

CYTOKINETICS INC
Form 8-K
February 19, 2009

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):

February 19, 2009

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On February 19, 2008, the Board of Directors of the Company appointed Dr. John T. Henderson as a new Class III director of the Company. Dr. Henderson is expected to be appointed to serve on the Company's Nominating and Governance Committee and Compensation and Talent Committee. Dr. Henderson has been granted an option to purchase 30,000 shares of the Company's common stock at an exercise price of equal to the closing price of the Company's common stock, as listed on NASDAQ, on February 19, 2009. The option will vest monthly over the next 36 months, until all of such shares are fully vested, subject to Dr. Henderson's continued service relationship with the Company on such dates.

Also on February 19, 2008, Stephen Dow was appointed as the Lead Outside Director of the Board of Directors.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

The following Exhibits is filed as part of this Current Report on Form 8-K:

Exhibit No. Description

99.1 Press Release, dated February 19, 2009.

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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.

Cytokinetics, Incorporated

February 19, 2009

By: /s/ Sharon A. Barbari

Name: Sharon A. Barbari
Title: Senior Vice President, Finance and Chief Financial Officer

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Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|--|
| 99.1 | Press Release, dated February 19, 2009 |