

CYTOKINETICS INC  
Form 8-K  
January 18, 2006

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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)  
January 18, 2006 (January 17, 2006)**

**CYTOKINETICS, INCORPORATED**  
(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction of  
incorporation)

**000-50633**  
(Commission File Number)

**94-3291317**  
(IRS Employer  
Identification No.)

**280 East Grand Avenue**  
**South San Francisco, California 94080**  
(Address of principal executive offices, including zip code)

**650-624-3000**  
(Registrant's telephone number, including area code)  
(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 (see General Instruction A.2. below):

- 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))
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**ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

On January 18, 2006, we entered into a Stock Purchase Agreement with certain institutional investors relating to the offering and sale of up to 5,000,000 shares of our common stock at a price of \$6.60 per share. The offering is expected to close on or about January 23, 2006, with gross offering proceeds to us of \$33,000,000 and net offering proceeds of approximately \$31,900,000. The offering is made pursuant to our shelf registration statement on Form S-3 (File No. 333-125786). Pursuant to Rule 424(b) under the Securities Act of 1933, we will file a prospectus and prospectus supplement related to this offering with the Securities and Exchange Commission.

On January 17, 2006, we entered into a letter agreement with Pacific Growth Equities LLC, or Pacific Growth, a registered broker-dealer. Pursuant to this letter agreement, we have agreed to pay Pacific Growth an advisory fee of \$1,000,000 from the gross offering proceeds received by us in relation to the Stock Purchase Agreement.

On January 18, 2006, we issued a press release announcing the offering. A copy of this press release is attached hereto as Exhibit 99.1.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

**(c) Exhibits.**

The following Exhibits are filed as part of this Current Report on Form 8-K:

<b>Exhibit No.</b>	<b>Description</b>
10.59	Stock Purchase Agreement dated January 18, 2006
10.60	Letter Agreement dated January 17, 2006
99.1	Stock Purchase Agreement Press Release, dated January 18, 2006

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**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.

**CYTOKINETICS,  
INCORPORATED**

By: /s/ James H. Sabry

James H. Sabry  
*President and Chief Executive  
Officer*

Date: January 18, 2006

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<b>Exhibit No.</b>	<b>Description</b>
10.59	Stock Purchase Agreement dated January 18, 2006
10.60	Letter Agreement dated January 17, 2006
99.1	Press release dated January 18, 2006, announcing Stock Purchase Agreement.