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

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**FORM S-8  
REGISTRATION STATEMENT**  
*Under  
The Securities Act of 1933*

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**CYTOKINETICS, INCORPORATED**  
(Exact name of Registrant as specified in its charter)

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

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

**350 Oyster Point Boulevard  
South San Francisco, CA 94080**  
(Address of principal executive offices)

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**AMENDED AND RESTATED 2004 EQUITY INCENTIVE PLAN**  
(Full title of the plan)

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**Robert I. Blum  
President and Chief Executive Officer  
Cytokinetics, Incorporated  
350 Oyster Point Boulevard  
South San Francisco, CA 94080  
(650) 624-3000**

(Name, address, and telephone number, including area code, of agent for service)

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 1,000,000 shares of the Common Stock to be issued pursuant to the EIP in order to increase the pool from which the Registrant may grant inducement awards to certain individuals as an inducement material to entering into employment with the Registrant, within the meaning of Rule 5635(c)(4) of the Nasdaq Listing Rules. The shares of the Common Stock previously reserved for issuance under the EIP were registered on the Registrant's Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission (the "SEC") on [May 4, 2004](#) (File No. 333-115146), [June 20, 2005](#) (File No. 333-125973), [April 14, 2006](#) (File No. 333-133323), [February 28, 2007](#) (File No. 333-140963), [March 14, 2008](#) (File No. 333-149713), [August 7, 2008](#) (File No. 333-152850), [August 6, 2009](#) (File No. 333-161116), [August 4, 2010](#) (File No. 333-168520), [August 5, 2011](#) (File No. 333-176089), [August 6, 2012](#) (File No. 333-183091), [August 7, 2013](#) (File No. 333-190458), [August 5, 2015](#) (File No. 333-206101), [November 3, 2017](#) (File No. 333-221348), [March 4, 2020](#) (File No. 333-236889), [May 29, 2020](#) (File No. 333-238786), [May 13, 2021](#) (File No. 333-256054), [November 5, 2021](#) (File No. 333-260840), and [May 31, 2022](#) (File No. 333-265316) (collectively, the "Prior Registration Statements").

This Registration Statement on Form S-8 relates to securities of the same class as that to which the Prior Registration Statements relate, and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements, to the extent relating to the registration of Common Stock issuable under the EIP are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

### ITEM 8. EXHIBITS

<b>Exhibit Number</b>	<b>Description</b>
4.1(1)	<a href="#">Amended and Restated Certificate of Incorporation.</a>
4.2(2)	<a href="#">Amended and Restated Bylaws.</a>
4.3(3)	<a href="#">Certificate of Amendment of Amended and Restated Certificate of Incorporation.</a>
4.4(4)	<a href="#">Certificate of Amendment of Amended and Restated Certificate of Incorporation.</a>
4.5(5)	<a href="#">Specimen Common Stock Certificate.</a>
5.1*	<a href="#">Opinion of Cooley LLP.</a>
23.1*	<a href="#">Consent of Independent Registered Public Accounting Firm.</a>
23.2*	<a href="#">Consent of Cooley LLP (included in Exhibit 5.1).</a>
24.1*	<a href="#">Power of Attorney (included on the signature page of this Form S-8).</a>
99.1(6)	<a href="#">Amended and Restated 2004 Equity Incentive Plan.</a>
107*	<a href="#">Filing Fee Table.</a>
*	Filed herewith

- (1) Incorporated by reference to Exhibit 3.1 to the Company's registration statement on Form S-3, registration number 333-174869, filed with the Securities and Exchange Commission on June 13, 2011.
- (2) Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on February 17, 2023.
- (3) Incorporated by reference to Exhibit 5.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 25, 2013.
- (4) Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on May 20, 2016.
- (5) Incorporated by reference to Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 9, 2007.
- (6) Incorporated by reference to Exhibit 10.9 to the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 1, 2023.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of South San Francisco, State of California, on this 1st day of March, 2023.

CYTOKINETICS, INCORPORATED

By: /s/ Robert I. Blum

Robert I. Blum  
President and Chief Executive Officer  
(Principal Executive Officer)

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert I. Blum, Ching Jaw, John Faurescu and Robert Wong jointly and severally, as his or her attorneys-in-fact, with full power of substitution in each, for him or her in any and all capacities to sign any amendments to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his or her substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Robert I. Blum</u> Robert I. Blum	President, Chief Executive Officer and Director (Principal Executive Officer)	March 1, 2023
<u>/s/ Ching Jaw</u> Ching Jaw	Senior Vice President, Chief Financial Officer (Principal Financial Officer)	March 1, 2023
<u>/s/ Robert Wong</u> Robert Wong	Vice President, Chief Accounting Officer (Principal Accounting Officer)	March 1, 2023
<u>/s/ John T. Henderson</u> John T. Henderson, M.B., Ch. B.	Chairman of the Board of Directors	March 1, 2023
<u>/s/ Muna Bhanji</u> Muna Bhanji	Director	March 1, 2023
<u>/s/ Santo J. Costa</u> Santo J. Costa	Director	March 1, 2023
<u>/s/ Robert A. Harrington</u> Robert A. Harrington, M.D.	Director	March 1, 2023
<u>/s/ Edward M. Kaye</u> Edward M. Kaye, M.D.	Director	March 1, 2023
<u>/s/ B. Lynne Parshall</u> B. Lynne Parshall, Esq.	Director	March 1, 2023

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/s/ Sanford D. Smith

Sanford D. Smith

Director

March 1, 2023

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/s/ Wendell Wierenga

Wendell Wierenga, Ph. D.

Director

March 1, 2023

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/s/ Nancy J. Wysenski

Nancy J. Wysenski

Director

March 1, 2023



Robert L. Jones  
T: +1 650 843 5034  
rjones@cooley.com

March 1, 2023

Cytokinetics, Incorporated  
350 Oyster Point Boulevard  
South San Francisco, CA 94080

Ladies and Gentlemen:

We have acted as counsel to Cytokinetics, Incorporated, a Delaware corporation (the "**Company**"), in connection with the filing of a registration statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") covering the offering of up to 1,000,000 shares (the "**Shares**") of the Company's Common Stock, par value \$0.001 per share, issuable pursuant to the Company's Amended and Restated 2004 Equity Incentive Plan (the "**Plan**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectus, (b) the Plan, (c) the Company's certificate of incorporation and bylaws, each as currently in effect, and (d) originals or copies certified to our satisfaction of such other records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, the Registration Statement and related prospectus, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

COOLEY LLP 3175 HANOVER STREET PALO ALTO, CA 94304-1130  
T: (650) 843-5000 F: (650) 849-7400 COOLEY.COM



Cytokinetics, Incorporated  
March 1, 2023  
Page Two

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act, or the rules and regulations of the Commission thereunder.

Sincerely,

**COOLEY LLP**

By: /s/ Robert L. Jones  
Robert L. Jones

COOLEY LLP 3175 HANOVER STREET PALO ALTO, CA 94304-1130  
T: (650) 843-5000 F: (650) 849-7400 COOLEY.COM

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated 2004 Equity Incentive Plan of Cytokinetics, Incorporated of our reports dated March 1, 2023, with respect to the consolidated financial statements of Cytokinetics, Incorporated and the effectiveness of internal control over financial reporting of Cytokinetics, Incorporated included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Mateo, California  
March 1, 2023

## Calculation of Filing Fee Table

**Form S-8**

(Form Type)

**CYTOKINETICS, INCORPORATED**

(Exact name of Registrant as specified in its charter)

**Table 1: Newly Registered Securities**

Security Type	Title of Securities to be Registered	Fee Calculation Rule	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock \$0.001 par value	Other (3)	1,000,000 (2)	\$42.03 (3)	\$42,030,000.00 (3)	\$110.20 per \$1,000,000	\$4,632.00
TOTAL			1,000,000		\$42,030,000.00		\$4,632.00

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Registrant’s common stock that become issuable under the plans set forth herein as a result of any stock dividend, stock split, recapitalization, or other similar transaction effected without the receipt of consideration that results in an increase to the number of outstanding shares of Registrant’s common stock.
- (2) Represents additional shares of common stock available for issuance under the Amended and Restated 2004 Equity Incentive Plan.
- (3) Estimated in accordance with Rule 457(h) and Rule 457(c) under the Securities Act solely for the purpose of calculating the total registration fee. The computation is based upon the average of the high and low prices of the Common Stock as reported on The Nasdaq Global Select Market on February 22, 2023.