

Cyclacel Pharmaceuticals, Inc.  
Form 8-K  
August 28, 2009

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 24, 2009**

**CYCLACEL PHARMACEUTICALS, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**

(State or other Jurisdiction of  
Incorporation)

**0-50626**

(Commission File Number)

**91-1707622**

(IRS Employer Identification No.)

**200 Connell Drive, Suite 1500**

**Berkeley Heights, New Jersey**

(Address of Principal Executive Offices)

**07922**

(Zip Code)

Registrant's telephone number, including area code: **(908) 517-7330**

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer or Listing.**

On August 24, 2009, Cyclacel Pharmaceuticals, Inc. (the Company) received a letter from The Nasdaq Stock Market LLC (Nasdaq) notifying the Company that it does not comply with the \$10 million minimum stockholders' equity as required by the continued listing requirements of the Nasdaq Global Market (Listing Rules) set forth in Nasdaq Marketplace Rule 5450(b)(1)(A). Nasdaq's determination was based on a review of the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2009. At that time the Company's stockholders' equity was reported at approximately \$8.2 million.

Under the Listing Rules, the Company has the opportunity to submit to Nasdaq a specific plan to achieve compliance within 15 calendar days from the date the Company received the letter. The Company intends to submit in a timely manner to the Nasdaq Staff a plan to regain compliance and continue listing on The Nasdaq Global Market. There is no assurance that Nasdaq will accept the Company's plan to satisfy the stockholders' equity requirement.

If Nasdaq does not accept the plan, Nasdaq will provide written notice that the Company's securities will be subject to delisting from The Nasdaq Global Market. In that event, the Company may either apply for listing on The Nasdaq Capital Market, provided it meets the continued listing requirements of that market, or appeal the decision to a Nasdaq Listing Qualifications Panel. In the event of an appeal, the Company's securities would remain listed on The Nasdaq Global Market pending a decision by the Panel following the hearing.

On August 28, 2009, the Company issued a press release announcing its receipt of Nasdaq's letter. A copy of the press release is being furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

The following exhibit is furnished herewith:

99.1 Press release, dated August 28, 2009

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**CYCLACEL PHARMACEUTICALS, INC.**

By: /s/ Paul McBarron

Name: Paul McBarron

Title: Executive Vice President Finance,  
Chief Financial Officer and Chief  
Operating Officer

Date: August 28, 2009

**EXHIBIT INDEX**

Exhibit Number	Description
99.1	Press release, dated August 28, 2009

4

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**Joint Account:** Either party may sign, but the name of the party signing should conform exactly to the name shown in the registration on the proxy card.

3. **All Other Accounts:** The capacity of the individual signing the proxy card should be indicated unless it is reflected in the form of registration. For example:

**Registration**

**Valid Signature**

Corporate Account

(1) ABC Corp.	ABC Corp.
(2) ABC Corp.	John Doe, Treasurer
(3) ABC Corp. c/o John Doe, Treasurer	John Doe
(4) ABC Corp. Profit Sharing Plan	John Doe, Trustee

Trust Account

(1) ABC Trust	Jane B. Doe, Trustee
(2) Jane B. Doe, Trustee u/t/d 12/28/78	Jane B. Doe

Custodial or Estate Account

(1) John B. Smith, Cust. f/b/o John B. Smith, Jr. UGMA	John B. Smith
(2) Estate of John B. Smith	John B. Smith, Jr., Executor



**PRINCIPAL REAL ESTATE INCOME FUND**

**1290 Broadway, Suite 1100  
Denver, Colorado 80203**

**PROXY STATEMENT**

**FOR THE ANNUAL MEETING OF SHAREHOLDERS**

**to be held on May 11, 2018**

**(855) 838-9485**

This Proxy Statement is furnished in connection with the solicitation of proxies on behalf of the Board of Trustees (“Board of Trustees”) of Principal Real Estate Income Fund, a Delaware statutory trust (the “Fund”), to be used at the annual meeting of shareholders (the “Shareholders”) of the Fund to be held in the offices of ALPS Advisors, Inc. (“ALPS Advisors”), 1290 Broadway, Suite 1100, Denver, Colorado on May 11, 2018, at 9:00 a.m. (Mountain time) and at any adjournment(s), postponement(s) or delay(s) thereof (such meeting and any adjournment(s), postponement(s) or delay(s) being referred to as the “Meeting”).

The solicitation of proxies for use at the Meeting is being made primarily by the Fund by the mailing on or about April 11, 2018 of the Notice of Annual Meeting of Shareholders, this Proxy Statement and the accompanying proxy card(s). Supplementary solicitations may be made by mail, telephone or personal interview by officers and Trustees of the Fund and officers, employees and agents of the Fund’s investment adviser, ALPS Advisors, and/or its affiliates and by Broadridge Financial Solutions (“Broadridge”), the firm that has been engaged to assist in the solicitation of proxies. Authorization to execute proxies may be obtained from Shareholders through instructions transmitted by telephone, facsimile or other electronic means.

At the Meeting, Shareholders will be asked to vote on the following proposals:

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1. To approve a new investment advisory agreement between the Fund and ALPS Advisors.
  
2. To approve a new sub-advisory agreement between ALPS Advisors and Principal Real Estate Investors, LLC (the “Sub-Adviser”), the sub-adviser who currently manages the Fund’s assets.
  
3. To elect two (2) Trustees.

The Board of Trustees has set the close of business on March 26, 2018 as the record date (the “Record Date”) for the Meeting, and only Shareholders of record on the Record Date will be entitled to vote on these proposals at the Meeting. As of the close of business on the Record Date, there were 6,898,790 common shares of the Fund outstanding. Additional information regarding outstanding shares and voting your proxy is included at the end of this Proxy Statement in the sections titled “General Information” and “Voting Information.”

Copies of the Fund’s annual report have previously been mailed to Shareholders. This Proxy Statement should be read in conjunction with the annual report. To request a copy of the Proxy Statement or a report, please call 833-786-6485 (for proxy materials) or (855) 838-9485 (for reports), write to the Fund at 1290 Broadway, Suite 1100, Denver, Colorado 80203, or visit the Fund’s website at [www.principalcef.com](http://www.principalcef.com). You may also call (855) 838-9485 for information on how to obtain directions to be able to attend the Meeting in person.



**TABLE OF CONTENTS**

GENERAL OVERVIEW	1
The Transaction	1
About SS&C	1
Post-Transaction Structure and Operations	2
PROPOSAL 1: APPROVAL OF NEW ADVISORY AGREEMENT	3
Background	3
The Proposal	3
Board Approval and Recommendation	3
Description of the Existing Advisory Agreement and New Advisory Agreement	3
Interim Advisory Agreement	5
Affiliated Service Providers, Affiliated Brokerage and Other Fees	6
Information About ALPS Advisors and its Affiliates	7
Required Vote	7
PROPOSAL 2: APPROVAL OF NEW SUB-ADVISORY AGREEMENT	9
Background	9
The Proposal	9
Board Approval and Recommendation	9
Description of the Existing Sub-Advisory Agreement and New Sub-Advisory Agreement	9
Interim Sub-Advisory Agreement	11
Affiliated Service Providers, Affiliated Brokerage and Other Fees	12
Information About the Sub-Adviser	12
Required Vote	12
BOARD CONSIDERATIONS	14
Summary of Board Meetings and Considerations	14
Approval of New Advisory Agreement and New Sub-Advisory Agreement	14
Approval of Interim Advisory Agreement and Interim Sub-Advisory Agreement	18
PROPOSAL 3: ELECTION OF TWO TRUSTEES	19
Nominees for the Fund's Board of Trustees	19

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Information About Each Trustee’s Professional Experience and Qualifications	19
Additional Information About Each Trustee and the Fund’s Officers	20
Beneficial Ownership of Common Shares	25
Trustee Transactions with Fund Affiliates	25
Trustee Compensation	26
Leadership Structure of the Board of Trustees	26
Oversight of Risk Management	27
Audit Committee Report	28
Nominating and Corporate Governance Committee	30

Qualified Legal Compliance Committee	31
Compensation Committee	31
Other Board of Trustees Related Matters	31
Required Vote	31
GENERAL INFORMATION	32
Independent Registered Public Accounting Firm	32
Principal Accounting Fees and Services	32
Section 16(a) Beneficial Ownership Reporting Compliance	33
Ownership of Shares	33
Other Information	34
Payment of Solicitation Expenses	34
Delivery of Proxy Statement	35
Other Business	35
Shareholder Communications with the Board of Trustees	35
Submission of Certain Shareholder Proposals	35
Reports to Shareholders and Financial Statements	36
VOTING INFORMATION	37
Voting Rights	37
Attending the Meeting	38
Quorum; Adjournment	38
Required Vote	38
APPENDIX LIST	40
Appendix A – Form of New Advisory Agreement	A-1
Appendix B – Form of New Sub-Advisory Agreement	B-1