Cyclacel Pharmaceuticals, Inc. Form SC 13G/A
December 08, 2006

## **UNITED STATES**

#### SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## **SCHEDULE 13G**

(Amendment No.  $\underline{2}$ )\*

## UNDER THE SECURITIES EXCHANGE ACT OF 1934

## CYCLACEL PHARMACEUTICALS, INC.

(Name of Issuer)

Common Stock

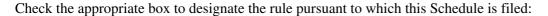
(Title of Class of Securities)

23254L108

(CUSIP Number)

December 1, 2006

(Date of Event That Requires Filing of this Statement)



Rule 13d-1(b)

ý

Rule 13d-1(c)
...

Rule 13d-1(d)

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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP No. 23254L108
Page 2 of 14 Pages (1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons
Alta Partners (2) Check The Appropriate Box If A Member Of A Group
(a)
(b)
X (3)
SEC Use Only (4)
Citizenship or Place of Organization
California  EXIT FILING Please see Attachment A
Number Of Shares
Number Of Shares (5)
(5)
(5) Sole Voting Power
(5) Sole Voting Power -0-
(5) Sole Voting Power -0- Beneficially Owned
(5) Sole Voting Power -0- Beneficially Owned By Each Reporting
(5) Sole Voting Power -0- Beneficially Owned By Each Reporting (6)
(5) Sole Voting Power -0- Beneficially Owned By Each Reporting (6) Shared Voting Power
(5) Sole Voting Power -0- Beneficially Owned By Each Reporting (6) Shared Voting Power 425,529

CUSIP No. 23254L108				
Page 3 of 14 Pages (1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons				
Alta California Partners, L. P (2) Check The Appropriate Box If A Member Of A Group				
(a)				
(b)				
X (3)				
SEC Use Only (4)				
Citizenship or Place of Organization				
Delaware  EXIT FILING Please see Attachment A				
Number Of Shares				
(5)				
Sole Voting Power				
-0-				
Beneficially Owned				
By Each Reporting				
(6)				
Shared Voting Power				
425,529				
Person With				

Type Of Reporting Person

PN

CUSIP No. 23254L108
Page 4 of 14 Pages (1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons
Alta California Management Partners, L.P.  (2) Check The Appropriate Box If A Member Of A Group
(a)
(b)
X (3)
SEC Use Only (4)
Citizenship or Place of Organization
Delaware  EXIT FILING Please see Attachment A
Number Of Shares
(5)
Sole Voting Power
-0-
Beneficially Owned
By Each Reporting
(6)
Shared Voting Power
425,529
Person With
Please see Attachment A

(12)

PN

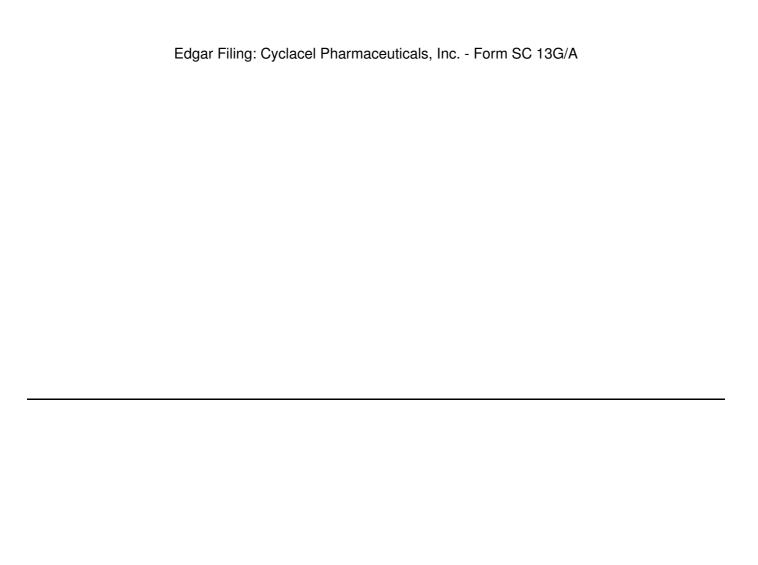
Type Of Reporting Person

CUSIP No. 23254L108				
Page 5 of 14 Pages (1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons				
Alta Embarcadero Partners, LLC (2) Check The Appropriate Box If A Member Of A Group				
(a)				
(b)				
X (3)				
SEC Use Only (4)				
Citizenship or Place of Organization				
California  EXIT FILING Please see Attachment A				
Number Of Shares				
(5)				
Sole Voting Power				
-0-				
Beneficially Owned				
By Each Reporting				
(6)				
Shared Voting Power				
405.500				
425,529				
Person With				

CO

CUSIP No. 23254L108				
Page 6 of 14 Pages (1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons				
Jean Deleage (2) Check The Appropriate Box If A Member Of A Group				
(a)				
(b)				
X (3)				
SEC Use Only (4)				
Citizenship or Place of Organization				
United States  EXIT FILING Please see Attachment A				
Number Of Shares				
(5)				
Sole Voting Power				
-0-				
Beneficially Owned				
By Each Reporting				
(6)				
Shared Voting Power				
425,529				
Person With				
Please see Attachment A				

IN

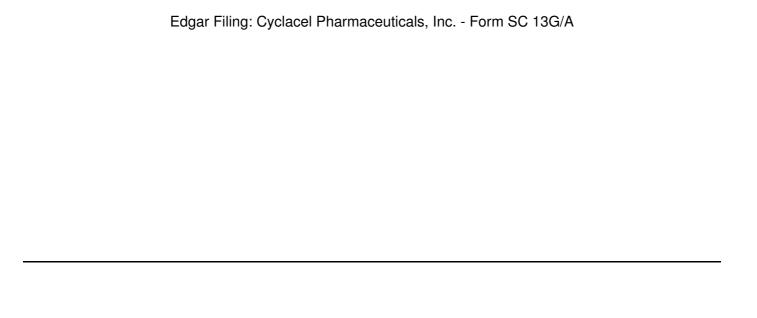


CUSIP No. 23254L108				
Page 7 of 14 Pages (1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons				
Garrett Gruener (2) Check The Appropriate Box If A Member Of A Group				
(a)				
(b)				
X (3)				
SEC Use Only (4)				
Citizenship or Place of Organization				
United States  EXIT FILING Please see Attachment A				
Number Of Shares				
(5)				
Sole Voting Power				
-0-				
Beneficially Owned				
By Each Reporting				
(6)				
Shared Voting Power				
425,529				
Person With				
Please see Attachment A				

IN

CUSIP No. 23254L108				
Page 8 of 14 Pages (1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons				
Guy Nohra (2) Check The Appropriate Box If A Member Of A Group				
(a)				
(b)				
X (3)				
SEC Use Only (4)				
Citizenship or Place of Organization				
United States  EXIT FILING Please see Attachment A				
Number Of Shares				
(5)				
Sole Voting Power				
Sole Voting Power				
Sole Voting Power -0-				
Sole Voting Power -0- Beneficially Owned				
Sole Voting Power  -0- Beneficially Owned By Each Reporting				
Sole Voting Power  -0- Beneficially Owned By Each Reporting  (6)				
Sole Voting Power  -0- Beneficially Owned By Each Reporting  (6) Shared Voting Power				

IN



```
Item 1.
(a)
Name of Issuer: Cyclacel Pharmaceuticals, Inc. ( Issuer )
(b)
Address of Issuer s Principal Executive Offices:
150 JFK Parkway, Suite 100
Short Hills, NJ 07078
Item 2.
(a)
Name of Person Filing:
Alta Partners ( AP )
Alta California Partners, L.P. ( ACP )
Alta California Management Partners, L.P. ( ACMP )
Alta Embarcadero Partners, LLC ( AEP )
Jean Deleage (JD)
Garrett Gruener ( GG )
Guy Nohra (GN)
(b)
Address of Principal Business Office:
One Embarcadero Center, Suite 4050
```

San Francisco, CA 94111

(c)
Citizenship/Place of Organization:
Entities:
AP
California
ACP
Delaware
ACMP
Delaware
AEP
California
Individuals:
JD
United States
GG
United States
GN
United States
(d)
Title of Class of Securities:

Common Stock

(e)
-----

CUSIP Number: 23254L108

# Item 3.

Not applicable.

Item 4
Ownership.

**EXIT FILING --- Please see Attachment A** 

		AP	ACP	ACMP	AEP
(a)	Beneficial Ownership	425,529	425,529	425,529	425,529
(b)	Percentage of Class	2.63%	2.63%	2.63%	2.63%
(c)	Sole Voting Power	-0-	-0-	-0-	-0-
	Shared Voting Power	425,529	425,529	425,529	425,529
	Sole Dispositive Power	-0-	-0-	-0-	-0-
	Shared Dispositive Power	425,529	425,529	425,529	425,529
		JD	GG	GN	
(a)	Beneficial Ownership	425,529	425,529	416,023	
(b)	Percentage of Class	2.63%	2.63%	2.57%	
(c)	Sole Voting Power	-0-	-0-	-0-	
	Shared Voting Power	425,529	425,529	416,023	
	Sole Dispositive Power	-0-	-0-	-0-	
	Shared Dispositive Power	425,529	425,529	416,023	

Item 5.

Ownership of Five Percent or Less of a Class

Not Applicable.

item 0.
Ownership of More than Five Percent on Behalf of Another Perso
Not applicable.

#### Item 7.

<b>Identification and Classification of the Subsidiary</b>	Which Acquired the Security	Being Reported on By the
Parent Holding Company.		

Not applicable.

#### Item 8.

# **Identification and Classification of Members of the Group**

No reporting person is a member of a group as defined in Section 240.13d-1(b)(1)(ii)(H) of the Act.

#### Item 9.

# **Notice of Dissolution of Group**

Not applicable.

#### **Item 10.**

## Certification

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

#### **EXHIBITS**

A:

Joint Filing Statement

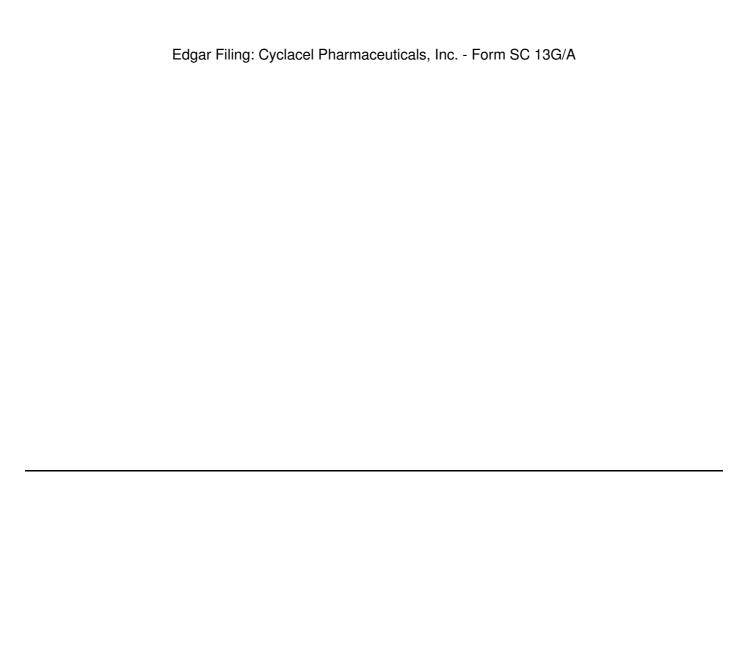
# **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date:
December 7, 2006
Alta Partners
Alta California Partners, L.P.
By: Alta California Management Partners, L.P.
By: /s/ Jean Deleage
By: <u>/s/ Jean Deleage</u>
Jean Deleage, President
Jean Deleage, General Partner
Alta California Management Partners, L.P.
Alta Embarcadero Partners, LLC
By: /s/ Jean Deleage
By: /s/ Jean Deleage
Jean Deleage, General Partner

Jean Deleage, Member

/s/ Jean Deleage	
/s/ Guy Nohra	
Jean Deleage	
Guy Nohra	
/s/ Garrett Gruener	
Garrett Gruener	



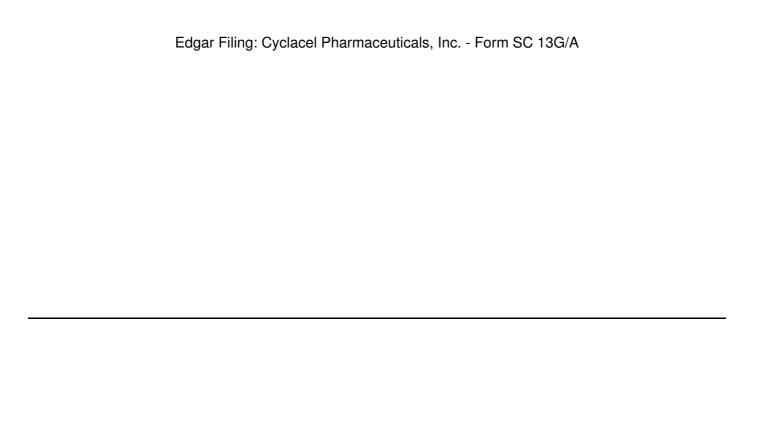
# Exhibit A

# **Agreement of Joint Filing**

Date:
December 7, 2006
SIGNATURE
After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.
Alta Partners
Alta California Partners, L.P.
By: Alta California Management Partners, L.P.
By: <u>/s/ Jean Deleage</u>
By: /s/ Jean Deleage
Jean Deleage, President
Jean Deleage, General Partner
Alta California Management Partners, L.P.
Alta Embarcadero Partners, LLC

By: /s/ Jean Deleage
By: /s/ Jean Deleage
Jean Deleage, General Partner
Jean Deleage, Member
/s/ Jean Deleage
/s/ Guy Nohra
Jean Deleage
Guy Nohra
/s/ Garrett Gruener

Garrett Gruener



#### **EXIT FILING ---- Attachment A**

Alta Partners provides investment advisory services to several venture capital funds including Alta California Partners, L.P. and Alta Embarcadero Partners, LLC.

**Acquisition:** On March 24, 2006, Xcyte Therapies, Inc. was acquired by Cyclacel Group plc. Cyclacel Group plc changed its name to Cyclacel Pharmaceuticals, Inc. There was a 1-for-10 reverse stock split of the Common Stock.

As a result of the Acquisition and the Reverse Stock Split, Alta Partners is no longer a 5% owner of the Company: Alta California Partners, L.P. beneficially owned 111,743 shares of Common Stock and 97,766 shares of Convertible Exchangeable Preferred Stock (convertible into 416,023 shares of Common Stock). Alta Embarcadero Partners, LLC beneficially owned 2,496 shares of Common Stock and 2,234 shares of Convertible Exchangeable Preferred Stock (convertible into 9,506 shares of Common Stock).

**Stock Sale:** On December 1, 2006, Alta California Partners, L.P. sold 111,743 shares of Common Stock and Alta Embarcadero Partners, LLC sold 2,496 shares of Common Stock. As a result of the Stock Sale, Alta California Partners, L.P. beneficially owns 97,766 shares of Convertible Exchangeable Preferred Stock (convertible into 416,023 shares of Common Stock). Alta Embarcadero Partners, LLC beneficially owns 2,234 shares of Convertible Exchangeable Preferred Stock (convertible into 9,506 shares of Common Stock). The respective general partners and members of Alta California Partners, L.P. and Alta Embarcadero Partners, LLC exercise sole voting and investment power with respect to the shares owned by such funds.

Certain principals of Alta Partners are general partners of Alta California Management Partners, L.P. (which is a general partner of Alta California Partners, L.P.) and members of Alta Embarcadero Partners, LLC. As general partners and members of such entities, they may be deemed to share voting and investment power over the shares held by such funds. The principals of Alta Partners disclaim beneficial ownership of all such shares held by the foregoing funds, except to the extent of their proportionate pecuniary interests therein.

Mr. Jean Deleage is a general partner of Alta California Management Partners, L.P. (which is the general partner of Alta California Partners, L.P.) and a member of Alta Embarcadero Partners, LLC. Thus he currently shares voting and dispositive powers over the 97,766 shares of Convertible Exchangeable Preferred Stock (convertible into 416,023 shares of Common Stock) beneficially owned by Alta California Partners, L.P., and the 2,234 shares of Convertible Exchangeable Preferred Stock (convertible into 9,506 shares of Common Stock) beneficially owned by Alta Embarcadero Partners, LLC. He disclaims beneficial ownership of all such shares held by the foregoing funds except to the extent of his proportionate pecuniary interests therein

Mr. Garrett Gruener is a general partner of Alta California Management Partners, L.P. (which is the general partner of Alta California Partners, L.P.) and a member of Alta Embarcadero Partners, LLC. Thus he currently shares voting and dispositive powers over the 97,766 shares of Convertible Exchangeable Preferred Stock (convertible into 416,023 shares of Common Stock) beneficially owned by Alta California Partners, L.P., and the 2,234 shares of Convertible Exchangeable Preferred Stock (convertible into 9,506 shares of Common Stock) beneficially owned by Alta Embarcadero Partners, LLC. He disclaims beneficial ownership of all such shares held by the foregoing funds except to the extent of his proportionate pecuniary interests therein.

Mr. Guy Nohra is a general partner of Alta California Management Partners, L.P. (which is the general partner of Alta California Partners, L.P.). Thus he currently shares voting and dispositive powers over the 97,766 shares of Convertible Exchangeable Preferred Stock (convertible into 416,023 shares of Common Stock) beneficially owned by Alta California Partners, L.P. He disclaims beneficial ownership of all such shares held by the foregoing funds except to the extent of his proportionate pecuniary interests therein.

Alta Partners is a venture capital firm with an office in San Francisco. Alta Partners is California Corporation. Alta California Partners, L.P. is a Delaware Limited Partnership, and Alta Embarcadero Partners, LLC is a California Limited Liability Company.