
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):

October 26, 2010

Cytokinetics, Incorporated

(Exact name of registrant as specified in its charter)

Delaware

000-50633

94-3291317

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

280 East Grand Avenue, South San Francisco,
California

94080

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(650) 624 - 3000

Not Applicable

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))
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Item 1.01 Entry into a Material Definitive Agreement.

On October 25, 2010, our October 2007 committed equity financing facility with Kingsbridge Capital Limited ("Kingsbridge") ("2007 CEFF") was amended to extend the expiration date of the agreement to the first to occur of March 31, 2011, or the purchase by Kingsbridge of the maximum number of shares available for sale under the 2007 CEFF. All other terms of the 2007 CEFF remain unchanged.

Subject to certain conditions and limitations, which include a minimum volume-weighted average price of \$2.00 for our common stock, from time to time under the 2007 CEFF, at our election, Kingsbridge is committed to purchase newly-issued shares of our common stock at a price between 90% and 94% of the volume-weighted average price on each trading day during an eight-day, forward-looking pricing period. The maximum number of shares we may issue in any pricing period is the lesser of 2.5% of our market capitalization immediately prior to the commencement of the pricing period or \$15.0 million. Further information regarding the 2007 CEFF may be found in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 11, 2010 and Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 4, 2010.

Item 9.01 Financial Statements and Exhibits.

Exhibit No. Description

10.77 Amendment No. 1 to Common Stock Purchase Agreement, dated October 15, 2007, by and between the Company and Kingsbridge Capital Limited.

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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.

October 26, 2010

Cytokinetics, Incorporated

By: *Sharon Barbari*

Name: Sharon Barbari
Title: Executive Vice President, Finance and Chief Financial Officer

Exhibit Index

Exhibit No.	Description
10.77	Amendment No. 1 to Common Stock Purchase Agreement, dated October 15, 2007, by and between the Company and Kingsbridge Capital Limited.

**AMENDMENT NO. 1 TO
COMMON STOCK PURCHASE AGREEMENT**

This Amendment No. 1 to the Common Stock Purchase Agreement, dated as of October 15, 2010 (this "**Amendment**"), to the Common Stock Purchase Agreement dated as of October 15, 2007 (the "**Purchase Agreement**") is entered into by and between Cytokinetics, Incorporated, a corporation organized and existing under the laws of the State of Delaware (the "**Company**"), and Kingsbridge Capital Limited, an entity organized and existing under the laws of the British Virgin Islands (the "**Investor**").

1. Reference to the Purchase Agreement; Definitions. Reference is made to the Purchase Agreement and, specifically, to Section 10.6 thereof entitled, "Amendment; No Waiver." Terms defined in the Amendment and not otherwise defined herein are used herein with the meanings defined in the Purchase Agreement.

2. Amendment to the Purchase Agreement. The Purchase Agreement is hereby amended by replacing the definition of "Commitment Period," as set forth in Article I thereof, is hereby replaced in its entirety with the following definition: "Commitment Period" means the period commencing on the Effective Date and expiring on the earliest to occur of (i) the date on which the Investor shall have purchased Shares pursuant to this Agreement for an aggregate purchase price equal to the Maximum Commitment Amount, (ii) the date this Agreement is terminated pursuant to Article VIII hereof, and (iii) March 31, 2011.

3. Miscellaneous. Except as otherwise set forth herein, the Purchase Agreement shall remain in full force and effect without change or modification. This Amendment shall be construed under the internal laws of the State of New York. This Amendment may be executed in any number of counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument. This Amendment shall bind and inure to the benefit of the parties and their respective successors and assigns.

(Remainder of page intentionally left blank. Signature page to follow.) IN WITNESS WHEREOF, the parties hereto have caused this Amendment No. 1 to the Common Stock Purchase Agreement to be signed and delivered by their respective duly authorized representative as of the date first written above.

KINGSBRIDGE CAPITAL LIMITED

By: A.R. Gardner-Hillman
Antony Gardner-Hillman
Director

CYTOKINETICS, INCORPORATED

By: Sharon A. Barbari
Sharon Barbari
EVP, Finance and Chief Financial Officer