

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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): FEBRUARY 4, 2000

CYTOCLONAL PHARMACEUTICS INC.

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(Exact name of Registrant as Specified in Charter)

DELAWARE	0-26918	75-2402409
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(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)
9000 HARRY HINES BOULEVARD, SUITE 330, DALLAS, TEXAS		75235
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(Address of Principal Executive Offices)		(Zip Code)

Registrant's telephone number, including area code: (214) 353-2922

N/A

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

ITEM 5. OTHER EVENTS.

On February 4, 2000, the registrant issued the press release filed as Exhibit 99.1 hereto and incorporated herein by reference, announcing that it intended to call for redemption its outstanding Class C Warrants for cash at the redemption price of \$.05 per Class C Warrant. On February 7, 2000, the registrant distributed to the registered holders of its Class C Warrants the Notice of Redemption of Class C Warrants filed as Exhibit 99.2 hereto. Each Class C Warrant is exercisable at an aggregate exercise price of \$6.50 per Class C Warrant prior to 5:00 p.m. (Eastern Standard Time) on March 8, 2000. If a Class C Warrant is exercised, the holder will receive one share of common stock (NASDAQ:CYPH) and one Class D Warrant (NASDAQ:CYPHZ) of Cytoclonal Pharmaceuticals Inc. After 5:00 p.m. on March 8, 2000, the Class C Warrants will no longer be exercisable, and the holders will have only the right to receive the redemption price.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit Number	Description
99.1	Press release issued February 4, 2000.
99.2	Notice of Redemption of Class C Warrants distributed to the registered holders of Class C Warrants.

## 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 hereunto duly authorized.

CYTOCLONAL PHARMACEUTICS INC.

Date: February 9, 2000

By:/s/ DANIEL SHUSTERMAN

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Daniel Shusterman  
Vice President Operations  
Treasurer and Chief Financial Officer

## EXHIBIT INDEX

<TABLE>  
<CAPTION>

EXHIBIT NUMBER	DESCRIPTION
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<S>	<C>
99.1	Press Release issued February 4, 2000.
99.2	Notice of Redemption of Class C Warrants.

</TABLE>

EXHIBIT 99.1

FOR IMMEDIATE RELEASE

Contact: Daniel M. Shusterman  
Vice President Operations  
Chief Financial Officer  
Telephone: (214) 353-2922 extension 401

February 4, 2000

Dallas, Texas

CYTOCLONAL PHARMACEUTICS INC. ANNOUNCES  
CLASS C WARRANT REDEMPTION CALL

CYTOCLONAL PHARMACEUTICS INC. (NASDAQ:CYPHW), announced today that the company intends to call for redemption all of its outstanding Class C Warrants. The date of the Class C Warrant call will be February 7, 2000. Letters of instruction will be mailed to all holders of Class C Warrants on that day. Each Class C Warrant is exercisable at an aggregate exercise price of \$6.50 per warrant prior to 5:00 p.m. (Eastern Standard Time) on March 8, 2000. If a Class C Warrant is exercised, the holder will receive one share of common stock (NASDAQ:CYPH) and one Class D Warrant (NASDAQ:CYPHZ) of Cytoclonal Pharmaceuticals Inc. After 5:00 p.m. on March 8, 2000, the Class C warrants will no longer be exercisable, and the holders will have only the right to receive the redemption price of \$.05 per warrant.

Pursuant to the terms of the Warrant Agreement covering the Class C Warrants, the Company has agreed to pay Janssen-Meyers Associates L.P. ("Janssen-Meyers") 5% of the proceeds received upon exercise of any Class C Warrant solicited by Janssen-Meyers, as designated in writing on the applicable Warrant Certificate Subscription Form. Upon request, Janssen-Meyers will assist each registered holder of Class C Warrants in connection with the exercise thereof.

Questions and requests for assistance in connection with the warrant redemption should be directed to the Company at the address and telephone number set forth above.

Cytoclonal Pharmaceuticals Inc. is a biopharmaceutical company focusing on the development of therapeutic and diagnostic products for the treatment and prevention of cancer and infectious diseases. Based in Dallas, Texas, the Company's lead programs involve paclitaxel (active ingredient in Taxol (R)) production using fermentation and genetic engineering in agreements with Bristol-Myers Squibb, the treatment of Polycystic Kidney Disease using paclitaxel and Quantum Core Technology(TM), the company's proprietary rational drug design targeting the human genome including cancer. Other programs include the discovery of human genes through Retorselection(TM) with a focus on lung cancer, breast cancer treatment by peptide inhibition of estrogen receptors, antisense

therapeutics and the "immortality enzyme" telomerase. Additional information on Cytoclonal can be found on the company's website at [www.cytoclonal.com](http://www.cytoclonal.com).

THIS NEWS RELEASE INCLUDES STATEMENTS THAT MAY CONSTITUTE FORWARD-LOOKING STATEMENTS MADE PURSUANT TO THE SAFE HARBOR PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995. THIS INFORMATION MAY INVOLVE RISKS AND UNCERTAINTIES THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM SUCH FORWARD-LOOKING STATEMENTS. FACTORS THAT COULD CAUSE OR CONTRIBUTE TO SUCH DIFFERENCES INCLUDE, BUT ARE NOT LIMITED TO, FACTORS DETAILED BY CYTOCLONAL PHARMACEUTICS INC. IN ITS PUBLIC FILINGS WITH THE SECURITIES AND EXCHANGE COMMISSION.

EXHIBIT 99.2

NOTICE OF REDEMPTION

OF

CLASS C WARRANTS

February 7, 2000

To the Holders of Outstanding  
Class C Warrants of Cytoclonal Pharmaceuticals Inc.

We hereby give notice that we are redeeming our outstanding Class C Warrants on March 9, 2000. We are exercising this right pursuant to the terms of the Warrant Agreement dated November 2, 1995 governing the Class C Warrants.

Terms of Redemption; Cessation of Rights

Exercise Deadline: March 8, 2000 at 5:00 p.m. (New York time)

Redemption Date: March 9, 2000

Redemption Price: \$.05 per Class C Warrant

THE RIGHT OF OUR CLASS C WARRANT HOLDERS TO EXERCISE THEIR CLASS C WARRANTS TO PURCHASE SHARES OF COMMON STOCK AND CLASS D WARRANTS OF CYTOCLONAL PHARMACEUTICS INC. WILL TERMINATE AT 5:00 P.M. (NEW YORK TIME) ON THE DATE IMMEDIATELY PRECEDING THE REDEMPTION DATE. After such time, holders of Class C Warrants will have no rights except to receive, upon surrender of their Class C Warrants, the Redemption Price. The Redemption Price is substantially less than either (i) the market price of the shares of common stock and Class D Warrants of Cytoclonal Pharmaceuticals Inc. receivable upon exercise of the Class C Warrants or (ii) the price that could be obtained upon the sale of the Class C Warrants in the open market.

Redemption Procedure

Payment of the amount to be received on redemption will be made by us upon the presentation and surrender of the Class C Warrants for payment at any time on or after the Redemption Date. To surrender Class C Warrants for redemption, holders should deliver certificates representing their Class C Warrants to American Stock Transfer & Trust Company, our Warrant Agent, at the following address:

American Stock Transfer & Trust Company  
40 Wall Street, 46th Floor  
New York, New York 10005  
Telephone: (212) 936-5100

Exercise Procedure

In lieu of surrendering the Class C Warrants for redemption, Class C Warrant holders may, at their option, exercise their Class C Warrants to purchase our common stock and Class D Warrants.

Each Class C Warrant entitles the holder to purchase one share of common stock and one Class D Warrant of Cytoclonal Pharmaceuticals Inc. at an aggregate exercise price of \$6.50. As reported by Nasdaq on the SmallCap Market, the closing bid price of the common stock ranged from a high of \$14.75 to a low of \$6.594 and the closing bid price of the Class D Warrants ranged from a high of \$6.125 to a low of \$.781 during the period from December 22, 1999 through February 3, 2000.

The Class C Warrants may be exercised by delivery of the Class C Warrant certificates to American Stock Transfer & Trust Company, our Warrant Agent, at the address set forth above under "Redemption Procedure" accompanied

by a bank or certified check made payable to Cytoclonal Pharmaceuticals Inc. for the full amount of the Exercise Price (\$6.50 for each Class C Warrant exercised). The subscription form on the reverse side of each Class C Warrant must be completed in full and signed by the Class C Warrant holder and the signature guaranteed by an eligible institution. The method of delivery of the Class C Warrant certificates is at the option and risk of the holder, but if mail is used, registered mail properly insured is suggested.

The Class C Warrant certificate and the payment of the Exercise Price must be received by the Warrant Agent prior to 5:00 p.m. (New York time) on March 8, 2000. Class C Warrants which are received after such date will not be exercised, but will be redeemed. Provided that a notice of exercise and payment is received by the Warrant Agent prior to 5:00 p.m. (New York time) on March 8, 2000, broker-dealers shall have three business days to deliver Class C Warrant certificates to the Warrant Agent.

Any Class C Warrant received which is not accompanied by payment of the Exercise Price or which is received without the subscription form having been completed and signed will be deemed to have been delivered for redemption, and not for exercise.

#### Information

You may receive information regarding the exercise or redemption of the Class C Warrants by contacting us at:

Cytoclonal Pharmaceuticals Inc.  
9000 Harry Hines Boulevard, Suite 330  
Dallas, Texas 75235  
Telephone: (214) 353-2922  
Attention: Daniel Shusterman  
Vice President Operations

2

#### Payment of Fees

Pursuant to the terms of the Warrant Agreement covering the Class C Warrants, the Company has agreed to pay Janssen-Meyers Associates L.P. ("Janssen-Meyers") 5% of the proceeds received upon exercise of any Class C Warrant solicited by Janssen-Meyers, as designated in writing on the applicable Warrant Certificate Subscription Form. Upon request, Janssen-Meyers will assist each registered holder of Class C Warrants in connection with the exercise thereof.

#### Delivery of Prospectus

A prospectus will be delivered to holders of Class C Warrants which covers the shares of Common Stock and the Class D Warrants to be issued upon exercise of the Class C Warrants.

3

### IMPORTANT - IMMEDIATE ACTION REQUIRED

February 7, 2000

Dear Class C Warrant Holder:

Cytoclonal Pharmaceuticals Inc. has called for redemption of its outstanding Class C Warrants for cash at the redemption price of \$.05 per Class C Warrant on March 9, 2000. A copy of the Notice of Redemption and the Prospectus is enclosed.

We are entitled to redeem the Class C Warrants because we have satisfied the condition of redemption that the average closing bid price of our

common stock exceed \$9.10 for a period of 30 consecutive trading days ending within 15 days of the date of the Notice of Redemption. Each Class C Warrant is exercisable for one share of common stock and one Class D Warrant of Cytoclonal Pharmaceuticals Inc. at an aggregate exercise price of \$6.50. AFTER 5:00 P.M. NEW YORK TIME, ON MARCH 8, 2000, (THE BUSINESS DAY IMMEDIATELY PRECEDING THE REDEMPTION DATE) THE CLASS C WARRANTS WILL NO LONGER BE EXERCISABLE FOR SHARES OF COMMON STOCK AND YOU WILL ONLY HAVE THE RIGHT TO RECEIVE THE REDEMPTION PRICE.

We urge you to consider the following two alternatives to redemption which are available to you and which may be more beneficial to you than redemption:

1. Exercise of the Class C Warrants for shares of common stock and Class D Warrants.

Each Class C Warrant is exercisable for one share of common stock and one Class D Warrant of Cytoclonal Pharmaceuticals Inc. at an aggregate exercise price of \$6.50. As reported by Nasdaq on the SmallCap Market, the closing bid price of the common stock ranged from a high of \$14.75 to a low of \$6.594 and the closing bid price of the Class D Warrants ranged from a high of \$6.125 to a low of \$.781 during the period from December 22, 1999 through February 3, 2000. Current market quotations are available from Nasdaq or your broker.

2. Sale of the Class C Warrants in the open market.

The Class C Warrants may be sold in the open market. The closing bid price of the Class C Warrants as reported as reported by Nasdaq on the SmallCap Market ranged from a high of \$14.00 to a low of \$2.938 during the period from December 22, 1999 through February 3, 2000. You should consult your own broker as to the procedures for selling your Class C Warrants and for current market quotations.

The procedures for exercise and/or redemption of the Class C Warrant are set forth in the accompanying Notice of Redemption. Questions and requests for assistance should be directed to:

Cytoclonal Pharmaceuticals Inc., 9000 Harry Hines Boulevard, Suite 330, Dallas, Texas 75235, Telephone: (214) 353-2922, attention Daniel Shusterman, Vice President Operations.

We have previously filed a registration statement (SEC File No. 33-91802) including a prospectus with the Securities and Exchange Commission ("SEC") that covers the resale of the Class C Warrants, the Class D Warrants and our common stock. You should refer to the registration statement and the prospectus for additional information about us, the Class C Warrants, the Class D Warrants and our common stock. Statements that we made in the prospectus relating to any documents filed as an exhibit to the registration statement or any document incorporated by reference into the registration statement may not be complete and you should review the referenced document for a complete understanding of its terms.

You should also refer to the annual, quarterly and current reports and other information that we file with the SEC. You may read and copy any document that we have filed at the SEC's Public Reference Room at 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information about the operation of its public reference facilities. Our SEC filings are also available to you free of charge at the SEC's web site at <http://www.sec.gov>.

Copies of publicly-available documents that we have filed with the SEC can also be inspected and copied at the offices of the National Association of Securities Dealers, Inc, 1735 K Street, N.W., Washington, D.C. 20005, or you may also obtain copies of these documents by contacting us at:

Cytoclonal Pharmaceuticals Inc.  
9000 Harry Hines Boulevard, Suite 330

Dallas, Texas 75235  
Telephone: (214) 353-2922

Questions and requests for assistance regarding other matters should be directed to us at the address and number above.

Very truly yours,

CYTOCLONAL PHARMACEUTICS INC.