

PATTERSON COMPANIES, INC.
 Form 4
 August 28, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
WILTZ JAMES W

2. Issuer Name and Ticker or Trading Symbol
**PATTERSON COMPANIES, INC.
 [PDCO]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/28/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
Director, President & CEO

**PATTERSON COMPANIES,
 INC., 1031 MENDOTA HEIGHTS
 ROAD**

(Street)

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

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

ST. PAUL, MN 55120

(City) (State) (Zip)

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			
Common Stock	08/28/2009		S	1,000 D \$ 27.4509	405,277	D	
Common Stock					3,990	I ⁽¹⁾	In Trust for Members of Reporting Person's Family ⁽¹⁾
					525,000	I ⁽²⁾	GRAT ⁽²⁾

Common
Stock

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Derivative Security (Instr. 3)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options	(3)					(4)	(5)	Common Stock	147,468

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILTZ JAMES W PATTERSON COMPANIES, INC. 1031 MENDOTA HEIGHTS ROAD ST. PAUL, MN 55120	X		Director, President & CEO	

Signatures

Matthew L. Levitt, by Power of Attorney

08/28/2009

**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) In Trust for members of Reporting Person's Family.

(2) Held by Grantor Retained Annuity Trusts.

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- (3) Options granted as follows: 141,998 on 04/28/2003 at \$19.97; and 5,470 on 4/26/2004 at \$38.50.
- (4) Options exercisable as follows: 20,285 on April 28 for each year 2006-2012; and 5,470 on 4/26/2013.
- (5) All grants expire 10 years after grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. adding:0in 0in 0in 0in;width:3.12%;">

565

The Company has made a taxable loss in each of the operating periods since incorporation. The income tax credits of \$0.9 million, \$0.7 million and \$0.6 million for the years ended December 31, 2009, 2010 and 2011, respectively, represent U.K. research and development (R&D) tax credits receivable against such expenditures in the United Kingdom that are refundable.

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A reconciliation of the (benefit) provision for income taxes with the amount computed by applying the statutory federal tax rate to loss before income taxes is as follows:

	Year ended December 31, 2009 \$000	Year ended December 31, 2010 \$000	Year ended December 31, 2011 \$000
Loss before income taxes	(20,518)	(16,678)	(15,808)
Income tax expense computed at statutory federal tax rate	(6,976)	(5,672)	(5,375)
State income tax (net of federal benefit)	8	7	
Disallowed expenses and non-taxable income	(773)	(490)	(141)
Loss surrendered to generate R&D credit	2,322	1,605	1,372
Additional research and development tax relief	(1,185)	(793)	(2,260)
Change in valuation allowance	4,605	3,984	3,170
Research and development tax credit rate difference	237	132	
Foreign items, including change in tax rates	814	570	2,669
	(948)	(657)	(565)

Significant components of the Company's deferred tax assets are shown below:

	December 31,	
	2010 \$000	2011 \$000
Net operating loss carryforwards	43,056	43,870
Depreciation, amortization and impairment of property and equipment	1,925	1,772
Stock Options	1,228	1,372
Accrued Expenses	3,778	3,435
Other	89	96
Translation adjustment	(2,452)	249
Deferred Tax Assets	47,624	50,794
Valuation allowance for deferred tax assets	(47,624)	(50,794)
Net deferred taxes		

Deferred income taxes reflect the net tax effect of temporary differences between the carrying amounts of assets and liabilities for financial reporting and tax purposes. A valuation allowance has been established, as realization of such assets is uncertain.

The Company's management evaluated the positive and negative evidence bearing upon the realizability of its deferred assets, and has determined that, at present, the Company may not be able to recognize the benefits of the deferred tax assets under the more likely than not criteria.

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Accordingly, a valuation allowance of approximately \$50.8 million has been established at December 31, 2011. The benefit of deductions from the exercise of stock options is included in the net operating loss (NOL) carryforwards. The benefit from these deductions will be recorded as a credit to additional paid-in capital if and when realized through a reduction of cash taxes.

In certain circumstances, as specified in the Tax Reform Act of 1986, due to ownership changes, the Company's ability to utilize its NOL carryforwards may be limited. However, the Company's overseas subsidiary has, subject to agreement with the United Kingdom's H.M. Revenue & Customs, the following tax losses and accumulated tax losses available for carry forward against future operations, which under U.K. tax laws do not expire:

	December 31,	
	2010	2011
	\$000	\$000
Accumulated tax losses	132,521	148,274

As of December 31, 2010 and 2011, the Company had federal and foreign NOLs of \$147.7 million and \$166.9 million, respectively. The Company has federal NOLs that will start to expire in 2027 and state NOLs that will start expiring in 2023.

Utilization of the NOLs may be subject to a substantial annual limitation under Section 382 of the Internal Revenue Code of 1986 due to ownership change limitations that have occurred previously or that could occur in the future. These ownership changes may limit the amount of NOL and R&D credit carryforwards that can be utilized annually to offset future taxable income and tax, respectively. The Company has not currently completed a study to assess whether an ownership change has occurred, or whether there have been multiple ownership changes since the Company's formation, due to the significant complexity and related cost associated with such study. Management has evaluated all significant tax positions at December 31, 2010 and 2011 concluding that there are no material uncertain tax positions. The Company would recognize both interest and penalties related to unrecognized benefits in income tax expense. The Company has not recorded any interest and penalties on any unrecognized tax benefits since its inception.

Tax years 2009, 2010 and 2011 remain open to examination by major taxing jurisdictions to which the Company is subject, which are primarily in the United Kingdom and the United States, as carryforward attributes generated in years past may still be adjusted upon examination by the United Kingdom's H.M. Revenue & Customs, the Internal Revenue Service (IRS) or state tax authorities if they have or will be used in a future period. The Company is currently not under examination by the IRS or any other jurisdictions for any tax years.

Table of Contents**15 Geographic Information**

Geographic information for the years ended December 31, 2009, 2010 and 2011 is as follows:

	Year ended December 31, 2009 \$000	Year ended December 31, 2010 \$000	Year ended December 31, 2011 \$000
Revenue			
United States	910	574	699
United Kingdom	1	112	
	911	686	699
Net loss			
United States	(3,007)	(4,662)	(75)
United Kingdom	(16,563)	(11,359)	(15,168)
	(19,570)	(16,021)	(15,243)
		December 31,	2011
		2010	\$000
Total Assets			
United States		30,055	20,715
United Kingdom		1,404	5,283
		31,459	25,998
Long Lived Assets, net			
United States		161	45
United Kingdom		247	122
		408	167

16 Selected Quarterly Information (unaudited)

The following unaudited quarterly financial information includes, in management's opinion, all the normal and recurring adjustments necessary to fairly state the results of operations and related information for the periods presented.

	March 31, 2011	June 30, 2011	September 30, 2011	December 31, 2011
	\$000, except per share amounts			
Revenues	192	168	164	175
Loss before taxes	(4,779)	(3,678)	(3,571)	(3,780)
Net loss applicable to common shareholders	(4,770)	(3,734)	(3,627)	(3,840)
Net loss per share - basic and diluted (1)	\$ (0.10)	\$ (0.08)	\$ (0.07)	\$ (0.07)

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	For the three months ended			
	March 31, 2010	June 30, 2010	September 30, 2010	December 31, 2010
	\$000, except per share amounts			
Revenues	271	119	159	137
Loss before taxes	(5,244)	(4,163)	(3,950)	(3,321)
Net loss applicable to common shareholders	(5,819)	(6,543)	(3,989)	(3,352)
Net loss per share basic and diluted (1)	\$ (0.18)	\$ (0.18)	\$ (0.11)	\$ (0.07)

(1) The addition of loss per common share by quarter may not equal the total loss per common share for the year or year to date due to rounding.

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17 Subsequent Events

Purchase Agreement

On March 22, 2012, the Company entered into a purchase agreement with certain existing institutional stockholders, raising \$3.0 million of proceeds, net of certain fees and expenses. The proceeds from the financing will be used to fund ongoing litigation-related expenses on certain intellectual property and for general corporate purposes.

Under the terms of the purchase agreement, the investors purchased 4,688,079 shares of the Company's common stock at a price of \$0.6476, which is equal to the 10-day average closing price of the Company's common stock for the period ending on Wednesday, March 21, 2012. In addition to the common stock, investors received contractual rights to receive in cash 10% of any future litigation settlement on certain intellectual property, subject to a cap, or alternatively, in lieu of a cash payment, either warrants to purchase common stock in certain situations or additional shares as part of any settlement in a possible related, alternative transaction. The shares issued at closing are subject to a lock-up period of one year from the date of issuance.

NASDAQ Appeal

On March 15, 2012, the Company received a determination letter from NASDAQ notifying the Company that it had not regained compliance with the minimum closing bid price requirements set forth in Listing Rule 5450(a)(1) (the "Rule") during the 180 calendar days allowed to regain compliance and that the Company's security is subject to delisting from the NASDAQ Global Market, unless the Company requests a hearing before a NASDAQ Listing Qualifications Panel (the "Panel") by no later than March 22, 2012 to appeal the NASDAQ Staff's determination. The Company has requested a hearing before the Panel to present its plan to regain compliance with the Rule, which request automatically stays the delisting of the Company's securities pending the issuance of the Panel's decision. The hearing is scheduled for April 26, 2012.

Under NASDAQ's Listing Rules, the Panel may, at its discretion, determine to continue the Company's listing pursuant to an exception to the Rule for a maximum of 180 calendar days from the date of the NASDAQ Staff's notification, or through September 10, 2012. However, there can be no assurances that the Panel will do so.

Notwithstanding the Company's request for a hearing before the Panel, if such appeal is unsuccessful, the Company may still transfer its listing to the NASDAQ Capital Market if it meets the initial listing criteria set forth in NASDAQ Marketplace Rule 5505, except for the bid price requirement. In that case, it may have an additional period of 180 calendar days in which to comply with the minimum bid price requirement. The Company currently meets these initial listing criteria, except for the bid price requirement.

Preferred Stock Dividend

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On January 6, 2012, the Company's Board of Directors decided not to declare a quarterly cash dividend on the Company's 6% Convertible Exchangeable Preferred Stock (Preferred Stock) with respect to the fourth quarter of 2011 that would have otherwise been payable on February 1, 2012.

The Board considered numerous factors in determining whether to declare the quarterly dividend, including the requisite financial analysis and determination of a surplus. While the Board will analyze the advisability of the declaration of dividends in future quarters, there is no assurance that future quarterly dividends will be declared.

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Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None

Item 9A. Controls and Procedures

(a) Disclosure Controls:

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. An evaluation was performed under the supervision and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer, on the effectiveness of the Company's disclosure controls and procedures as of December 31, 2011.

Pursuant to this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2011, the end of the period covered by this report, our disclosure controls and procedures were effective.

We have taken the actions described more fully below under "Remediation of Material Weakness in Internal Control Over Financial Reporting" to remediate the material weakness in our internal control over financial reporting disclosed in Amendment No. 1 to our Annual Report on Form 10-K/A for the year ended December 31, 2009, filed on May 17, 2010, and as further amended by Amendment No. 2 to our Annual Report on Form 10-K/A filed on May 19, 2010.

We have concluded that the consolidated financial statements in this Annual Report on Form 10-K fairly present, in all material respects, our financial position, results of operations and cash flows as of the dates, and for the periods, presented, in conformity with U.S. GAAP.

(b) Management's Annual Report on Internal Control Over Financial Reporting:

Internal control over financial reporting refers to the process designed by, or under the supervision of, our Chief Executive Officer and Chief Financial Officer, and effected by our Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, and includes those policies and procedures that:

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- (1) Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting also can be circumvented by collusion or improper override. Because of such limitations, there is a risk that material misstatements may

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not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process, and it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

As of December 31, 2011, the end of the period covered by this report, we conducted an evaluation, under the supervision and with the participation of our management, including the Chief Executive Officer and our Chief Financial Officer, of the effectiveness of our internal control over financial reporting, including the remediation of the material weakness disclosed in Amendment No. 1 to our Annual Report on Form 10-K/A for the year ended December 31, 2009, filed on May 17, 2010, and as further amended by Amendment No. 2 to our Annual Report on Form 10-K/A filed on May 19, 2010 describe in detail below under Remediation of Material Weakness in Internal Control Over Financial Reporting . Based on such evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2011, our internal control over financial reporting was effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

This annual report does not include an attestation report of the Company’s registered independent public accounting firm regarding internal control over financial reporting. Management’s report was not subject to attestation by the Company’s registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the Company to provide only management’s report in this annual report.

(c) Remediation of Material Weakness in Internal Control Over Financial Reporting

As disclosed in Amendment No. 1 to our Annual Report on Form 10-K/A for the year ended December 31, 2009, filed on May 17, 2010, and as further amended by Amendment No. 2 to our Annual Report on Form 10-K/A filed on May 19, 2010, our management identified a deficiency in respect of our internal control over financial reporting. Specifically, we did not have an effectively-designed control in operation over the accounting for, presentation of and disclosure of cumulative preferred stock dividends to prevent or detect on a timely basis material misstatements in the computation of net loss per share and the financial statement presentation of our preferred stock dividends in the statement of cash flows. This deficiency in the design of our controls constituted a material weakness as described in SEC’s guidance regarding Management’s Report on Internal Control Over Financial Reporting as of December 31, 2009. As a result of this deficiency, the financial statements included in our Form 10-K for the year ended December 31, 2009, filed on March 29, 2010, included errors related to the presentation and disclosure of our preferred stock dividends in the net loss per share disclosure and in the statement of cash flows. As a result of this material weakness, management concluded that we did not maintain effective internal control over financial reporting as of December 31, 2009, based on the criteria established in Internal Control – Integrated Framework , issued by the COSO.

In March 2011, our auditors identified a further error in respect of the accounting, presentation and disclosure of cumulative undeclared preferred stock dividends. Specifically, we erroneously included as a current liability its undeclared cumulative preferred stock dividends which resulted from the same material weakness as described above.

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As a result, Amendment No. 1 to our Annual Report on Form 10-K/A for the year ended December 31, 2009, filed on May 17, 2010 and as further amended by Amendment No. 2 to our Annual Report on Form 10-K/A filed on May 19, 2010, included errors in the consolidated balance sheet and in the statement of stockholders' equity. Unaudited consolidated balance sheets for each of the first three quarters in 2009 and 2010 also contained errors. As a result of this material weakness, management concluded that we did not maintain effective internal control over financial reporting as of December 31, 2010, based on the criteria established in *Internal Control - Integrated Framework*, issued by the COSO.

To remediate this material weakness in internal controls, management has strengthened the financial reporting function through the hiring of qualified and experienced US-based finance personnel and designing and placing into operation appropriate controls to prevent or detect on a timely basis any potential material misstatements in the accounting, presentation and disclosure of cumulative preferred dividends. The revised internal controls have been in place for the full year ended December 31, 2011 and were considered in management's review of the effectiveness of our internal control over financial reporting and deemed to be operating effectively as of December 31, 2011.

(d) Changes in Internal Control Over Financial Reporting

There were no changes in the Company's internal control over financial reporting, identified in connection with the evaluation of such internal control that occurred during the fourth fiscal quarter ended December 31, 2011 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B. Other information

Not applicable.

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PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by item 10 is incorporated herein by reference from the Company's Proxy Statement, which will be filed with the SEC within 120 days after the end of the Company's 2011 fiscal year pursuant to Regulation 14A for its 2012 Annual Meeting of Stockholders.

Item 11. Executive Compensation

The information required by item 11 is incorporated herein by reference from the Company's Proxy Statement, which will be filed with the SEC within 120 days after the end of the Company's 2011 fiscal year pursuant to Regulation 14A for its 2012 Annual Meeting of Stockholders.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by item 12 is incorporated herein by reference from the Company's Proxy Statement, which will be filed with the SEC within 120 days after the end of the Company's 2011 fiscal year pursuant to Regulation 14A for its 2012 Annual Meeting of Stockholders.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by item 13 is incorporated herein by reference from the Company's Proxy Statement, which will be filed with the SEC within 120 days after the end of the Company's 2011 fiscal year pursuant to Regulation 14A for its 2012 Annual Meeting of Stockholders.

Item 14. Principal Accountant Fees and Services

The information required by item 14 is incorporated herein by reference from the Company's Proxy Statement, which will be filed with the SEC within 120 days after the end of the Company's 2011 fiscal year pursuant to Regulation 14A for its 2012 Annual Meeting of Stockholders.

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PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) Documents filed as part of this report are as follows:

(1) See Index to Consolidated Financial Statements and Financial Statement Schedules at Item 8 of this Annual Report on Form 10-K.

(2) Other financial statement schedules have not been included because they are not applicable or the information is included in the financial statements or notes thereto.

(3) The following is a list of exhibits filed as part of this Annual Report on Form 10-K.

(b) Exhibits:

**EXHIBIT
NUMBER**

DESCRIPTION

- | | |
|-----|---|
| 1.1 | Placement Agent Agreement, dated July 23, 2009, by and between the Company and Lazard Capital Markets LLC (previously filed as Exhibit 1.1 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on July 24, 2009, and incorporated herein by reference). |
| 1.2 | Placement Agent Agreement, dated January 11, 2010, by and between the Company and ROTH Capital Partners, LLC (previously filed as Exhibit 1.1 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on January 11, 2010, and incorporated herein by reference). |
| 1.3 | Placement Agent Agreement, dated January 21, 2010, by and between the Company and ROTH Capital Partners, LLC (previously filed as Exhibit 1.1 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on January 21, 2010, and incorporated herein by reference). |
| 1.4 | Underwriting Agreement, dated as of June 30, 2011, by and among the Company, Leerink Swan LLC and Lazard Capital Markets LLC (previously filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on July 1, 2011, and incorporated herein by this reference). |
| 3.1 | Amended and Restated Certificate of Incorporation of Xcyte Therapies, Inc. (previously filed as Exhibit 3.1 to the Registrant's Registration Statement on Form S-1, File No. 333-109653, originally filed with the SEC on October 10, 2003, as subsequently amended, and incorporated herein by reference). |

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- 3.1.1 Certificate of Amendment of the Amended and Restated Certificate of Incorporation of Xcyte Therapies, Inc. (previously filed as Exhibit 3.3.1 to the Registrant's Quarterly Report on Form 10-Q, for the quarterly period ended March 31, 2006, originally filed with the SEC on May 16, 2006, and incorporated herein by reference).
- 3.2 Amended and Restated Bylaws of Cyclacel Pharmaceuticals, Inc. (Previously filed as Exhibit 3.2 to the Registrant's Annual Report on Form 10-K, File No. 000-50626, originally filed with the SEC on March 31, 2011 and incorporated herein by reference).
- 3.3 Preferred Stock Certificate of Designations (previously filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on November 5, 2004, and incorporated herein by reference).

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- 4.1 Specimen of Common Stock Certificate (previously filed as Exhibit 4.1 to Registrant's Registration Statement on Form S-1, File No. 333-109653, originally filed with the SEC on October 10, 2003, as subsequently amended, and incorporated herein by reference).
- 4.2 Specimen of Preferred Stock Certificate of Designation (previously filed as Exhibit 3.2 to Registrant's Registration Statement on Form S-1, File No. 333-119585, originally filed with the SEC on October 7, 2004, as subsequently amended, and incorporated herein by reference).
- 4.3 Form of Warrant to purchase shares of Cyclacel Pharmaceuticals, Inc. Common Stock (previously filed as Exhibit 99.3 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on April 28, 2006, and incorporated herein by reference).
- 4.4 Form of Warrant to purchase shares of Cyclacel Pharmaceuticals, Inc. Common Stock (previously filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on February 15, 2007, and incorporated herein by reference).
- 4.5 Form of Warrant to purchase shares of Cyclacel Pharmaceuticals, Inc. Common Stock, dated December 10, 2007, issued to Kingsbridge Capital Limited (previously filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on December 11, 2007, and incorporated herein by reference).
- 4.6 Form of Warrant to purchase shares of Cyclacel Pharmaceuticals, Inc. Common Stock (previously filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on October 4, 2010, and incorporated herein by reference).
- 4.7 Amended and Restated Warrant to purchase Common Stock, dated as of November 24, 2009, issued by the Company to Kingsbridge Capital Limited. (previously filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on November 25, 2009, and incorporated herein by reference).
- 4.8 Form of Series I Warrant to purchase shares of Cyclacel Pharmaceuticals, Inc. Common Stock (previously filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on July 24, 2009, and incorporated herein by reference).
- 4.9 Form of Series II Warrant to purchase shares of Cyclacel Pharmaceuticals, Inc. Common Stock (previously filed as Exhibit 4.2 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on July 24, 2009, and incorporated herein by reference).
- 4.10 Form of Warrant to purchase shares of Cyclacel Pharmaceuticals, Inc. Common Stock (previously filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on January 11, 2010, and incorporated herein by reference).
- 4.11 Form of Warrant to purchase shares of Cyclacel Pharmaceuticals, Inc. Common Stock (previously filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on January 21, 2010, and incorporated herein by reference).
- 4.12 Form of Warrant to purchase shares of Cyclacel Pharmaceuticals, Inc. Common Stock (previously filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on July 1, 2011, and incorporated herein by reference).
- 10.1 Stock Purchase Agreement, dated December 15, 2005, between Xcyte Therapies, Inc., and Cyclacel Group plc (previously filed as Exhibit 2.1 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on December 20, 2005, and incorporated herein by reference).
- 10.2 Amendment No. 1 to the Stock Purchase Agreement, dated January 13, 2006, between Xcyte Therapies

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- Inc., and Cyclacel Group plc (previously filed as exhibit 2.1 to the Registrant's current report on Form 8-K filed with the Commission on January 19, 2006, and incorporated herein by reference).
- 10.3 Form of Securities Purchase Agreement, dated April 26, 2006 (previously filed as Exhibit 99.2 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on April 28, 2006, and incorporated herein by reference).
- 10.4 Form of Subscription Agreement, dated February 13, 2007, by and between Cyclacel Pharmaceuticals, Inc. and certain purchasers (previously filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on February 15, 2007, and incorporated herein by reference).
- 10.5 Form of Placement Agent Agreement, dated February 13, 2007, by and among Cyclacel Pharmaceuticals, Inc., Lazard Capital Markets LLC, Needham & Company, LLC and ThinkEquity Partners LLC (previously filed as Exhibit 10.3 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on February 15, 2007, and incorporated herein by reference).
- 10.6 Asset Purchase Agreement by and among ALIGN Pharmaceuticals, LLC, ALIGN Holdings, LLC and Achilles Acquisition, LLC, dated October 5, 2007 (previously filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q, for the quarterly period ended September 30, 2007, originally filed with the SEC on November 7, 2007, and incorporated herein by reference).
- 10.7 Common Stock Purchase Agreement, dated December 10, 2007, by and between Cyclacel Pharmaceuticals, Inc. and Kingsbridge Capital Limited (previously filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on December 11, 2007, and incorporated herein by reference).
- 10.8 Registration Rights Agreement, dated December 10, 2007, by and between Cyclacel Pharmaceuticals, Inc. and Kingsbridge Capital Limited (previously filed as Exhibit 4.2 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on December 11, 2007, and incorporated herein by reference).
- 10.9 Amended and Restated Equity Incentive Plan (previously filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on June 19, 2007, and incorporated herein by reference).
- 10.10 Employment Agreement by and between Cyclacel Pharmaceuticals, Inc. and Spiro Rombotis, dated as of January 1, 2011 (previously filed as Exhibit 10.13 to the Registrant's Annual Report on Form 10-K, File No. 000-50626, originally filed with the SEC on March 31, 2011 and incorporated herein by reference).
- 10.11 Employment Agreement by and between Cyclacel Pharmaceuticals, Inc. and Paul McBarron, dated as of January 1, 2011 (previously filed as Exhibit 10.14 to the Registrant's Annual Report on Form 10-K, File No. 000-50626, originally filed with the SEC on March 31, 2011 and incorporated herein by reference).
- 10.12 Form of Change in Control Agreement by and between Cyclacel Pharmaceuticals, Inc. and Dr. Judy

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- Chiao, dated as of December 10, 2010 (previously filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on December 14, 2010, and incorporated herein by reference).
- 10.13 Amendment No. 1 to Common Stock Purchase Agreement, dated as of November 24, 2009, by and between the Company and Kingsbridge Capital Limited (previously filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on November 25, 2009, and incorporated herein by reference).
- 10.14 Form of Subscription Agreement between the Company and certain investors (previously filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on July 24, 2009, and incorporated herein by reference).
- 10.15 Form of Subscription Agreement between the Company and certain investors (previously filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on January 11, 2010, and incorporated herein by reference).
- 10.16 Form of Subscription Agreement between the Company and certain investors (previously filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on January 21, 2010, and incorporated herein by reference).
- 10.17 Purchase Agreement, dated as of October 4, 2010, by and between Cyclacel Pharmaceuticals, Inc. and each Investor named therein (previously filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on October 5, 2010, and incorporated herein by reference).
- 10.18 Form of Registration Rights Agreement by and among the Company and the Investors named therein (previously filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K, originally filed with the SEC on October 5, 2010, and incorporated herein by reference).
- 10.19 Agreement between the Company and Scottish Enterprise dated March 27, 2006 (previously filed as Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q, for the quarterly period ended June 30, 2009, originally filed with the SEC on August 13, 2009, and incorporated herein by reference).
- 10.20 Addendum to Agreement between the Company and Scottish Enterprise dated June 22, 2009 (previously filed as Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q, for the quarterly period ended June 30, 2009, originally filed with the SEC on August 13, 2009, and incorporated herein by reference).
- 10.21# License Agreement by and between Sankyo Co., Ltd. and Cyclacel Limited, dated September 10, 2003, and letter amendments dated April 1, 2004 and April 28, 2004 (previously filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q, File No. 000-50626, for the quarterly period ended June 30, 2011, originally filed with the SEC on August 12, 2011, and incorporated herein by reference).
- 10.22# Amendment No. 4 to License Agreement between Daiichi Sankyo Company, Limited and Cyclacel Limited, dated July 11, 2011 (previously filed as Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q, File No. 000-50626, for the quarterly period ended June 30, 2011, originally filed with the SEC on August 12, 2011, and incorporated herein by reference).
- 21* Subsidiaries of Cyclacel Pharmaceuticals, Inc.
- 23.1* Consent of Independent Registered Public Accounting Firm.
- 23.2* Consent of Independent Registered Public Accounting Firm.
- 31.1* Certificate of Spiro Rombotis, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

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- 31.2* Certification of Paul McBarron, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1** Certification of Spiro Rombotis, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code).
- 32.2** Certification of Paul McBarron, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code).
- 101*** The following materials from Cyclacel Pharmaceuticals, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2011, formatted in XBRL (Extensible Business Reporting Language): (i) the Condensed Consolidated Statements of Income, (ii) the Condensed Consolidated Balance Sheets, (iii) the Condensed Consolidated Statements of Cash Flows, and (iv) Notes to Condensed Consolidated Financial Statements.

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- # Indicates management compensatory plan, contract or arrangement.
Confidential treatment has been granted with respect to certain portions of this exhibit, which portions have been omitted and filed separately with the Securities and Exchange Commission as part of an application for confidential treatment pursuant to the Securities and Exchange Act of 1934, as amended.
- * Filed herewith.
- ** Furnished herewith.
- *** XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned.

CYCLACEL PHARMACEUTICALS, INC.

Date: March 30, 2012

By: /s/ Paul McBarron
Paul McBarron
Chief Operating Officer, Chief Financial Officer &
Executive Vice President, Finance

(Principal Financial and Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Spiro Rombotis Spiro Rombotis	President & Chief Executive Officer (Principal Executive Officer) and Director	March 30, 2012
/s/ Paul McBarron Paul McBarron	Chief Operating Officer, Chief Financial Officer & Executive Vice President, Finance (Principal Financial and Accounting Officer) and Director	March 30, 2012
/s/ Dr. David U Prichard Dr. David U Prichard	Chairman	March 30, 2012
/s/ Dr. Christopher Henney Dr. Christopher Henney	Vice Chairman	March 30, 2012
/s/ Dr. Nicholas Bacopoulos Dr. Nicholas Bacopoulos	Director	March 30, 2012
/s/ Sir John Banham Sir John Banham	Director	March 30, 2012
/s/ Gregory Hradsky Gregory Hradsky	Director	March 30, 2012
/s/ Lloys Sems Lloyd Sems	Director	March 30, 2012
/s/ Daniel Spiegelman Daniel Spiegelman	Director	March 30, 2012

