

CYTOKINETICS INC
Form SC 13G/A
February 13, 2006

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO

RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED

PURSUANT TO 13d-2(b)

(Amendment No. 1)

Cytokinetics, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

23282W 10 0

(CUSIP Number)

December 31, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Name of Reporting Person

I.R.S. Identification No. of Above Persons (Entities Only)

Mayfield IX, a Delaware limited partnership

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of **-0-**

Shares 6. Shared Voting Power

Beneficially

Owned By **1,781,358**

Each 7. Sole Dispositive Power

Reporting

Person **-0-**

With 8. Shared Dispositive Power

1,781,358

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,781,358

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

6.2%

12. Type of Reporting Person

PN

1. Name of Reporting Person

I.R.S. Identification No. of Above Persons (Entities Only)

Mayfield IX Management, L.L.C., a Delaware limited liability company

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of -0-

Shares 6. Shared Voting Power

Beneficially

Owned By 1,875,113

Each 7. Sole Dispositive Power

Reporting

Person -0-

With 8. Shared Dispositive Power

1,875,113

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,875,113

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

6.5%

12. Type of Reporting Person

OO

1. Name of Reporting Person

I.R.S. Identification No. of Above Persons (Entities Only)

Mayfield Associates Fund IV, a Delaware limited partnership

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of -0-

Shares 6. Shared Voting Power

Beneficially

Owned By 93,755

Each 7. Sole Dispositive Power

Reporting

Person -0-

With 8. Shared Dispositive Power

93,755

9. Aggregate Amount Beneficially Owned by Each Reporting Person

93,755

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.3%

12. Type of Reporting Person

PN

1. Name of Reporting Person

I.R.S. Identification No. of Above Persons (Entities Only)

Yogen K. Dalal

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.

5. Sole Voting Power

Number of **-0-**

Shares 6. Shared Voting Power

Beneficially

Owned By **2,031,713**

Each 7. Sole Dispositive Power

Reporting

Person **-0-**

With 8. Shared Dispositive Power

2,031,713

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,031,713

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

7.1%

12. Type of Reporting Person

IN

1. Name of Reporting Person

I.R.S. Identification No. of Above Persons (Entities Only)

F. Gibson Myers, Jr.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.

5. Sole Voting Power

Number of -0-

Shares 6. Shared Voting Power

Beneficially

Owned By 2,031,713

Each 7. Sole Voting Power

Reporting

Person -0-

With 8. Shared Dispositive Power

2,031,713

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,031,713

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

7.1%

12. Type of Reporting Person

IN

1. Name of Reporting Person

I.R.S. Identification No. of Above Persons (Entities Only)

Kevin A. Fong

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.

5. Sole Voting Power

Number of -0-

Shares 6. Shared Voting Power

Beneficially

Owned By 2,031,713

Each 7. Sole Dispositive Power

Reporting

Person -0-

With 8. Shared Dispositive Power

2,031,713

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,031,713

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

7.1%

12. Type of Reporting Person

IN

1. Name of Reporting Person.

I.R.S. Identification No. of Above Persons (Entities Only)

William D. Unger

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.

5. Sole Voting Power

Number of **-0-**

Shares 6. Shared Voting Power

Beneficially

Owned By **2,031,713**

Each 7. Sole Dispositive Power

Reporting

Person **-0-**

With 8. Shared Dispositive Power

2,031,713

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,031,713

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

7.1%

12. Type of Reporting Person

IN

1. Name of Reporting Person.

I.R.S. Identification No. of Above Persons (Entities Only)

Wendell G. Van Auken, III

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.

5. Sole Voting Power

Number of **-0-**

Shares 6. Shared Voting Power

Beneficially

Owned By **2,031,713**

Each 7. Sole Dispositive Power

Reporting

Person **-0-**

With 8. Shared Dispositive Power

2,031,713

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,031,713

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

7.1%

12. Type of Reporting Person

IN

1. Name of Reporting Person.

I.R.S. Identification No. of Above Persons (Entities Only)

A. Grant Heidrich, III

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.

5. Sole Voting Power

Number of **36,540 (includes options to purchase 7,500 shares exercisable within 60 days of the date hereof.)**

Shares 6. Shared Voting Power

Beneficially

Owned By **1,875,113**

Each 7. Sole Dispositive Power

Reporting

Person **36,540 (includes options to purchase 7,500 shares exercisable within 60 days of the date hereof.)**

With 8. Shared Dispositive Power

1,875,113

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,911,653 (includes options to purchase 7,500 shares exercisable within 60 days of the date hereof.)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

6.7%

12. Type of Reporting Person

IN

Item 1. (a) Name of Issuer:

Cytokinetics, Inc.

(b) Address of Issuer's Principal Executive Offices:

280 East Grand Avenue

South San Francisco, CA 94080

Item 2. (a) Name of Persons Filing:

Mayfield IX, L.P.

Mayfield IX Management, L.L.C.

Mayfield Associates Fund IV, L.P.

Yogen K. Dalal

F. Gibson Myers, Jr.

Kevin A. Fong

William D. Unger

Wendell G. Van Auken, III

A. Grant Heidrich, III

(b) Address of Principal Business Office:

c/o Mayfield Fund

2800 Sand Hill Road, Suite 250

Menlo Park, CA 94025

(c) Citizenship:

Mayfield IX, L.P. and Mayfield Associates Fund IV, L.P. are Delaware limited partnerships.

Mayfield IX Management, L.L.C. is a Delaware limited liability company.

The individuals listed in Item 2(a) are U.S. citizens.

(d) Title of Class of Securities:

Common Stock

(e) CUSIP Number:

23282W 10 0

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable

Item 4. Ownership.

The information regarding ownership as set forth in Items 5-9 of Pages 2-10 hereto, is hereby incorporated by reference.

For a summary of total ownership by all Reporting Persons, see Exhibit 3 hereto.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following "":

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2006

MAYFIELD IX, L.P.
A Delaware Limited Partnership

By: Mayfield IX Management, L.L.C.
Its General Partner

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

MAYFIELD IX MANAGEMENT, L.L.C.,
a Delaware Limited Liability Company

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

MAYFIELD ASSOCIATES FUND IV, L.P.
A Delaware Limited Partnership

By: Mayfield IX Management, L.L.C.
Its General Partner

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

YOGEN K. DALAL

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

F. GIBSON MYERS, JR.

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

KEVIN A. FONG

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

WILLIAM D. UNGER

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

WENDELL G. VAN AUKEN, III

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

A. GRANT HEIDRICH, III

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

EXHIBIT INDEX

- Exhibit 1 - JOINT FILING AGREEMENT is hereby incorporated by reference to Exhibit 1 to the Statement on Schedule 13G dated February 14, 2005.
- Exhibit 2 - POWERS OF ATTORNEY are hereby incorporated by reference to Exhibit 2 to the Statement on Schedule 13G dated February 14, 2005.
- Exhibit 3 - OWNERSHIP SUMMARY