

CYTOKINETICS INC  
Form 10-Q/A  
February 16, 2005

**Table of Contents**

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

---

**FORM 10-Q/A**

(Mark One)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2004

or

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Commission file number: 000-50633**

**CYTOKINETICS, INCORPORATED**

**(Exact name of registrant as specified in its charter)**

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

**280 East Grand Avenue**  
**South San Francisco, California**  
**(Address of principal executive offices)**

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

**94080**  
**(Zip Code)**

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

---

**CYTOKINETICS, INCORPORATED**  
**TABLE OF CONTENTS FOR FORM 10-Q/A**  
**FOR THE QUARTER ENDED SEPTEMBER 30, 2004**

	<b>Page</b>
<u>PART II. OTHER INFORMATION</u>	4
<u>Item 6. Exhibits</u>	4
<u>SIGNATURES</u>	5
<u>EXHIBIT 10.46</u>	
<u>EXHIBIT 31.1</u>	
<u>EXHIBIT 31.2</u>	
<u>EXHIBIT 32</u>	

**Table of Contents**

**Explanatory Note**

This Amendment No. 1 on Form 10-Q/A (this Amendment ) amends Cytokinetics, Incorporated s (the Company ) Quarterly Report on Form 10-Q for the quarter ended September 30, 2004, originally filed on November 12, 2004 (the Original Filing ). The Company is refiling Item 6 of Part II and Exhibit 10.46 in response to certain comments made by the Securities and Exchange Commission to the Company s request for confidential treatment of certain portions of Exhibit 10.46, and is including with this Amendment certain currently dated certifications.

Except as described above, no other changes have been made to the Original Filing. The filing of this Form 10-Q/A is not a representation that any statements contained in items of Form 10-Q other than Part II, Item 6 and Exhibit 10.46 are true or complete as of any date subsequent to the Original Filing.

**Table of Contents**

PART II. OTHER INFORMATION

ITEM 6. EXHIBITS

The following exhibits have been filed with this report:

<b>Exhibit Number</b>	<b>Exhibit Title</b>
3.1*	Form of Amended and Restated Certificate of Incorporation of Registrant
3.2*	Form of Amended and Restated Bylaws of Registrant
4.1*	Specimen Common Stock Certificate
4.3*	Loan and Security Agreement, dated September 25, 1998, by and between the Registrant and Comdisco.
4.4*	Amendment No. One to Loan and Security Agreement, dated February 1, 1999.
4.5*	Warrant for the purchase of shares of Series A preferred stock, dated September 25, 1998, issued by the Registrant to Comdisco.
4.6*	Loan and Security Agreement, dated December 16, 1999, by and between the Registrant and Comdisco.
4.7*	Amendment No. 1 to Loan and Security Agreement, dated June 29, 2000, by and between the Registrant and Comdisco.
4.8*	Warrant for the purchase of shares of Series B preferred stock, dated December 16, 1999, issued by the Registrant to Comdisco.
	Master Security Agreement, dated February 2, 2001, by and between the Registrant and General
4.9*	Electric Capital Corporation.
4.10*	Cross-Collateral and Cross-Default Agreement by and between the Registrant and Comdisco.
4.14*	Warrant for the purchase of shares of Series B preferred stock, dated August 30, 1999, issued by the Registrant to The Magnum Trust.
10.1*	Form of Indemnification Agreement between the Registrant and each of its directors and officers.
10.3*	2004 Equity Incentive Plan.
10.4*	2004 Employee Stock Purchase Plan.
10.46	Collaboration and Facilities Agreement, dated August 19, 2004, by and between the Registrant and Portola Pharmaceuticals, Inc.
10.47**	Executive Employment Agreement, dated July 7, 2004, by and between the Registrant and Gail Sheridan.

- 10.48\*\* Executive Employment Agreement, dated July 8, 2004, by and between the Registrant and Jay Trautman.
- 10.49\*\* Executive Employment Agreement, dated July 14, 2004, by and between the Registrant and James Sabry.
- 10.50\*\* Executive Employment Agreement, dated July 14, 2004, by and between the Registrant and David Morgans.
- 10.51\*\* Executive Employment Agreement, dated September 1, 2004, by and between the Registrant and Robert Blum.
- 10.52\*\* Executive Employment Agreement, dated September 7, 2004, by and between the Registrant and Sharon Surrey-Barbari.
- 31.1 Certification of the Chief Executive Officer Pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of the Chief Financial Officer Pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.
- 32 Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

---

\* Incorporated by reference to exhibits (with same exhibit number) to Cytokinetics, Incorporated's Registration Statement on Form S-1 (File No. 333-112261) declared effective by the Securities and Exchange Commission on April 29, 2004.

\*\* Previously filed.

Pursuant to a request for confidential treatment, portions of this Exhibit have been redacted from the publicly filed document and have been furnished separately to the Securities and Exchange Commission as required by Rule 24b-2 under the Securities Exchange Act of 1934.

**Table of Contents**

**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, thereunto duly authorized.

Dated: February 16, 2005

CYTOKINETICS,  
INCORPORATED

---

(Registrant)

/s/ James H. Sabry  
James H. Sabry  
President, Chief Executive Officer and Director  
(principal executive officer)

/s/ Sharon Surrey-Barbari  
Sharon Surrey-Barbari  
Senior Vice President, Finance and  
Chief Financial Officer  
(principal financial officer)

5

---

**Table of Contents**

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit Title</b>
3.1*	Form of Amended and Restated Certificate of Incorporation of Registrant
3.2*	Form of Amended and Restated Bylaws of Registrant
4.1*	Specimen Common Stock Certificate
4.3*	Loan and Security Agreement, dated September 25, 1998, by and between the Registrant and Comdisco.
4.4*	Amendment No. One to Loan and Security Agreement, dated February 1, 1999.
4.5*	Warrant for the purchase of shares of Series A preferred stock, dated September 25, 1998, issued by the Registrant to Comdisco.
4.6*	Loan and Security Agreement, dated December 16, 1999, by and between the Registrant and Comdisco.
4.7*	Amendment No. 1 to Loan and Security Agreement, dated June 29, 2000, by and between the Registrant and Comdisco.
4.8*	Warrant for the purchase of shares of Series B preferred stock, dated December 16, 1999, issued by the Registrant to Comdisco.
	Master Security Agreement, dated February 2, 2001, by and between the Registrant and General
4.9*	Electric Capital Corporation.
4.10*	Cross-Collateral and Cross-Default Agreement by and between the Registrant and Comdisco.
4.14*	Warrant for the purchase of shares of Series B preferred stock, dated August 30, 1999, issued by the Registrant to The Magnum Trust.
10.1*	Form of Indemnification Agreement between the Registrant and each of its directors and officers.
10.3*	2004 Equity Incentive Plan.
10.4*	2004 Employee Stock Purchase Plan.
10.46	Collaboration and Facilities Agreement, dated August 19, 2004, by and between the Registrant and Portola Pharmaceuticals, Inc.
10.47**	Executive Employment Agreement, dated July 7, 2004, by and between the Registrant and Gail Sheridan.
10.48**	Executive Employment Agreement, dated July 8, 2004, by and between the Registrant and Jay Trautman.
10.49**	Executive Employment Agreement, dated July 14, 2004, by and between the Registrant and James Sabry.



- 10.50\*\* Executive Employment Agreement, dated July 14, 2004, by and between the Registrant and David Morgans.
- 10.51\*\* Executive Employment Agreement, dated September 1, 2004, by and between the Registrant and Robert Blum.
- 10.52\*\* Executive Employment Agreement, dated September 7, 2004, by and between the Registrant and Sharon Surrey-Barbari.
- 31.1 Certification of the Chief Executive Officer Pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of the Chief Financial Officer Pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.
- 32 Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

---

\* Incorporated by reference to exhibits (with same exhibit number) to Cytokinetics, Incorporated's Registration Statement on Form S-1 (File No. 333-112261) declared effective by the Securities and Exchange Commission on April 29, 2004.

\*\* Previously filed.

Pursuant to a request for confidential treatment, portions of this Exhibit have been redacted from the publicly filed document and have been furnished separately to the Securities and Exchange Commission as required by Rule 24b-2 under the Securities Exchange Act of 1934.