

CYTOKINETICS INC  
Form S-8  
August 11, 2006

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As filed with the Securities and Exchange Commission on August 11, 2006  
Registration No. 333-

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
Under  
The Securities Act of 1933

CYTOKINETICS, INCORPORATED  
(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

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

280 East Grand Avenue  
South San Francisco, CA 94080  
(Address of principal executive offices)

2004 EMPLOYEE STOCK PURCHASE PLAN  
(Full title of the plans)

James H. Sabry, M.D., Ph.D.  
Chief Executive Officer  
Cytokinetics, Incorporated  
280 East Grand Avenue  
South San Francisco, CA 94080  
(650) 624-3000  
(Name, address, and telephone number, including area code, of agent for service)

*Copy to:*  
Michael J. O'Donnell, Esq.  
Martin J. Waters, Esq.  
Gavin McCraley, Esq.  
Wilson Sonsini Goodrich & Rosati  
Professional Corporation  
650 Page Mill Road  
Palo Alto, CA 94304-1050  
(650) 493-9300

CALCULATION OF REGISTRATION FEE

Proposed Proposed

<b>Title of Securities to be Registered</b>	<b>Maximum Amount to be Registered (1)</b>	<b>Maximum Offering Price Per Share (2)</b>	<b>Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
2004 Employee Stock Purchase Plan, Common Stock \$0.001 par value	1,000,000(3) shares	\$4.65	\$4,650,000	\$497.55

(1) This Registration Statement shall also cover any additional shares of the Registrant's Common Stock that became issuable under the Registrant's 2004 Employee Stock Purchase Plan by reason of any stock dividend, stock split, recapitalization or any similar transaction effected without the Registrant's receipt of consideration.

(2) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the total registration fee. The computation is based upon the average of the high and low prices of the Common Stock as reported on The Nasdaq

Stock Market  
LLC on  
August 8, 2006,  
multiplied by  
85%, which is  
the percentage  
of trading  
purchase price  
applicable to  
purchases under  
the referenced  
Plan.

- (3) Represents an  
additional  
1,000,000  
shares of  
Common Stock  
available for  
issuance under  
the Registrant's  
2004 Employee  
Stock Purchase  
Plan, as  
amended.
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**Statement Under General Instruction E  
Registration of Additional Securities**

Unless as noted herein, the contents of the Cytokinetics, Incorporated's (the Company) Form S-8 Registration Statement (File No. 333-115146) are incorporated by reference into this Registration Statement. The information called for in Part I of Form S-8 is not being filed with or included in this Registration Statement on Form S-8 in accordance with the rules and regulations of the Securities and Exchange Commission.

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**PART II  
INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

There are hereby incorporated by reference in this Registration Statement the following documents and information heretofore filed by the Company with the Securities and Exchange Commission:

- (1) The Company's Annual Report filed on Form 10-K for the fiscal year ended December 31, 2005.
- (2) The Company's Definitive Proxy Statement on Schedule 14A, filed on April 4, 2006.
- (3) The Company's Quarterly Report filed on Form 10-Q for the fiscal quarter ended March 31, 2006.
- (4) The Company's Quarterly Report filed on Form 10-Q for the fiscal quarter ended June 30, 2006.
- (5) The Company's Current Reports on Form 8-K dated January 18, 2006, January 20, 2006, January 31, 2006, February 10, 2006, March 7, 2006, March 22, 2006, March 30, 2006, April 27, 2006, June 7, 2006, June 19, 2006, June 29, 2006 and July 27, 2006.
- (6) The description of the Company's Common Stock contained in the Company's Registration Statement on Form 8-A filed pursuant to Section 12(g) of the Exchange Act, as amended, and as declared effective on April 29, 2004.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 on or after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents.

**Item 5. Interests of Named Experts and Counsel.**

Certain members of Wilson Sonsini Goodrich & Rosati, Professional Corporation, and investment partnerships of which such persons are partners, beneficially own 431 shares of the Company's Common Stock.

**Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
4.1 (1)	Specimen Common Stock Certificate.
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.
10.4	2004 Employee Stock Purchase Plan, as amended through July 19, 2006.
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (see Exhibit 5.1).
24.1	Power of Attorney (see signature page).

- (1) Incorporated by reference from our registration statement on Form S-1,

registration  
number  
333-112261,  
declared  
effective by the  
Securities and  
Exchange  
Commission on  
April 29, 2004.

**Item 9. Undertakings.**

A. The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

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- (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of the securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of a prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective Registration Statement;
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; *Provided, however,* that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.
- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- B. The undersigned Registrant hereby undertakes, that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a)) or Section 1(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at the time shall be deemed to be the initial bona fide offering thereof.
- C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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Pursuant to the requirements of the Securities Act of 1933, the Registrant, Cytokinetics, Incorporated, a corporation organized and existing under the laws of the State of Delaware, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of South San Francisco, State of California, on this 11th day of August, 2006.

CYTOKINETICS, INCORPORATED

By: /s/ James H. Sabry

James H. Sabry, M.D., Ph.D.  
Chief Executive Officer  
(Principal Executive Officer)

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints James H. Sabry and Sharon Surrey-Barbari, jointly and severally, as his attorneys-in-fact, with full power of substitution in each, for him in any and all capacities to sign any amendments to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ James H. Sabry (James H. Sabry, M.D., Ph.D.)	Chief Executive Officer and Director (Principal Executive Officer)	August 11 , 2006
/s/ Sharon Surrey-Barbari (Sharon Surrey-Barbari)	Chief Financial Officer (Principal Financial and Accounting Officer)	August 11 , 2006
/s/ Stephen Dow (Stephen Dow)	Director	August 11, 2006
/s/ A. Grant Heidrich (A. Grant Heidrich, III)	Director	August 11, 2006
/s/ Charles Homcy (Charles Homcy, M.D.)	Director	August 11, 2006
(Mark McDade)	Director	

Director

(Michael Schmertzler)

/s/ James Spudich, Ph.D.

Director

August 11, 2006

(James Spudich, Ph.D.)

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23.2	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (see Exhibit 5.1).
24.1	Power of Attorney (see signature page).
(1)	Incorporated by reference from our registration statement on Form S-1, registration number 333-112261, declared effective by the Securities and Exchange Commission on April 29, 2004.