

CYTOKINETICS INC  
Form S-8  
August 06, 2009

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**As filed with the Securities and Exchange Commission on August 6, 2009  
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)**

**280 East Grand Avenue  
South San Francisco, CA 94080  
(Address of principal executive  
offices)**

**2004 EQUITY INCENTIVE PLAN, AS AMENDED  
(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. (Check one):

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

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be</b>	<b>Maximum Amount to be</b>	<b>Proposed Maximum Offering Price Per</b>	<b>Proposed Maximum Aggregate Offering</b>	<b>Amount of Registration</b>
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	<b>Registered</b>	<b>Registered (1)</b>	<b>Share (2)</b>	<b>Price</b>	<b>Fee</b>
2004 Equity Incentive Plan, as amended, Common Stock \$0.001 par value		2,000,000 shares	\$3.06	\$6,120,000	\$341.50

(1) Represents an additional 2,000,000 shares of Common Stock available for issuance under the Company's 2004 Equity Incentive Plan, as amended, as approved by the Company's board of directors on February 5, 2009 and by the Company's stockholders at the Annual Meeting of Stockholders held on May 21, 2009 in South San Francisco, California.

(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  
Global Market  
on August 4,  
2009.

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**Statement Under General Instruction E  
Registration of Additional Securities**

Unless as noted herein, the contents of Cytokinetics, Incorporated s (the Company or the Registrant ) Form S-8 Registration Statement (File No. 333-115146) are incorporated by reference into this Registration Statement.

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**PART II**  
**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents and information filed by the Company with the Securities and Exchange Commission are hereby incorporated by reference in this Registration Statement:

- (1) The Company's Annual Report filed on Form 10-K for the fiscal year ended December 31, 2008, filed on March 12, 2009.
- (2) The Company's Definitive Proxy Statement on Schedule 14A, filed on April 1, 2009.
- (3) The Company's Quarterly Report filed on Form 10-Q for the fiscal quarter ended March 31, 2009, filed on May 7, 2009.
- (4) The Company's Quarterly Report filed on Form 10-Q for the fiscal quarter ended June 30, 2009, filed on August 6, 2009.
- (5) The Company's Current Reports on Form 8-K dated January 7, 2009; January 12, 2009; February 10, 2009; February 19, 2009 (as amended by the Form 8-K/A filed on February 19, 2009); February 25, 2009; March 2, 2009; March 4, 2009; March 30, 2009; April 20, 2009; April 22, 2009; April 30, 2009; May 7, 2009; May 19, 2009; May 26, 2009; June 1, 2009 (three 8-K filings); June 2, 2009; June 18, 2009; July 7, 2009; and July 29, 2009.
- (6) The description of the Company's Common Stock contained in the Company's Registration Statement on Form 8-A filed pursuant to the Exchange Act, as amended, and as declared effective on April 29, 2004.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 on or after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents.

**Item 5. Interests of Named Experts and Counsel.**

Certain members of Wilson Sonsini Goodrich & Rosati, Professional Corporation, and investment partnerships of which such persons are partners, beneficially own 431 shares of the Company's Common Stock.

**Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
4.1 <sup>(1)</sup>	Specimen Common Stock Certificate.
4.2 <sup>(2)</sup>	Fourth Amended and Restated Investors Rights Agreement, dated March 21, 2003, by and among the Company and certain stockholders of the Company.
4.3 <sup>(3)</sup>	Warrant for the purchase of shares of common stock, dated October 28, 2005, issued by the Company to Kingsbridge Capital Limited.
4.4 <sup>(3)</sup>	Registration Rights Agreement, dated October 28, 2005, by and between the Company and Kingsbridge Capital Limited.
4.5 <sup>(4)</sup>	Registration Rights Agreement, dated as of December 29, 2006, by and between the Company and Amgen Inc.
4.6 <sup>(5)</sup>	Warrant for the purchase of shares of common stock, dated October 15, 2007, issued by the Company to Kingsbridge Capital Limited.
4.7 <sup>(5)</sup>	Registration Rights Agreement, dated October 15, 2007, by and between the Company and Kingsbridge Capital Limited.

- 5.1 Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.
  - 10.2 <sup>(6)</sup> 2004 Equity Incentive Plan, as amended.
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<b>Exhibit Number</b>	<b>Description</b>
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (see Exhibit 5.1).
24.1	Power of Attorney (see signature page).

(1) Incorporated by reference from the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 9, 2007.

(2) Incorporated by reference from the Company's registration statement on Form S-1, registration number 333-112261, declared effective by the Securities and Exchange Commission on April 29, 2004.

(3) Incorporated by reference from the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on January 20, 2006.

(4)

Incorporated by reference from the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on January 3, 2007.

(5) Incorporated by reference from the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on October 15, 2007.

(6) Incorporated by reference from the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 6, 2009.

**Item 9. Undertakings.**

A. The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of the securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of a prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective Registration Statement;
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*Provided, however,* that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

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- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
  - B. The undersigned Registrant hereby undertakes, that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  - C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.
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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 6th day of August 2009.

**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 Robert I. Blum	President, Chief Executive Officer and Director (Principal Executive Officer)	August 6, 2009
/s/ Sharon A. Barbari Sharon A. Barbari	Executive Vice President, Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	August 6, 2009
/s/ James H. Sabry James H. Sabry, M.D., Ph.D.	Chairman of the Board of Directors	August 6, 2009
/s/ Stephen Dow Stephen Dow	Director	August 6, 2009
Denise M. Gilbert, Ph.D.	Director	August 6, 2009
/s/ A. Grant Heidrich, III A. Grant Heidrich, III	Director	August 6, 2009

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/s/ John T. Henderson                      Director                                      August 6, 2009

John T. Henderson, M.R.C.P.

/s/ Michael Schmertzler                      Director                                      August 6, 2009

Michael Schmertzler

Director                                      August 6, 2009

James A. Spudich, Ph.D.

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24.1	Power of Attorney (see signature page).

(1) Incorporated by reference from the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 9, 2007.

(2) Incorporated by reference from the Company's registration

statement on  
Form S-1,  
registration  
number  
333-112261,  
declared  
effective by the  
Securities and  
Exchange  
Commission on  
April 29, 2004.

- (3) Incorporated by  
reference from  
the Company's  
Current Report  
on Form 8-K,  
filed with the  
Securities and  
Exchange  
Commission on  
January 20,  
2006.
- (4) Incorporated by  
reference from  
the Company's  
Current Report  
on Form 8-K,  
filed with the  
Securities and  
Exchange  
Commission on  
January 3, 2007.
- (5) Incorporated by  
reference from  
the Company's  
Current Report  
on Form 8-K,  
filed with the  
Securities and  
Exchange  
Commission on  
October 15,  
2007.
- (6) Incorporated by  
reference from  
the Company's  
Quarterly



Report on Form  
10-Q, filed with  
the Securities  
and Exchange  
Commission on  
August 6, 2009.