FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

| OMB APPROVAL             |           |  |  |  |  |  |  |  |  |
|--------------------------|-----------|--|--|--|--|--|--|--|--|
| OMB Number:              | 3235-0287 |  |  |  |  |  |  |  |  |
| Estimated average burden |           |  |  |  |  |  |  |  |  |
| hours por rosponso:      | 0.5       |  |  |  |  |  |  |  |  |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person*  GAGE L PATRICK         |  |            |         |  |                                  | 2. Issuer Name and Ticker or Trading Symbol CYTOKINETICS INC [ CYTK ] |         |  |  |  |                  |   |                                      | Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director 10% Owner     |  |  |       |   |   |
|--|--|------------|---------|--|----------------------------------|---|---------|--|--|--|------------------|---|--------------------------------------|---|--|--|-------|---|---|
| (Last)   | ,  | ,          | Middle) |  |                                  | . Date of Earliest Transaction (Month/Day/Year)<br>05/18/2017         |         |  |  |  |                  |   |                                      |   | Officer (give title below)                 |  |       | Other (s<br>below)  | specify   |
| 280 EAST GRAND AVENUE  (Street)                                  |  |            |         |  |                                  | 4. If Amendment, Date of Original Filed (Month/Day/Year)              |         |  |  |  |                  |   |                                      | 6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person |  |  |       |   |   |
| SOUTH<br>FRANCI  |  | A 9        | 94080   |  |                                  |   |         |  |  |  |                  |   |                                      |   | Form f<br>Persor                           | iled by More   | e tha | n One Repo  | orting  |
| (City)   | (S   | tate) (    | Zip)    |  |                                  |   |         |  |  |  |                  |   |                                      |   |  |  |       |   |   |
|  | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned   |            |         |  |                                  |   |         |  |  |  |                  |   |                                      |   |  |  |       |   |   |
| 1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day) |  |            |         |  |                                  | Execution Date,   |         |  |  | 3. 4. Securit Disposed Code (Instr. 8) |                  |   |                                      | 3, 4 Securit<br>Benefic<br>Owned  |  | ties F<br>cially (I  |       | n: Direct<br>or<br>rect (I)   | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |
|  |  |            |         |  |                                  |   |         |  | Code   | ٧                                      | Amount           | (A) (D)   | Price                                | 9   | Followi<br>Reporte<br>Transac<br>(Instr. 3 | ed<br>ction(s)   |       | r. 4)   | (Instr. 4)  |
|  | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |            |         |  |                                  |   |         |  |  |  |                  |   |                                      |   |  |  |       |   |   |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)              | rivative Conversion Date Execution Date, curity or Exercise (Month/Day/Year) if any  |            |         |  | 4.<br>Transact<br>Code (In<br>8) |   | n of Ex |  | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |  |                  | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr.<br>and 4) |                                      | of<br>De<br>Se  | Price<br>rivative<br>curity<br>str. 5)     | 9. Number<br>derivative<br>Securities<br>Beneficiall<br>Owned<br>Following<br>Reported<br>Transactio<br>(Instr. 4) | у     | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | Beneficial<br>Ownership                             |
|  |  |            |         |  | Code                             | v   | (A)     |  | Date<br>Exercisable  |  | xpiration<br>ate | Title   | Amoun<br>or<br>Numbe<br>of<br>Shares |   |  |  |       |   |   |
| Non-<br>Qualified<br>Stock<br>Option<br>(right to<br>buy)        | \$14.25  | 05/18/2017 |         |  | A                                |   | 20,000  |  | 06/18/2017 <sup>(</sup>  | 1) 0                                   | 5/18/2027        | Common<br>Stock   | 20,000                               |   | \$0.0                                      | 20,000   |       | D   |   |

## Explanation of Responses:

1. This option shall vest and become exercisable in 12 equal monthly installments and shall become fully vested on May 18, 2018.

By: Peter S. Roddy For: L. Patrick Gage

05/22/2017

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

The undersigned, as a Section 16 reporting person of Cytokinetics, Incorporated (the Company), hereby constitutes and appoints Robert I. Blum and Peter S. Roddy, and each of them, the undersigned's true and lawful attorney-in-fact to

- 1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his or her discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigneds ownership, acquisition or disposition of securities of the Company; and
- 2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigneds responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigneds holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19 day of May, 2017.

Signature: /s/ L. Patrick Gage

Print Name: L. Patrick Gage