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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): February 19, 2014**

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**Cytokinetics, Incorporated**

(Exact name of registrant as specified in its charter)

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

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

**94-3291317**  
(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

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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 8.01. Other Events**

This Current Report on Form 8-K is being filed to reflect a certain retrospective revision that has been made to the financial statements of Cytokinetics, Incorporated (the "Company") that were previously contained in its Annual Report on Form 10-K for the year ended December 31, 2012 (the "2012 Form 10-K") to reflect a reverse stock split.

As reported in the Company's Report on Form 8-K filed June 25, 2013, on June 24, 2013, the Company effected a one-for-six reverse stock split of its common stock. All references to shares of common stock and per share data for all periods presented herein as Exhibit 99.1 have been adjusted to reflect the reverse stock split on a retroactive basis.

The Company has updated and revised the following item that was contained in the 2012 Form 10-K to reflect the retrospective revisions discussed above:

- Item 6: Selected Financial Data

Revisions to the 2012 Form 10-K included in this Current Report on Form 8-K as noted above supersede the corresponding portion of the 2012 Form 10-K. This Current Report does not modify or update the disclosures therein in any way, nor does it reflect any subsequent information or events, other than as required to reflect the changes described above. This Current Report on Form 8-K, including the exhibit, should be read in conjunction with the 2012 Form 10-K filed on March 15, 2013 and the Company's subsequent SEC filings.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits.**

The following exhibits are filed as part of this current report:

- 99.1 Updates to the Company's Annual Report on Form 10-K as of December 31, 2012  
Item 6. Selected Financial Data

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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.

February 19, 2014

**Cytokinetics, Incorporated**

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

**Item 6. Selected Financial Data**

On June 24, 2013, the Company effected a one-for-six reverse stock split of its common stock through an amendment to its amended and restated certificate of incorporation (the "COI Amendment"). As of the effective time of the reverse stock split, every six shares of the Company's issued and outstanding common stock were converted into one issued and outstanding share of common stock, without any change in par value per share. The reverse stock split affected all shares of the Company's common stock outstanding immediately prior to the effective time of the reverse stock split, as well as the number of shares of common stock available for issuance under the Company's equity incentive plans. In addition, the reverse stock split effected a reduction in the number of shares of common stock issuable upon the conversion of shares of preferred stock or upon the exercise of stock options or warrants outstanding immediately prior to the effectiveness of the reverse stock split. No fractional shares were issued as a result of the reverse stock split. Stockholders who would otherwise have been entitled to receive a fractional share received cash payments in lieu thereof. In addition, the COI Amendment reduced the number of authorized shares of common stock to 81.5 million.

All references to shares of common stock and per share data for all periods presented in the accompanying selected financial data have been adjusted to reflect the reverse stock split on a retroactive basis.

	Year Ended December 31,				
	2012	2011	2010	2009	2008
	(In thousands, except per share amounts)				
<b>Statement of Operations Data:</b>					
Revenues:					
Research and development revenues from related parties(1)	\$ 4,177	\$ 2,054	\$ 1,487	\$ 7,171	\$ 186
Research and development, grant and other revenues	3,382	1,946	1,090	—	—
License revenues from related parties(1)	—	—	—	74,367	12,234
Total revenues	<u>7,559</u>	<u>4,000</u>	<u>2,577</u>	<u>81,538</u>	<u>12,420</u>
Operating expenses:					
Research and development	35,643	37,182	38,013	39,840	53,950
General and administrative	12,429	13,590	14,199	15,626	15,076
Restructuring charges (reversals)	(56)	1,192	—	(23)	2,473
Total operating expenses	<u>48,016</u>	<u>51,964</u>	<u>52,212</u>	<u>55,443</u>	<u>71,499</u>
Operating income (loss)	(40,457)	(47,964)	(49,635)	26,095	(59,079)
Interest and other, net(2)	87	104	172	(1,401)	2,705
Income (loss) before income taxes	(40,370)	(47,860)	(49,463)	24,694	(56,374)
Income tax provision (benefit)	—	—	(176)	150	—
Net income (loss)	(40,370)	(47,860)	(49,287)	24,544	(56,374)
Deemed dividend related to beneficial conversion feature of convertible preferred stock	(1,307)	(2,857)	—	—	—
Net income (loss) allocable to common stockholders:	<u>\$(41,677)</u>	<u>\$(50,717)</u>	<u>\$(49,287)</u>	<u>\$24,544</u>	<u>\$(56,374)</u>
Net income (loss) per share allocable to common stockholders:					
Basic	<u>\$ (2.30)</u>	<u>\$ (4.30)</u>	<u>\$ (4.61)</u>	<u>\$ 2.57</u>	<u>\$ (6.85)</u>
Diluted	<u>\$ (2.30)</u>	<u>\$ (4.30)</u>	<u>\$ (4.61)</u>	<u>\$ 2.54</u>	<u>\$ (6.85)</u>
Weighted average shares used in computing net income (loss) per share allocable to common stockholders:(3)					
Basic	<u>18,107</u>	<u>11,800</u>	<u>10,694</u>	<u>9,565</u>	<u>8,232</u>
Diluted	<u>18,107</u>	<u>11,800</u>	<u>10,694</u>	<u>9,660</u>	<u>8,232</u>

As of December 31,				
2012	2011	2010	2009	2008
(In thousands)				

**Balance Sheet Data:**

Cash and cash equivalents, investments, auction rate securities (“ARS”) and investment put option related to ARS	\$ 74,000	\$ 49,023	\$ 72,845	\$ 114,727	\$ 76,892
Restricted cash	—	196	788	1,674	2,750
Working capital	69,322	46,548	66,174	96,735	36,033
Total assets	77,551	52,773	77,992	122,599	87,454
Long-term portion of equipment financing lines	—	—	152	985	2,615
Deficit accumulated during the development stage	(448,880)	(408,510)	(360,650)	(311,363)	(335,907)
Total stockholders’ equity(3)	70,085	48,178	70,516	101,428	49,766

- (1) Revenues from related parties consisted of revenues recognized under our research and development arrangements with related parties, including Amgen.
- (2) Interest and Other, net consisted of interest income/expense and other income/expense. For the years ended December 31, 2010, and 2009, it also included unrealized gains (losses) on ARS and investment put option related to the Series C-2 ARS Rights issued to us by UBS AG. For the year ended December 31, 2009, it also included warrant expense.
- (3) In 2009, we sold 599,455 shares of common stock to Kingsbridge Capital Limited (“Kingsbridge”) pursuant to the 2007 committed equity financing facility for net proceeds of \$6.9 million. In May 2009, we sold 1,184,433 shares of common stock in a registered direct offering for net proceeds of approximately \$12.9 million. In 2010, we sold 889,970 shares of common stock to Kingsbridge pursuant to the 2007 committed equity financing facility for net proceeds of \$14.0 million. In April 2011, we sold 883,333 shares of common stock, 8,070 shares of Series A convertible preferred stock and warrants to purchase 1,114,167 shares of common stock to Deerfield Private Design Fund II, L.P., Deerfield Private Design International II, L.P., Deerfield Special Situations Fund, L.P., and Deerfield Special Situations Fund International Limited for net proceeds of approximately \$19.9 million. In the fourth quarter of 2011, we sold 429,868 shares of common stock through McNicoll, Lewis & Vlax LLC (“MLV”) for net proceeds of \$2.4 million. In June 2012, we issued to various investors (i) 9,320,176 shares of common stock for a purchase price of \$4.56 per share, (ii) 23,026 shares of Series B convertible preferred stock for a purchase price of \$760.00 per share, and (iii) warrants to purchase 7,894,704 shares of the Company’s common stock at an exercise price of \$5.28 per share, for aggregate gross proceeds of approximately \$60.0 million. In 2012, we sold 432,724 shares of common stock through MLV for net proceeds of \$2.8 million. In June 2013, we sold 1,404,100 shares of common stock to Amgen at a price per share of \$7.12 and an aggregate purchase price of \$10.0 million, pursuant to the Amgen Agreement Amendment. In 2013, we sold 1,170,583 shares of common stock through MLV for net proceeds of \$7.5 million.