

SCHMERTZLER MICHAEL
Form 4
May 22, 2009

FORM 4

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

OMB APPROVAL

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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 *
SCHMERTZLER MICHAEL

(Last) (First) (Middle)

C/O CREDIT SUISSE, 11
MADISON AVENUE

(Street)

NEW YORK, NY 10010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CYTOKINETICS INC [CYTK]

3. Date of Earliest Transaction
(Month/Day/Year)
05/21/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 05/21/2009 | | P | (A) 1,522,840 (1) A | \$ 1.97 5,389,208 (2) | I | Indirect (1) (2) |

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

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

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| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Warrants | \$ 2.75 | 05/21/2009 | | P | 761,420 (3) | 05/21/2009 11/21/2011 | Common Stock 761,420 (3) |
| Stock Option (right to buy) | \$ 1.85 | 05/21/2009 | | A | 15,000 (4) | 05/21/2009 05/21/2019 | Common Stock 15,000 (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHMERTZLER MICHAEL C/O CREDIT SUISSE 11 MADISON AVENUE NEW YORK, NY 10010 | | X | | |

Signatures

/s/Michael
Schmertzler
05/22/2009
Date

**Signature of
Reporting Person

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).

Represents: (a) 1, 189, 333 shares of Common Stock held by Credit Suisse First Boston Equity Partners, L.P.; (b) 332,449 shares of Common Stock held by Credit Suisse First Boston Equity Partners (Bermuda), L.P.; and (c) 1,058 shares of Common Stock held by (1) Credit Suisse First Boston U.S. Executive Advisors, L.P. Mr. Schmertzler is a Managing Director of Aries Advisors, LLC, the sub-advisor to Credit Suisse First Boston Equity Partners, L.P. Mr. Schmertzler disclaims beneficial ownership of the shares held by entities affiliated with Credit Suisse except to the extent of his proportionate partnership or membership interest, if any, therein.

The post transaction share total of 5,389,208 is represented by the following: (a) 4,011,649 shares of Common Stock held by Credit Suisse First Boston Equity Partners, L.P.; (b) 1,121,358 shares of Common Stock held by Credit Suisse First Boston Equity Partners (Bermuda), L.P.; (c) 3,569 shares of Common Stock held by Credit Suisse First Boston U.S. Executive Advisors, L.P.; (d) 108,632 shares of Common Stock held by EMA Partners Fund 2000, L.P.; and (e) 144,000 shares of Common Stock held by EMA Private Equity Fund 2000, L.P. Such amounts include shares of Common Stock issuable upon exercise of warrants described in Table II. Mr. Schmertzler is a Managing Director of Aries Advisors, LLC, the sub-advisor to Credit Suisse First Boston Equity Partners, L.P. Mr. Schmertzler disclaims beneficial ownership of the shares held by entities affiliated with Credit Suisse except to the extent of his proportionate partnership or membership interest, if any, therein.

(3) Represents: (a) 594,667 shares of Common Stock underlying warrants issued to Credit Suisse First Boston Equity Partners, L.P. that are exercisable within 60 days; (b) 166,224 shares of Common Stock underlying warrants issued to Credit Suisse First Boston Equity

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Partners (Bermuda), L.P. that are exercisable within 60 days; and (c) 529 shares of Common Stock underlying warrants issued to Credit Suisse First Boston U.S. Executive Advisors, L.P. that are exercisable within 60 days. Mr. Schmertzler is a Managing Director of Aries Advisors, LLC, the sub-advisor to Credit Suisse First Boston Equity Partners, L.P. Mr. Schmertzler disclaims beneficial ownership of the shares held by entities affiliated with Credit Suisse except to the extent of his proportionate partnership or membership interest, if any, therein.

- (4) The options vest in twelve equal monthly installments and shall be 100% vested on May 21, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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