

CYTOKINETICS INC  
Form S-8  
August 07, 2013

As filed with the Securities and Exchange Commission on August 7, 2013

Registration No. 333-\_\_\_\_\_

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

**FORM S-8**  
**REGISTRATION STATEMENT**

*Under*  
*The Securities Act of 1933*

**CYTOKINETICS, INCORPORATED**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**94-3291317**  
(I.R.S. Employer  
Identification Number)

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280 East Grand Avenue

South San Francisco, CA 94080

(Address of principal executive offices)

2004 EQUITY INCENTIVE PLAN

2004 EMPLOYEE STOCK PURCHASE PLAN

(Full title of the plan)

Robert I. Blum

President and Chief Executive Officer

Cytokinetics, Incorporated

280 East Grand Avenue

South San Francisco, CA 94080

(650) 624-3000

(Name, address, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

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Title of	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
<b>Securities to be Registered</b>				
2004 Equity Incentive Plan, as amended, Common Stock \$0.001 par value	2,000,000 shares	\$11.16	\$22,320,000	\$3,044.45
2004 Employee Stock Purchase Plan, Common Stock \$0.001 par value	166,666 shares	\$11.16	\$1,859,993	\$253.71
<b>TOTAL:</b>	2,166,666 shares	\$11.16	\$24,179,993	\$3,298.16

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement shall cover any additional shares of common stock which become issuable under the plan covered hereby by reason of any stock split, stock dividend, recapitalization or any other similar transaction without receipt of consideration which results in an increase in the number of shares of the registrant's outstanding common stock.
- (2) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the total registration fee. No options have been granted with respect to such shares. The computation is based upon the average of the high and low prices of the Common Stock as reported on The NASDAQ Capital Market on August 2, 2013.

**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 2,000,000 shares of the registrant's Common Stock to be issued pursuant to the Company's 2004 Equity Incentive Plan, as amended, and 166,666 shares of Common Stock to be issued pursuant to the Company's 2004 Employee Stock Purchase Plan, as amended.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

The contents of the Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission on May 4, 2004 (File No. 333-115146), June 20, 2005 (File No. 333-125973), April 14, 2006 (File No. 333-133323), August 11, 2006 (File No. 333-136524), February 28, 2007 (File No. 333-140963), March 14, 2008 (File No. 333-149713), August 7, 2008 (File No. 333-152850), August 6, 2009 (File No. 333-161116), August 4, 2010 (File No. 333-168520), August 5, 2011 (File No. 333-176089) and August 6, 2012 (File No. 333-183091), are incorporated by reference herein.

**Item 8. Exhibits.**

Exhibit Number	Description
3.1 <sup>(1)</sup>	Amended and Restated Certificate of Incorporation.
3.2 <sup>(2)</sup>	Certificate of Amendment of Amended and Restated Certificate of Incorporation.
3.3 <sup>(3)</sup>	Amended and Restated Bylaws.
3.4 <sup>(4)</sup>	Certificate of Designation of Preferences, Rights and Limitations of Series A Convertible Preferred Stock.
3.5 <sup>(5)</sup>	Certificate of Designation of Preferences, Rights and Limitations of Series B Convertible Preferred Stock.
3.6 <sup>(6)</sup>	Certificate of Amendment of Amended and Restated Certificate of Incorporation.
4.1 <sup>(7)</sup>	Specimen Common Stock Certificate.
4.2 <sup>(8)</sup>	Registration Rights Agreement, dated as of December 29, 2006, by and between the Company and Amgen Inc.
4.4 <sup>(9)</sup>	Form of Common Stock Warrant Agreement.
4.5 <sup>(9)</sup>	Form of Preferred Stock Warrant Agreement.
4.6 <sup>(10)</sup>	Form of Warrant.
5.1	Opinion of Cooley LLP.
10.2 <sup>(11)</sup>	2004 Equity Incentive Plan, as amended.
10.3 <sup>(11)</sup>	2004 Employee Stock Purchase Plan, as amended.
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Cooley LLP (included in Exhibit 5.1).

- (1) Incorporated by reference from the Company's registration statement on Form S-3, registration number 333-174869, filed with the Securities and Exchange Commission on June 13, 2011.
- (2) Incorporated by reference from the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 4, 2011.
- (3) Incorporated by reference from the Company's registration statement on Form S-1, registration number 333-112621, declared effective by the Securities and Exchange Commission on April 29, 2004.
- (4) Incorporated by reference from the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on April 18, 2011.
- (5) Incorporated by reference from the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 20, 2012.
- (6) Incorporated by reference from the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 25, 2013.
- (7) Incorporated by reference from the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 9, 2007.
- (8) Incorporated by reference from the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on January 3, 2007.
- (9) Incorporated by reference from the Company's registration statement on Form S-3, registration number 333-178189, filed with the Securities and Exchange Commission on November 25, 2011.
- (10) Incorporated by reference from the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 6, 2012.
- (11) Incorporated by reference from the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 7, 2013.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant, Cytokinetics, Incorporated, a corporation organized and existing under the laws of the State of Delaware, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of South San Francisco, State of California, on this 7th day of August, 2013.

CYTOKINETICS, INCORPORATED

By: /s/ Robert I. Blum  
 Robert I. Blum  
 President and Chief Executive Officer  
 (Principal Executive Officer)

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert I. Blum and Sharon A. Barbari, jointly and severally, as his or her attorneys-in-fact, with full power of substitution in each, for him or her in any and all capacities to sign any amendments to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his or her substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Robert I. Blum	President, Chief Executive Officer and Director	August 7, 2013
Robert I. Blum	(Principal Executive Officer)	
/s/ Sharon A. Barbari	Executive Vice President, Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	August 7, 2013
Sharon A. Barbari		
/s/ L. Patrick Gage	Chairman of the Board of Directors	August 7, 2013
L. Patrick Gage, M.D., Ph.D.		
/s/ Santo J. Costa	Director	August 7, 2013
Santo J. Costa		
/s/ Denise M. Gilbert	Director	August 7, 2013
Denise M. Gilbert, Ph.D.		
/s/ John T. Henderson	Director	August 7, 2013
John T. Henderson, M.B., Ch. B.		
/s/ B. Lynne Parshall	Director	August 7, 2013

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B. Lynne Parshall

/s/ Sanford D. Smith

Director

August 7, 2013

Sanford D. Smith

/s/ Wendell Wierenga

Director

August 7, 2013

Wendell Wierenga, Ph.D.