

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): June 05, 2024

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.)

350 Oyster Point Boulevard
South San Francisco, California
(Address of Principal Executive Offices)

94080
(Zip Code)

Registrant's Telephone Number, Including Area Code: (650) 624-3000

N/A

(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value	CYTK	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

Cytokinetics, Incorporated (the "Company") is furnishing with this Current Report on Form 8-K as Exhibit 99.1 hereto a copy of statements made by our President & CEO, Robert I. Blum, on July 5, 2024 at the Jefferies Global Healthcare Conference concerning market speculations and rumors regarding the Company's strategic plans and decision-making process. The information in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed "filed" for purposes of the Securities Exchange Act of 1934, as amended, nor shall it be incorporated by reference in any filing under the Securities Exchange Act, as amended, or the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 99.1 [Statements Made at Jefferies Global Healthcare Conference.](#)
 - 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)
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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

Date: June 5, 2024

By: /s/ John O. Faurescu
John O. Faurescu, Esq.
Associate General Counsel & Secretary

As we had previously stated, throughout 2023, Cytokinetics engaged in Business Development discussions with potential strategic partners with respect to *aficamten*. Leading up to and after our late December 2023 disclosure of top-line results from SEQUOIA-HCM, the Phase 3 clinical trial of *aficamten*, Cytokinetics was approached by one of the third parties with whom we had previously engaged regarding its interest in an acquisition for all of our company.

Cytokinetics and that third party engaged in good faith negotiations. The Board was supportive of moving forward on a potential acquisition on substantially the terms the counterparty communicated to us and on terms that we believed were going to be mutually acceptable. However, the third party did not move forward with an acquisition of our company at that time.

There are a few additional points I'd like to make by way of background:

1. Cytokinetics' Board is sophisticated, highly engaged, and takes its fiduciary duties to shareholders very seriously.
2. The Board is well advised and our longtime financial advisors, Centerview and JP Morgan, as well as outside legal counsel at Sullivan & Cromwell and Cooley, have been advising the Board on potential value creation opportunities since long before recent rumors started and including through the discussions referenced above.
3. If there had been an actionable proposal in the best interests of shareholders, it would have received support of our Board and would have been executed with support of Management.
4. To be clear, Management and the Board are committed to driving shareholder value in whatever manner can best deliver for shareholders and would never stand in the way of a value-maximizing transaction.

While it is unfortunate that private confidential discussions leaked, we feel it to be in the best interests of our shareholders to give as full a picture as possible. Having made these comments, however, these will be our final statements on this matter, and we won't comment any further.

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