SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant \boxtimes

Filed by a Party other than the Registrant \Box

Check the appropriate box:

- Preliminary Proxy Statement
- □ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- □ Definitive Proxy Statement
- Definitive Additional Materials
- □ Soliciting Material Pursuant to § 240.14a-12

Cytokinetics, Incorporated

(Name of Registrant as Specified In Its Charter)

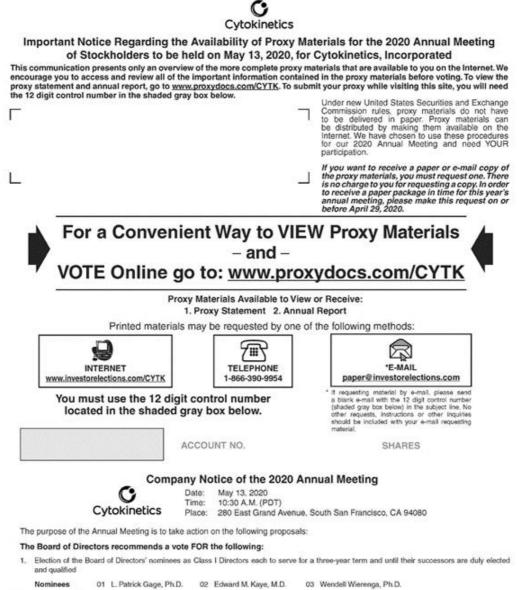
(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box)

- ⊠ No fee required.
- □ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - **1.** Title of each class of securities to which transaction applies:
 - 2. Aggregate number of securities to which transaction applies:
 - **3.** Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
 - 4. Proposed maximum aggregate value of transaction:
 - 5. Total fee paid:

□ Fee paid previously with preliminary materials.

- □ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - 1) Amount Previously Paid:
 - 2) Form, Schedule or Registration Statement No.:
 - 3) Filing Party:
 - 4) Date Filed:



The Board of Directors recommends a vote FOR the following proposals:

- Approval of the Amended and Restated 2015 Employee Stock Purchase Plan to increase the number of authorized shares reserved for issuance under the 2015 Employee Stock Purchase Plan by 500,000 shares
- Ratification of the selection by the Audit Committee of the Board of Directors of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2020
- 4. Approval, on an advisory basis, of the compensation of the Company's named executive officers, as disclosed in its Proxy Statement