

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): November 13, 2020

Cytokinetics, Incorporated

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

000-50633
(Commission File Number)

94-3291317
(I.R.S. Employer Identification Number)

280 East Grand Avenue, South San Francisco, California 94080
(Address of Principal Executive Offices) (Zip Code)

(650) 624-3000
(Registrant's telephone number, including area code)

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))

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, par value \$0.001	CYTK	The Nasdaq Stock Market LLC

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 2.01. Completion of Acquisition or Disposition of Assets.

On November 13, 2020, Cytokinetics, Incorporated (“Cytokinetics”) and RTW Royalty Holdings Designated Activity Company (f/k/a Dolya Holdco 19 Designated Activity Company) (“RTW Royalty Holdings”) closed the previously announced sale of all of Cytokinetics’ rights to receive certain payments on the net sales of products containing the compound mavacamten under that certain Research Collaboration Agreement, dated August 24, 2012, by and between Cytokinetics and MyoKardia, Inc. pursuant to that certain Royalty Purchase Agreement, dated July 14, 2020, by and between Cytokinetics and RTW Royalty Holdings (the “Royalty Purchase Agreement”). At the closing, Cytokinetics received a one-time payment of \$85 million.

The foregoing description of the Royalty Purchase Agreement is not complete and is qualified in its entirety by reference to the full text of the Royalty Purchase Agreement, a copy of which is filed as Exhibit 10.3 to Cytokinetics’ Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 6, 2020 and is incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CYTOKINETICS, INCORPORATED

Date: November 16, 2020

By: /s/ Ching Jaw

Ching Jaw

Senior Vice President, Chief Financial Officer