the Notice of Annual Meeting. These proxy materials are being mailed on or about April 9, 2007 to all stockholders entitled to notice of and to vote at the Annual Meeting.

Summary of Proposals to be Voted Upon By Stockholders

Proposal 1: Election of Three Class 1 Directors to Hold Office Until the 2010 Annual Meeting

Our Board of Directors is divided into three classes of directors. Each class is elected to serve for a three-year term. This year, three current Class 1 directors have been nominated to serve until the 2010 Annual Meeting and until their successors have been duly elected and qualified. The nominated directors are as follows:

- Sir John Banham, who has served on our Board of Directors since March 2006.

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- Professor Gordon McVie, who has served on our Board of Directors since March 2006.
- Mr. Daniel Spiegelman, who has served on our Board of Directors since September 2004.

The Board of Directors recommends that stockholders vote “FOR” Proposal 1.

Proposal 2: Approval of the Amendment of the 2006 Equity Incentive Plan

On March 9, 2007 the Board of Directors approved the amendment of the 2006 Equity Incentive Plan to increase the number of shares of common stock issuable under the 2006 Equity Incentive Plan by an additional 1,384,205 shares, to an aggregate of 3,000,000 shares.

The Board of Directors recommends that stockholders vote “FOR” Proposal 2.

Proposal 3: Ratification of Selection of Independent Registered Public Accounting Firm

The Audit Committee of the Board of Directors has selected Ernst & Young LLP to be our independent registered public accounting firm for the year ending December 31, 2007. Ernst & Young LLP has served as our independent registered public accounting firm since 1996.

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The Board of Directors recommends that stockholders vote “FOR” Proposal 3.

Proxies

Holders of our common stock who are entitled to vote are urged to sign the enclosed proxy card and return it promptly in the return envelope provided. Proxies will be voted in accordance with such holders’ directions. If no directions are given, proxies will be voted “FOR” the election as Class 1 directors of the nominees named herein, “FOR” the amendment of the 2006 Equity Incentive Plan and “FOR” ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm, and, as to any other business that may come before the Annual Meeting, in accordance with the judgment of the person or persons named in the proxy. The Board of Directors knows of no other business to be presented at the Annual Meeting. The proxy may be revoked at any time prior to the voting thereof by providing written notice of revocation to us at 200 Connell Drive Suite 1500, Berkeley Heights, New Jersey, 07922, Attention: Paul McBarron, Chief Operating Officer and Executive Vice President, Finance, and Secretary. The proxy may also be revoked by submitting to us prior to the Annual Meeting a more recently dated proxy or by attending the Annual Meeting and voting in person.

Stockholders Entitled to Vote

Only stockholders of record at the close of business on April 4, 2007, are entitled to notice of, and to vote at, the Annual Meeting and any adjournment thereof. On that date, there were 20,407,621 shares of common stock outstanding. Each share of common stock is entitled to one vote.

Establishing a Quorum

The holders of a majority of the issued and outstanding shares of common stock entitled to vote, whether present in

person or represented by proxy at the Annual Meeting, will constitute a quorum for the transaction of business at the Annual Meeting. Shares as to which a broker indicates that it has no discretion to vote and which are not voted, known as “broker non-votes,” will be considered present at the Annual Meeting for the purpose of determining the presence of a quorum. Proxies marked as abstaining on any matter to be acted upon by the stockholders will be treated as present at the Annual Meeting for purposes of determining a quorum.

Votes Required, Broker Non-Votes and Abstentions

For Proposal 1, the affirmative vote of a plurality of the shares of common stock cast by the stockholders present in person or represented by proxy at the Annual Meeting is required to elect the nominees for election as Class 1 directors. Thus, broker non-votes and withholding authority will have no effect on the outcome of the vote for the election of directors. Brokers do, however, have discretionary authority to vote shares held in their name on this proposal, even if they do not receive instructions from the beneficial owner.

For Proposal 2, the affirmative vote of a majority of votes cast by the stockholders entitled to vote and who are present in person or represented by proxy at the Annual Meeting is required to approve the amendment of the 2006 Equity Incentive Plan to increase the number of shares of common stock issuable thereunder. Brokers do not have discretion to vote on this proposal without your instruction. If you do not instruct your broker on how to vote on this proposal, your broker will not vote your shares on this proposal. Broker non-votes, if any, will have no effect on the outcome of the vote on this proposal. Abstentions will have the effect of a vote “against” this proposal.

For Proposal 3, the affirmative vote of a majority of votes cast by the stockholders entitled to vote and who are present in person or represented by proxy at the Annual Meeting is required to ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for 2007. Abstentions will have the effect of a vote “against” this proposal. Because broker non-votes are not considered to be votes cast, they will have no effect on the vote for this proposal. Brokers do, however, have discretionary authority to vote shares held in their name on this proposal, even if they

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do not receive instructions from the beneficial owner. We are not required to obtain the approval of our stockholders to select our independent registered public accounting firm. However, if our stockholders do not ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for 2007, the Audit Committee of our Board of Directors will reconsider its selection.

Costs of Solicitation of Proxies

The solicitation of proxies in the enclosed form is made on behalf of the Board of Directors. The entire cost of soliciting these proxies, including the costs of preparing, printing and mailing to stockholders this proxy statement and accompanying materials, will be borne by us. We have engaged Morrow & Co., Inc. to assist us with the solicitation of proxies for a fee of \$5,000, plus expenses. In addition to use of the mails, proxies may be solicited personally or by telephone or otherwise by our officers, directors and employees, who will receive no additional compensation for such activities. Arrangements will also be made with brokerage houses and other custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of shares held of record by such institutions and persons. Such parties will be reimbursed for their reasonable expenses incurred in connection with these activities.

Dissenters' Rights

Under Delaware law, stockholders are not entitled to dissenters' rights of appraisal on any proposal referred to herein.

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**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS
AND MANAGEMENT**

The following table sets forth certain information as of the Record Date, concerning the ownership of voting securities of (i) each current member of the Board of Directors, (ii) certain highly compensated officers, (iii) all of our directors and executive officers as a group and (iv) each beneficial owner of more than 5% of the outstanding shares of any class of our voting securities relying solely upon the amounts and percentages disclosed in their public filings. The address for each of the directors and named executive officers is c/o Cyclacel Pharmaceuticals, Inc., 200 Connell Drive Suite 1500, Berkeley Heights, New Jersey, 07922.

Addresses of other beneficial owners are noted in the table.

As of the Record Date, we had 20,407,621 shares of common stock outstanding.

	Number of Shares Beneficially Owned ⁽¹⁾	Percentage Owned
Directors and Executive Officers		
Sir John Banham ⁽²⁾	55,597	*
Dr. Judy Chiao ⁽³⁾	95,135	*
Dr. Christopher Henney ⁽⁴⁾	65,667	*
Dr. Robert Jackson ⁽⁵⁾	127,787	*
Pierre Legault ⁽⁶⁾	—	*
Paul McBarron ⁽⁷⁾	137,784	*
Professor Gordon McVie ⁽⁸⁾	18,750	*
Spiro Rombotis ⁽⁹⁾	454,282	1.76%
Daniel Spiegelman ⁽¹⁰⁾	30,062	*
Dr. David U'Prichard ⁽¹¹⁾	57,806	*
Dr. John Womelsdorf ⁽¹²⁾	—	*
Executive officers and directors as a group (11 persons)	1,042,870	4.05%
5% Stockholders		
Federated Kaufman Fund ⁽¹³⁾	4,250,000	16.51%
Frontpoint Partners LLC ⁽¹⁴⁾	2,596,894	10.09%
Deerfield Capital L.P. and Deerfield Management Company, L.P. ⁽¹⁵⁾	1,812,501	7.04%

* Represents beneficial ownership of less than 1% of the outstanding shares of our common stock.

(1) Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Beneficial ownership also includes shares of

stock subject to options and warrants currently exercisable or convertible, or exercisable or convertible within sixty (60) days of April 4, 2007. Except as indicated by footnote, to our knowledge, all persons named in the table above have sole voting and investment power with respect to all shares of common stock shown as beneficially owned.

- (2) Includes 18,750 shares issuable upon the exercise of options to purchase common stock.
- (3) Includes 48,967 shares issuable upon the exercise of options to purchase common stock.
- (4) Includes 58,500 shares issuable upon the exercise of options to purchase common stock.
- (5) Includes 63,606 shares issuable upon the exercise of options to purchase common stock.
- (6) Includes Nil shares issuable upon the exercise of options to purchase common stock.
- (7) Includes 63,680 shares issuable upon the exercise of options to purchase common stock.
- (8) Includes 18,750 shares issuable upon the exercise of options to purchase common stock.
- (9) Includes 97,834 shares issuable upon the exercise of options to purchase common stock.
- (10) Includes 24,063 shares issuable upon the exercise of options to purchase common stock.
- (11) Includes 37,500 shares issuable upon the exercise of options to purchase common stock.
- (12) Includes Nil shares issuable upon the exercise of options to purchase common stock.
- (13) Includes 1,107,143 shares issuable upon the exercise of warrants to purchase common stock.
- (14) Includes 168,750 shares issuable upon the exercise of warrants to purchase common stock.
- (15) Includes 491,072 shares issuable upon the exercise of warrants to purchase common stock.

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MANAGEMENT

Board of Directors

Our Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws provide for our business to be managed by or under the direction of the Board of Directors. The Board of Directors is fixed at eight members under our Amended and Restated Bylaws, as set forth below.

Name	Age	Position
Spiro Rombotis	49	President and Chief Executive Officer; Director
Paul McBarron	47	Chief Operating Officer & Executive Vice President, Finance; Secretary and Director
Sir John Banham	66	Director
Dr. Christopher Henney	66	Vice Chairman; Director
Pierre Legault	46	Director
Dr. Gordon McVie	62	Director
Daniel Spiegelman	48	Director
Dr. David U'Prichard	59	Chairman; Director

Set forth below is certain biographical information about our current directors. We have a staggered Board of Directors comprised of three classes, and each director serves until the annual meeting in which his class is nominated. Sir John Banham, Professor Gordon McVie, and Mr. Daniel Spiegelman are in the class of directors whose term expires at the Annual Meeting and, if elected, would serve until our 2010 annual meeting. Messrs. Rombotis, U'Prichard and Legault are in the class of directors whose term expires at the 2008 annual meeting of

stockholders. Mr Legault was appointed to the Board of Directors in March 2007. Messrs. McBarron and Henney are in the class of directors whose term expires at the 2009 annual meeting of stockholders. There is no family relationship among any of our directors or executive officers.

Nominees as Class 1 Directors (Term to Expire in 2010)

Sir John Banham. Sir John Banham is currently Chairman of Spacelabs Healthcare, Inc. and Chairman of Johnson Matthey plc, senior non-executive director of AMVESCAP plc and non-executive director of Merchant Trust plc. He is past Director General of the Confederation of British Industry (CBI) and past Chairman of Whitbread plc, Geest plc, ECI Partners LLP, Tarmac plc and Kingfisher plc. His public sector appointments comprise first Controller of the Audit Commission and first Chairman of the Local Government Commission for England. He was formerly Honorary Treasurer of the United Kingdom's Cancer Research Campaign prior to its merger with Imperial Cancer Research. He is a graduate of Cambridge University in Natural Sciences and has honorary degrees from a number of British universities.

Professor Gordon McVie, D.Sc. (Hon), MBChB, MRCP, M.D., FRCP, FRCPS, FmedSci. Professor McVie is currently Chief Executive Officer and a director of Cancer Intelligence Limited, a cancer consulting company, former Joint Director General of Cancer Research UK and former Director General of the Cancer Research Campaign. Previously, he was Clinical Research Director at the Netherlands Cancer Institute in Amsterdam. From 1976 to 1979 he was the first NHS Consultant Medical Oncologist in Scotland at The Cancer Research Campaign Unit in Glasgow. He is the European editor of JNCI (Journal of the National Cancer Institute) and Senior Consultant to the European Institute of Oncology, Milan, Italy. He has authored five books and over 200 research papers.

Daniel Spiegelman, M.B.A. Mr Spiegelman had served as one of Xcyte's directors since September 2004, and continued on as a director of the company. Mr Spiegelman has served as the Senior Vice President and Chief Financial Officer of CV Therapeutics, Inc. since September 1999. From January 1998 to September 1999, Mr. Spiegelman served as the Vice President and Chief

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Financial Officer of CV Therapeutics, Inc. From 1991 until 1998, Mr. Spiegelman was employed by Genentech, Inc., a biotechnology company, holding various positions in the Treasury department, including the position of Treasurer from 1996 to 1998. Mr. Spiegelman holds a B.A. in Economics from Stanford University and an M.B.A. from Stanford Graduate School of Business. Mr. Spiegelman currently serves as a member of the board of directors of Affymax, Inc.

Continuing Class 2 Directors (Term to Expire in 2008)

Spiro Rombotis. Mr. Rombotis joined Cyclacel in August 1997 and has over 24 years of experience with pharmaceutical and biotechnology companies. He was previously Vice President of International Operations and Business Development; Managing Director, Europe; and Director, Japanese joint venture, at The Liposome Company, Inc. Mr. Rombotis also served as Vice President, Pharmaceuticals for Central and Eastern Europe and as Director of International Marketing at Bristol-Myers Squibb Company. He was Head of European Marketing and Sales and Head of Corporate Development at Centocor, Inc. as well as working in Business Development at Novartis AG. He holds a B.A. from Williams College and an M.B.A. and Master's degree in Hospital Management with honors, from the Kellogg Graduate School of Management where he serves on the Kellogg Biotech Advisory Board.

David U'Prichard, Ph.D. Chairman of the Board. Dr. U'Prichard joined the Board of Directors of Cyclacel in May 2004. He is currently President of Druid Consulting LLC, a pharmaceutical and biotechnology-consulting firm, providing customized services to life sciences clients in the United States and Europe. He is also a Venture Partner with Care Capital LLP and Red Abbey Venture Partners, private equity providers. Previously, he was Chief Executive Officer of 3-Dimensional Pharmaceuticals, Inc. from 1999 to 2003. In addition, he held a variety of positions within the pharmaceutical and biotechnology industries, including, President and Chairman of Research and Development for SmithKline Beecham Pharmaceuticals; Executive Vice President and International Research Director, and a Member of the Board of Zeneca Pharmaceuticals; General Manager, Research Department, ICI Pharmaceuticals, and Vice President Biomedical Research, ICI Pharmaceuticals; and Senior Vice President and Scientific Director for Nova Pharmaceutical Corporation. He is a director of BioAdvance (Philadelphia), Invitrogen Corporation, Lynx Therapeutics, SR Pharma, Ben Franklin Technology Partners of Southeastern Pennsylvania and the Life Sciences Research Foundation in Baltimore, Maryland. He is the non-executive Chairman of Oxagen. He was Chairman of the Pennsylvania Biotechnology Association in 2004-2005. From 1992 to 1997 he was a member of the board of the Biotechnology Industry Organization (BIO). He received a B.Sc. in Pharmacology from University of Glasgow in 1970 and a Ph.D. in Pharmacology from University of Kansas in 1975.

Pierre Legault, C.A., M.B.A. Mr. Legault is currently Group Executive Vice President, The Jean Coutu Group (PJC) Inc., with overall management responsibilities for the Brooks Eckerd operations in the United States. Previously, he was Worldwide President of Sanofi Aventis Dermatology (19 countries). Prior to that, he was Senior Vice-President Finance and Treasury of Aventis Pharmaceutical worldwide. Prior to such time, he was Chief Financial Officer of Hoechst Marion Roussel (North America) and of Marion Merrell Dow (North America). He is a chartered accountant, and a member of the U.S. Certified Public Accounting Association, who earned a bachelor's degree at Les Hautes Études Commerciales (HEC Montréal) and an MBA at McGill University.

Continuing Class 3 Directors (Term to Expire in 2009)

Paul McBarron. Mr. McBarron joined Cyclacel in January 2002 and has over 15 years of experience as a financial executive with pharmaceutical and biotechnology companies. Since 1996, he was a senior member of the finance team at Shire Pharmaceuticals Group plc, where he held the positions of Director of Corporate Finance and Group Financial Controller. He joined Shire when it was an emerging public company employing fewer than 100 people. He was previously employed in various financial positions at Sterling Drug, Inc. and SmithKline Beecham Pharmaceuticals and qualified as a chartered accountant with Ernst & Young.

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Christopher S. Henney, Ph.D., D.Sc. Dr. Henney had served as one of Xcyte's directors since March 2005, and continued on as Vice Chairman of the Company. Previously, Dr. Henney co-founded three major publicly held U.S. biotechnology companies, Immunex, ICOS and Dendreon, and held executive positions at each company. From 1995 to January 2003, Dr. Henney was Chairman and Chief Executive Officer of Dendreon Corporation. Dr. Henney currently serves as Chairman of Biomira, Inc. and SGX Pharmaceuticals, Inc., and is a director of Bionomics Ltd. Dr. Henney received a Ph.D. in experimental pathology from the University of Birmingham and a D.Sc. from the same university for contributions to the field of immunology.

Additional Information Concerning the Board of Directors and its Committees

Meeting Attendance. The Board of Directors held seven regular meetings in 2006. The Board of Directors has established three standing committees, (1) the Compensation and Organization Development Committee, (2) the Audit Committee and (3) the Nominating and Corporate Governance Committee. These committees held a total of ten meetings during fiscal year 2006. No director during the time in which such director served as our director attended fewer than 75% of the aggregate number of meetings held during the fiscal year by the Board of Directors and the committees of the Board on which he served. For purposes of this measurement, meetings do not include actions taken by unanimous written consent.

Director Independence. Our Board of Directors has determined that each of the following directors is an “independent director” as such term is defined by The Nasdaq Stock Market, Inc. (“Nasdaq”):

- David U’Prichard, Ph.D.
- Sir John Banham
- Christopher Henney, Ph.D, D.Sc.
- Pierre Legault, C.A., M.B.A.
- Gordon McVie, M.D., D.Sc.
- Daniel Spiegelman, M.B.A.

The Board of Directors has also determined that each member of the Compensation and Organization Development Committee, the Audit Committee and the Nominating and Corporate Governance Committee meets the independence requirements applicable to each such committee prescribed by Nasdaq and the SEC.

Audit Committee. The current members of our Audit Committee are Mr Legault, who is the chairperson, Sir John Banham, Dr. Henney and Mr Spiegelman. The Board of Directors has determined that Pierre Legault is a “financial expert” as that term is used in Item 7(d)(3)(iv) of Schedule 14A under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Please see the biographical information for Mr Pierre Legault contained in the section above entitled, “Management — Board of Directors.”

The Audit Committee of the Board of Directors oversees and monitors the processes management has in place to maintain the reliability and integrity of our accounting policies and financial reporting processes, to ensure the adequacy of internal accounting, financial reporting and disclosure controls, and to comply with legal and regulatory requirements that may impact our financial reporting and disclosure obligations. The Audit Committee is also responsible for reviewing the qualifications, independence and performance of, and selecting or replacing, if necessary, our independent registered public accounting firm and approving all audit and non-audit services and fees related thereto. In addition, the Audit Committee is responsible for reviewing, in consultation with our management and independent registered public accounting firm, the scope and results of (1) reviews of our quarterly financial statements, (2) audits of our annual financial statements, and (3) audits of our system of internal control over financial reporting and management’s assessment of the effectiveness thereof. The Audit Committee may also perform other duties and responsibilities as

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the Audit Committee or the Board of Directors deems appropriate or necessary, including reviewing, evaluating and approving related-party or similar transactions or relationships. The Audit Committee maintains a written charter that outlines its responsibilities, which it reviews and reassesses annually and recommends any changes to the Board of Directors for approval. Please also see the report of the Audit Committee set forth elsewhere in this proxy statement.

Compensation and Organization Development Committee. The Compensation and Organization Development Committee of the Board of Directors is composed entirely of directors who are not our current or former employees. The Committee is responsible for establishing and administering our executive compensation policies. The current members of our Compensation and Organization Development Committee are Dr. Christopher Henney, who is the chairperson, Professor Gordon McVie and Dr. David U'Prichard. Please also see the report of the Compensation and Organization Development Committee set forth elsewhere in this proxy statement.

Nominating and Corporate Governance Committee. The current members of our Nominating and Corporate Governance Committee are Sir John Banham, who is the chairperson, Professor Gordon McVie and Mr. Daniel Spiegelman. The functions of the Nominating and Corporate Governance Committee include making recommendations to the full Board of Directors as to particular nominees for election or appointment to the Board of Directors; making recommendations to the full Board of Directors as to the membership, structure and operations of the committees of the Board; reviewing and assessing the adequacy of our corporate governance guidelines, principles and practices and recommending changes to the full Board of Directors for approval; monitoring compliance with our Corporate Code of Conduct and Ethics; and reviewing and maintaining oversight of matters relating to the independence, operation and effectiveness of the Board of Directors and committee members. The Nominating and Corporate Governance Committee maintains a written charter that outlines its responsibilities, which it reviews and reassesses annually and recommends any changes to the Board of Directors for approval, a copy of which can be viewed on our website (www.cyclacel.com).

The Nominating and Corporate Governance Committee may consider candidates recommended by stockholders, as well as from other sources, such as other directors or officers or other appropriate sources. For all potential candidates, the Nominating and Corporate Governance Committee may consider any factors it deems relevant, including, among other factors, a candidate's personal integrity and judgment, business and professional skills and experience, independence, knowledge of our industry, possible conflicts of interest, diversity, the extent to which the candidate would fill a priority need on the Board, the willingness of the candidate to commit sufficient time to attend to his or her duties or responsibilities as a director of a public company, and concern for the long-term interests of our stockholders.

In general, persons recommended by stockholders will be considered on the same basis as candidates from other sources. If a stockholder wishes to recommend a candidate for director for election at our 2008 Annual Meeting of Stockholders, such a recommendation should be submitted in writing to the Nominating and Corporate Governance Committee, c/o Paul McBarron, Secretary, Cyclacel Pharmaceuticals, Inc., 200 Connell Drive, Suite 1500, Berkeley Heights, New Jersey, 07922. Any such written recommendation should include a minimum of the following: (a) all information relating to such person that would be required to be disclosed pursuant to Regulation 14A under the Exchange Act (including such person's consent to being named in the proxy statement as a nominee and to serving as a director, if elected); (b) the name(s) and address(es) of the stockholder(s) making the recommendation; and (c) appropriate biographical information and a statement as to the qualification for service on our Board of Directors of the recommended person. Any such recommendation should be submitted in the time frame for stockholder proposals which are to be included in proxy materials for the Annual Meeting to be held in 2008 under the caption "Stockholders' Proposals and Nominations for Director for 2008 Annual Meeting" set forth elsewhere in this proxy statement.

Compensation Committee Interlocks and Insider Participation. None of our executive officers serves as a member of the board of directors or compensation committee of any entity that has one or

more executive officers serving as a member of our Board of Directors or Compensation and Organization Development Committee.

Stockholder Communications to the Board

Generally, stockholders who have questions or concerns should contact our Investor Relations department at (908) 517-7330 or email at investor@cyclacel.com. Stockholders wishing to submit written communications directly to the Board of Directors should send their communications to our Secretary, Cyclacel Pharmaceuticals, Inc., 200 Connell Drive, Suite 1500, Berkeley Heights, New Jersey, 07922. All stockholder communications will be considered by the non-employee members of our Board of Directors.

Executive Officers

The following table sets forth certain information regarding our current executive officers who are not also members of our Board of Directors:

Name	Age	Position
Dr. Robert Jackson	64	Senior Vice President and Chief Scientific Officer
Dr. Judy Chiao	47	Vice President, Clinical Development and Regulatory Affairs
Dr. John Womelsdorf	43	Vice President, Business Development

Judy Chiao, M.D. Dr. Chiao joined Cyclacel in December 2004. She was previously Vice President, Oncology Clinical Research and Development at Aton Pharma Inc., a wholly owned subsidiary of Merck & Co. Prior to Aton's acquisition by Merck she was responsible for leading the clinical development of SAHA, a histone deacetylase inhibitor, for hematologic and solid tumor indications. She was a Senior Medical Reviewer, Division of Oncology Drug Products, Center for Drug Evaluation and Research, U.S. Food and Drug Administration, where she was the agency's primary reviewer for a range of oncology drugs and regulatory subjects. She also presented the FDA's views in several New Drug Application reviews at Oncology Drug Advisory Committees. She earned her Bachelor of Science in Chemistry (summa cum laude) at Columbia University, New York, and received her medical degree from Harvard Medical School. Her internship and residency in internal medicine was carried out at Columbia-Presbyterian Medical Center, New York and she held a Research Fellowship in Molecular Pharmacology at Sloan Kettering Institute for Cancer Research and a Clinical Fellowship in Hematology/Oncology at Memorial Sloan Kettering Cancer Center both in New York City. She has also been a member of a number of FDA-related working groups and has also been a Core Member of the Pharsight-FDA Cooperative Research and Development Agreement (CRADA) on clinical trial simulation and population pharmacokinetic analysis software for drug development.

Robert Jackson, Ph.D. Dr. Jackson joined Cyclacel in January 2001. He was previously the Director of Research and Development and a member of the Board of Directors at Celltech Group plc. He was also Executive Director of Research and Development, Chief Operating Officer and a member of the Board of Directors at Chiroscience Group plc, which was acquired by Celltech in 1999. Before these appointments, he was Vice President of Research and Development at Agouron Pharmaceuticals, Inc., and headed cancer research at DuPont Pharmaceuticals and Warner-Lambert Company. He holds a B.A. from the University of Cambridge and a Ph.D. from the University of London, Institute of Cancer Research. Dr. Jackson retired from his position at Cyclacel as of March 31, 2007.

John Womelsdorf, Ph.D. Dr. Womelsdorf joined Cyclacel in August 2006 and has more than 20 years experience in business development roles in several pharmaceutical companies. Most recently he was at, Johnson & Johnson (J&J) where he served as Executive Director, Licensing and New Business Development of the Pharmaceuticals Group. Prior to joining J&J, Dr. Womelsdorf worked as a Global Licensing Director for F. Hoffmann-La Roche, Inc. He was previously a Business Development Fellow at Baxter International, Inc. where he worked closely with Research and

Development licensing in early technologies. Dr. Womelsdorf earned his Bachelor of Science degree in 1988 and his Ph.D. in Physical Chemistry in 1993 from Stevens Institute of Technology. He also earned an M.B.A. from Columbia University in 1997.

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EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The following Compensation Discussion and Analysis has been prepared to provide shareholders with information we believe is necessary to understand our executive compensation policies and decisions as they relate to the compensation of our executive officers, including the named executive officers in the executive compensation tables.

Overview

The Compensation and Organization Development Committee of our board of directors makes all decisions regarding the compensation of our executive officers, which decisions are subject to ratification by our board of directors. The Committee is composed entirely of independent directors and meets on a regular basis. In 2006, the Committee met four times and considered several substantive issues, including a review of all aspects of compensation of all employees. Most recently, in March 2007 when the Committee reviewed the compensation of our directors.

The Committee reviewed the compensation of executives based in both the United States and the United Kingdom for roles that could be undertaken by executives regardless of their geographical location. The Committee decided that all executive salaries and compensation, regardless of geographical location, be paid in United States Dollars, and will review the impact of this decision and consider possible changes in the summer of 2007.

The Committee is authorized to engage and retain any independent third party compensation and legal advisors to obtain advice and assistance on all matters related to executive compensation and benefit plans. No third party consultant was engaged in 2006, although the Committee did consult independent external compensation survey data as part of the Committee's decision-making process. The Committee intends to initiate engagement of a third party consultant in 2007.

General Compensation Philosophy

We recognize the importance of maintaining sound principles for the development and administration of our compensation and benefits programs. The overall compensation philosophy of the company is primarily driven by our business environment and our desire to align the interest of the employees with the interests of Cyclacel shareholders. It is also based on the principles of competitive and fair compensation, as well as our goal to attract, retain and motivate qualified employees. The compensation and benefit plans are designed to enable us to meet our corporate goals and performance. The objectives of our compensation structure are to:

- enable the company to attract, engage and retain key executives and employees critical to future success;
- motivate and inspire employee behavior which fosters a high performance culture; and

- support the overall business objectives and ensure that a significant component of the compensation opportunity will be related to factors that both directly and indirectly influence shareholder value.

We measure the success of our compensation plans on overall business performance and our ability to attract and retain key talent which, in turn, will minimise risk and optimize return for our shareholders.

To this end, the Committee, in collaboration with executive management, affirm that the total compensation plan should consist of:

- Annual salary. Designed to reward the core competence in the executive role relative to the skills, experience and contribution to the company.
- Annual cash incentive/bonus awards. Designed to reward the executive for specific contributions to the company aligned to both corporate and individual objectives.

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- Long-term equity compensation. Designed to align the executives' interests with those of the shareholders.
- Certain other benefits, including retirement and welfare plans.

The use of the above components of our overall compensation plan enables us to reinforce our pay for performance philosophy and strengthen our ability to attract and retain high caliber and experienced executives. We believe that our combination of programs provides an appropriate mix of fixed and variable pay, balances short-term operational performance with longer-term shareholder value and facilitates effective executive recruitment and retention.

We seek to target both short and long-term compensation levels competitively among a peer group of biopharmaceutical companies based on available survey data. The companies that comprise our peer group have been selected to benchmark executive compensation levels against companies that have executive positions with responsibilities similar in breadth and scope to ours and have businesses which compete with us for executive talent. We have related our activities to the compensation practices of several peer and other companies, including some that are three times larger than us. These peer companies included, among others: Ariad Pharmaceuticals, Array Biopharma, Arqule, Biocryst Pharmaceuticals, CombinatoRx, Cytokinetics and Sunesis Pharmaceuticals..

In addition to reviewing executive officers' compensation against comparable groups, the Committee also considers recommendations from the President and Chief Executive Officer regarding total compensation for executive officers who report directly to him. Management also provides the Committee with historical data for the total compensation and components for each executive officer. Considerable weight was given to the historical data of Cyclacel.

Compensation Components

Base Salary

The salaries of our executive officers are the only non-variable element of our compensation and are reviewed on an annual basis. The salaries reflect each executive's responsibilities, the importance and impact of the executive's role, and the contribution each executive delivers to Cyclacel. Salary revisions are based on an evaluation of the individual's performance, as part of the company's Annual Performance Review process and related salary revision matrix, in addition to level of pay compared to biotechnology industry peer group company levels. Within this comparison group, we seek to make comparisons to executives who are comparable in terms of (a) level of responsibility and (b)

expected level of contribution to our performance. Performance-related increases generally take effect as of January 1 of each year.

Annual Cash Bonus

Our annual “Incentive Compensation Plan” is designed to reward achievement at specified levels of corporate and individual performance. For 2006, the performance criteria were related to corporate objectives only. For 2007 and going forward, it is anticipated that the performance criteria are to be established in relation to both organizational goals and objectives related to the individual officer’s specific area of responsibility. The Committee determines the amount of each executive’s bonus based on an assessment by the Committee of such officer’s progress toward achieving the established goals. Bonuses are typically awarded on an annual basis. Each officer position has an assessed target bonus level, expressed as a percent of annual salary. The target bonus levels which are to be reviewed for 2007 are set to be competitive with target bonuses for similar positions in peer companies and are based on a number of factors, including market trends in business generally, and in the biopharmaceutical industry in particular.

In 2006, the performance objectives for our executive officers were as follows:

- Seliciclib to begin Phase IIb double-blinded randomized discontinuation trial in 3rd-line Non-Small Cell Lung Cancer;

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- Sapacitabine to begin Phase I hematology study;
- CYC116 Aurora kinase inhibitor file IND submission; and
- Sapacitabine Phase I hematology interim data.

In assessing performance against the objectives for 2006, the Committee considered the actual results against the specific deliverables associated with each objective, the extent to which each objective was a challenging one for the organization and whether any external factors had an impact on these objectives. The Committee assessed the level of achievement against each objective and then determined an overall assessment for each executive officer. The Committee also considered the performance achievements in relation to shareholder value.

Long-Term Equity Compensation

We believe that long-term incentive compensation, in the form of stock options and restricted stock grants, ensures that our executive officers have an ongoing stake in the long-term success of the company, as well as giving our employees the opportunity to share in any appreciation in the value of our common stock. The Committee supports the belief that equity participation aligns employees’ interests with those of the shareholders. However we have not yet instituted stock ownership or retention guidelines for executives or directors of Cyclacel.

Our stock option plan enables us to:

- enhance the link between the creation of shareholder value and long-term executive incentive compensation;
- provide an opportunity for increased equity ownership by executives; and
- maintain competitive levels of compensation.

Stock option levels are determined based on internal capacity and independent market data, vary among participants based on positions within the company and are generally granted on an annual basis. The amounts of the awards are

designed to reward past performance and create incentives to meet longer-term objectives.

Awards are made at a level calculated to be competitive relative to peer companies within the sector in which we operate. We grant non-qualified stock options and incentive stock options at an exercise price set by the value of the company's common stock at the close of market trading on the date of the grant and it is the Committee's intention to make such grants only on trading days. The option-vesting periods encourage officers and all company employees to work with a long-term view of our performance, and reinforce their long-term affiliation with the company. The stock option plan provisions help reduce officer and employee turnover so that we may retain the knowledge and skills of our valued officers and employees. The plan provides that awards will be cancelled if an executive officer violates certain provisions of the plan. These provisions include prohibitions against engaging in activity that is detrimental to us, such as performing services for a competitor, disclosing confidential information or soliciting customers away from the company.

In 2006, the named executive officers were awarded a number of stock options under the 2006 Equity Incentive Plan, with an exercise price equal to the fair market value of Cyclacel common stock on the date of grant. Accordingly, those stock options will have value only if the market price of our common stock increases after that date. The number of stock options granted to our named executive officers in 2006 are outlined in the table describing Grants of Plan-Based Awards.

Other Benefits

We provide a number of benefits as part of our overall remuneration package to all eligible employees including the named executive officers.

We also operate two defined contribution retirement plans — a qualified 401(k) Plan for our US-based employees, including some of the named executive officers, and a group personal pension

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plan for our UK-based employees, which include our other named executive officers. Each plan allows employees to contribute up to the limits imposed by the Internal Revenue Code (US) and Inland Revenue (UK) on a pre- or after-tax basis. We provide for matching payments up to a maximum of six percent of employee contributions.

We also provide other benefits such as medical, dental, life insurance and long-term disability coverage to each named executive officer, as well as to the majority of our other employees.

In addition, we provide vacation and other paid holidays to all employees, including our named executive officers, which are in line with our peers in the industry.

Tax Considerations

The Committee's compensation strategy is to be cost and tax effective. Therefore, the Committee's policy is to preserve corporate tax deductions, while maintaining the flexibility to approve compensation arrangements that it deems to be in the best interests of the company and its shareholders, even if such arrangements do not always qualify for full tax deductibility. While there are differences in US and UK tax laws regarding compensation, we have attempted to design our strategy to be as beneficial to all of our employees as possible, regardless of geographical location.

President and Chief Executive Officer's Compensation

The Committee does not rely solely on predetermined formulae or a limited set of criteria in evaluating the President and Chief Executive Officer's performance for the year. Our philosophy, goals and performance expectations are similar to those previously discussed for our other named executive officers. For fiscal year 2006, Mr. Rombotis' annual base salary was \$400,000. In determining Mr. Rombotis' compensation for fiscal year 2007, the Committee considered the continuing achievement of our short- and longer-term goals. The Committee also considered the effectiveness of Mr. Rombotis' leadership of Cyclacel and the resulting success in the attainment of priority goals, particularly those related to clinical development of its lead candidates, regulatory filings, product pipeline development, financial strength of the company and Mr. Rombotis' overall compensation relative to that of other chief executive officers in the biotechnology industry.

The compensation actions described below are based on the Committee's assessment of Mr. Rombotis' ongoing performance, how his contributions impacted Cyclacel's results for fiscal 2006 and the importance of his continued leadership to our success in the future. As such, on December 21, 2006, based on the overall assessment of the foregoing factors, the Committee increased Mr. Rombotis' base salary to \$425,000, effective as of January 1, 2007. In addition, the Committee awarded Mr. Rombotis an annual cash incentive award of \$175,000. The Committee also awarded Mr. Rombotis 160,000 stock options on December 21, 2006, under the 2006 Equity Incentive Plan.

Mr. Rombotis' total compensation for 2006 was \$809,180 (this compensation is for the nine-month period from March 27, 2006, when Mr. Rombotis became an employee and named executive officer of the company, to December 31, 2006). The Committee believes that Mr. Rombotis' total compensation is competitive, fair and consistent with our corporate results and compensation philosophy.

Based on this review, the Committee finds the President and Chief Executive Officer's total compensation in the aggregate to be reasonable and not excessive.

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Summary Compensation Table

The following table shows the compensation paid or accrued during the fiscal year ended December 31, 2006 to (1) our President and Chief Executive Officer, (2) our Chief Operating Officer and Executive Vice President, Finance and (3) our three most highly compensated executive officers, other than our President and Chief Executive Officer and our Chief Operating Officer and Executive Vice President, Finance, who earned more than \$100,000 during the fiscal year ended December 31, 2006. The table includes additional executives who would have been among the three most highly compensated executive officers, other than our President and Chief Executive Officer and our Chief Operating Officer and Executive Vice President, Finance, except for the fact that they were not serving as executive officers of the Company as of the end of December 31, 2006. The amounts reflect the compensation paid or accrued to the executive officers in the nine-month period from March 27, 2006, when the individual became an employee and executive officer of the company following the merger transaction between Xcyte Therapies, Inc. and Cyclacel Limited, to December 31, 2006.

Year

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Name and Principal Position	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation ⁽⁵⁾ (\$)	Total (\$)
Spiro Rombotis, President and Chief Executive Officer ⁽¹⁾	2006 300,000	175,000	—	313,666	—	—	20,514	809,180
Paul McBarron, Chief Operating Officer and Executive Vice President, Finance ⁽¹⁾	2006 200,972	110,000	—	203,996	—	—	26,313	541,281
Robert C Jackson, Ph.D., Senior Vice President and Chief Scientific Officer ⁽¹⁾	2006 187,348	—	—	199,747	—	—	28,334	415,429
Judy Chiao, M.D., Vice President Clinical Development and Regulatory Affairs ⁽¹⁾	2006 195,938	100,000	—	156,990	—	—	13,989	466,917
John F. Womelsdorf, Ph.D., Vice President, Business Development ⁽²⁾	2006 104,167	25,000	—	16,599	—	—	9,232	154,998
Robert Kirkman, M.D., Former President and Chief Executive Officer ⁽³⁾	2006 84,230	150,000	—	4,163	—	—	150,000	388,393
Kathi L. Cordova, Former Senior Vice President of Finance and Treasurer ⁽⁴⁾	2006 49,041	—	—	2,306	—	—	200,037	251,384

(1) The figures reflect the total compensation paid to the executive officers in the nine-month period from March 27, 2006, when the individual became an employee and executive officer of Cyclacel, to December 31, 2006.

(2) John Womelsdorf's employment commenced on August 1, 2006.

(3) Robert Kirkman's employment ended on March 27, 2006. Dr. Kirkman received a bonus of \$150,000 on the completion of the merger transaction between Xcyte Therapies, Inc. and Cyclacel Limited.

- (4) Kathi Cordova's employment ended on March 27, 2006. Ms Cordova was paid a retention bonus of \$76,093 and, subsequently, severance of \$123,944.
- (5) All other compensation includes the following for all executive officers: payments for private medical insurance, life insurance and permanent health insurance. In addition, Mr. Rombotis, Mr. McBarron and Dr. Jackson were paid \$10,000 as compensation for the removal of their entitlement to an annual car allowance of \$10,000 to \$12,000; matching

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contributions made under the company's UK group personal pension plan, to Mr. McBarron (\$10,949) and to Dr. Jackson (\$11,272), and under the company's US 401(k) Plan, to Dr. Chiao (\$9,000). In addition, Dr. Kirkman was paid a bonus of \$150,000 and Ms. Cordova was paid a retention bonus of \$76,093 and, subsequently, severance of \$123,94.

Grants of Plan-Based Awards

The following table shows information regarding grants of non-equity incentive plan awards and grants of equity awards that we made during the fiscal year ended December 31, 2006 to each of the executive officers named in the Summary Compensation Table.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards ⁽¹⁾ (\$/Sh)	Grant Date Fair Value of Stock Option Awards ⁽²⁾ (\$)
		Threshold	Target	Maximum	Threshold	Target	Maximum				
Spiro Rombotis President and Chief Executive Officer ⁽³⁾	June 14, 2006	—	—	—	—	—	—	—	97,834	6.40	1,319,886
Paul McBarron Chief Operating Officer and Executive Vice President, Finance ⁽³⁾	December 21, 2006	—	—	—	—	—	—	—	160,000	6.95	
Robert C Jackson, Ph.D.	June 14, 2006	—	—	—	—	—	—	—	63,680	6.40	834,603
	December 21, 2006	—	—	—	—	—	—	—	100,000	6.95	
	June 14, 2006	—	—	—	—	—	—	—	63,606	6.40	242,850

Senior Vice President and Chief Scientific Officer ⁽³⁾												
Judy Chiao, M.D	June 14,											660,134
Vice President	2006	—	—	—	—	—	—	—	48,967	6.40		
Clinical Development and Regulatory Affairs ⁽³⁾	December 21, 2006	—	—	—	—	—	—	—	80,000	6.95		
John F. Womelsdorf, Ph.D.	September 1 2006	—	—	—	—	—	—	—	8,334	4.65		544,749
Vice President, Business Development ⁽⁴⁾	September 30, 2006	—	—	—	—	—	—	—	8,333	4.80		
	October 31, 2006	—										