(City)

(State)

1. Name and Address of Reporting Person*

(Zip)

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

> > 7. Nature of Indirect Beneficial Ownership

11. Nature of Indirect Beneficial Ownership (Instr. 4)

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* BVF PARTNERS L P/IL | | | | 2. Issuer Name and Ticker or Trading Symbol CYTOKINETICS INC [CYTK] | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title X below) | | | | | | | | | |
| (Last) (First) (Middle) 44 MONTGOMERY ST. 40TH FL | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 12/09/2020 | | | | | | | below) See Explanaton of Responses | | | | | | | | |
| (Street) SAN FRANCISCO CA 94104 | | | 4. If <i>i</i> | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person | | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | | | | | | | | | | | | | |
| | | Table | I - No | n-Deriva | ative | Secu | rities | Acc | uired, | Dis | posed of | , or l | Bene | eficia | ally Ow | ned | | | | |
| 1. Title of Security (Instr. 3) 2. Transact Date (Month/Day | | | | | Exe if ar | 2A. Deemed Execution Date, if any (Month/Day/Year) | | Code | Transaction Disposed (Code (Instr. 5) | | es Acquired (A) or Of (D) (Instr. 3, 4 a | | | | | , | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownershi (Instr. 4) | |
| | | | | | | | | | Code | v | Amount | (A (D | () or () | Price | Tran | saction r. 3 and | | | | (111511. 4) |
| | | 001 par value ⁽¹⁾ | | 12/09/ | | ┡ | | | S | | 239,274 | _ | D | \$18 | | ,811,2 | | | D ⁽²⁾ | |
| | Common Stock, \$0.001 par value ⁽¹⁾ | | | 12/09/ | | | | S | | 166,194 | _ | D | \$18 | - | 2,760,185 | | D ⁽³⁾ | | | |
| Common Stock, \$0.001 par value ⁽¹⁾ 12/09/. | | | | | 20 S S S S S S S S S S S S S S S S S S S | | | | | | ++ | D(*) | | | | | | | | |
| | | | | (e.g., pı | | | warra | ants, | optio | ns, c | onvertib | le se | ecuri | ities) | | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | if any | emed ion Date, /Day/Year) | 4. Transi Code 8) | | of Deriv Secu Acqu (A) o Dispo of (D (Inst | Derivative (Month/Day/Year) Securities Acquired A) or Disposed | | ite | Amount of | | J nstr. | 8. Price of Derivativ Security (Instr. 5) | e deri Sec Ben Owr Foll Rep Trar | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction((Instr. 4) | | Ownership Form: Direct (D) or Indirect (I) (Instr. 4 | Benefici Owners (Instr. 4) | |
| | | | | | Code | v | (A) | (D) | Date Exercis | able | Expiration Date | Title | or Nun of | nber | | | | | | |
| ı | | Reporting Person | | | | | | | | | | | | | | | | | | |
| (Last) | TGOMER | (First) | (Mid | ddle) | | _ | | | | | | | | | | | | | | |
| (Street) SAN FRANCE | ISCO | CA | 94] | 104 | | _ | | | | | | | | | | | | | | |
| (City) | | (State) | (Zip |) | | _ | | | | | | | | | | | | | | |
| | | Reporting Person | | ID L P | | | | | | | | | | | | | | | | |
| (Last) 44 MON 40TH FI | TGOMER | (First) Y STREET | (Mid | ddle) | | | | | | | | | | | | | | | | |
| (Street) SAN FRANCI | ISCO | CA | 94 | 104 | | | | | | | | | | | | | | | | |

| (Last) | (First) | (Middle) |
|---|---|---|
| | IERY ST., 40TH F | |
| · · · · · · · · · · · · · · · · · · · | | |
| (Street) SAN | | |
| FRANCISCO | CA | 94104 |
| (City) | (State) | (Zip) |
| | ess of Reporting Person | |
| | | JE FUND II LP |
| (Last) | (First) | (Middle) |
| 44 MONTGOM | IERY STREET | |
| 40TH FL | | |
| (Street) | | |
| SAN FRANCISCO | CA | 94104 |
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| (City) | (State) | (Zip) |
| | ess of Reporting Perso | on [*] |
| BVF II GP L | <u>.LC</u> | |
| (Last) | (First) | (Middle) |
| 44 MONTGOM | IERY ST., 40TH F | LOOR |
| (Street) | | |
| SAN | C.A. | 04104 |
| FRANCISCO | CA | 94104 |
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| 1. Name and Addre | ess of Reporting Perso | on* |
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| 1. Name and Addrese Biotechnology (Last) P.O. BOX 309 UStreet) GRAND | ess of Reporting Person | ng Fund OS LP (Middle) |
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| 1. Name and Addres Biotechnolog (Last) P.O. BOX 309 U (Street) GRAND CAYMAN (City) | ess of Reporting Person gy Value Tradir (First) UGLAND HOUSE E9 (State) | (Middle) KY1-1104 (Zip) |
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| (City) | (State) | (Zip) | | | | | | | |
|--|---------|----------|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* BVF INC/IL | | | | | | | | | |
| (Last) | (First) | (Middle) | | | | | | | |
| 44 MONTGOMERY STREET | | | | | | | | | |
| 40TH FL | | | | | | | | | |
| (Street) SAN FRANCISCO | CA | 94104 | | | | | | | |
| (City) | (State) | (Zip) | | | | | | | |
| 1. Name and Address of Reporting Person* LAMPERT MARK N | | | | | | | | | |
| (Last) | (First) | (Middle) | | | | | | | |
| 44 MONTGOMERY STREET | | | | | | | | | |
| 40TH FL | | | | | | | | | |
| (Street) | | | | | | | | | |
| SAN FRANCISCO | CA | 94104 | | | | | | | |
| (City) | (State) | (Zip) | | | | | | | |

Explanation of Responses:

- 1. This Form 4 is filed jointly by Biotechnology Value Fund, L.P. ("BVF"), Biotechnology Value Fund II, L.P. ("BVF2"), Biotechnology Value Trading Fund OS LP ("Trading Fund OS"), BVF Partners OS Ltd. ("Partners OS"), BVF I GP LLC ("BVF GP"), BVF GP Holdings LLC ("BVF GPH"), BVF Partners L.P. ("Partners"), BVF Inc. and Mark N. Lampert (collectively, the "Reporting Persons"). Following the transactions reported herein, for the purposes of Section 16, the Reporting Persons ceased to beneficially own 10% or more of the outstanding shares of Common Stock of the Issuer. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.
- 2. Securities owned directly by BVF. As the general partner of BVF, BVF GP may be deemed to beneficially own the securities owned directly by BVF. As the sole member of BVF GP, BVF GPH may be deemed to beneficially own securities owned directly by BVF. As the investment manager of BVF, Partners may be deemed to beneficially own the securities owned directly by BVF. As the investment adviser and general partner of Partners, BVF Inc., may be deemed to beneficially own the securities owned directly by BVF. As a director and officer of BVF Inc., Mr. Lampert may be deemed to beneficially own the securities owned directly by BVF.
- 3. Securities owned directly by BVF2. As the general partner of BVF2 GP may be deemed to beneficially own the securities owned directly by BVF2. As the sole member of BVF2 GP, BVF GPH may be deemed to beneficially own securities owned directly by BVF2. As the investment manager of BVF2, Partners may be deemed to beneficially own the securities owned directly by BVF2. As the investment adviser and general partner of Partners, BVF Inc., may be deemed to beneficially own the securities owned directly by BVF2. As a director and officer of BVF Inc., Mr. Lampert may be deemed to beneficially own the securities owned directly by BVF2.
- 4. Securities owned directly by Trading Fund OS. As the general partner of Trading Fund OS, Partners OS may be deemed to beneficially own the securities owned directly by Trading Fund OS. As the investment manager of Trading Fund OS and the sole member of Partners OS, Partners may be deemed to beneficially own the securities owned directly by Trading Fund OS. As the investment adviser and general partner of Partners, BVF Inc. may be deemed to beneficially own the securities owned directly by Trading Fund OS. As a director and officer of BVF Inc., Mr. Lampert may be deemed to beneficially own the securities owned directly by Trading Fund OS.

| BVF Partners L.P., By: BVF Inc., its general partner, By: /s/ Mark N. Lampert, President | 12/11/2020 |
|--|------------|
| Biotechnology Value Fund, L.P., By; BVF Partners L.P., its investment manager, By; BVF Inc., its general partner, By; /s/ Mark N. Lampert, President | 12/11/2020 |
| BVF I GP LLC, By: BVF GP HOLDINGS LLC, its sole member, By: /s/ Mark N. Lampert, Chief Executive Officer | 12/11/2020 |
| Biotechnology Value Fund II, L.P., By: BVF Partners L.P., its investment manager, By: BVF Inc., its general partner, By: /s/ Mark N. Lampert, President | 12/11/2020 |
| BVF II GP LLC, By; BVF GP HOLDINGS LLC, its sole member, By; /s/ Mark N. Lampert, Chief Executive Officer | 12/11/2020 |
| BVF Partners OS Ltd., By: BVF Partners L.P., its sole member, By: BVF Inc., its general partner, By: /s/ Mark N. Lampert, President | 12/11/2020 |
| Biotechnology Value Trading Fund OS LP, By; BVF Partners L.P., its investment | 12/11/2020 |

manager, BVF Inc., its general partner, By: /s/ Mark N.
Lampert, President

BVF GP Holdings LLC, By:

/s/ Mark N. Lampert, Chief 12/11/2020

Executive Officer

BVF Inc., By: /s/ Mark N. Lampert, President 12/11/2020

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

- * 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.