

CYTOKINETICS INC  
Form 8-K  
November 01, 2010

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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):

November 1, 2010

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.**

(b) On November 1, 2010, Cytokinetics, Incorporated (the "Company") announced the resignation of Michael Schmertzler from the Company's Board of Directors, effective immediately. Mr. Schmertzler's resignation is not the result of any disagreement with the Company.

(d) On November 1, 2010, the Board of Directors of the Company appointed Santo J. Costa as a new Class III director of the Company. In connection with this appointment, Mr. Costa was granted an option to purchase 40,000 shares of the Company's common stock at an exercise price equal to the closing price of the Company's common stock, as listed on NASDAQ, on November 1, 2010. The option, granted under the Company's 2004 Equity Incentive Plan, will vest monthly over 36 months, until all of such shares are fully vested, subject to Mr. Costa's continued service relationship with the Company on such dates.

**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

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99.1 Press Release, dated November 1, 2010.

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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

*November 1, 2010*

By: */s/ Sharon A. Barbari*

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*Name: Sharon A. Barbari*

*Title: Executive Vice President, Finance and Chief Financial Officer*

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Exhibit Index

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>              |
|---------------------------|--|
| 99.1                      | Press Release, dated November 1, 2010. |