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

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

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

Delaware
(State or other jurisdiction of
incorporation or organization)

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

**280 East Grand Avenue
South San Francisco, CA 94080**
(Address of principal executive offices)

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

Robert I. Blum
President and Chief Executive Officer
Cytokinetics, Incorporated
280 East Grand Avenue
South San Francisco, CA 94080
(650) 624-3000

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

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
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

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.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Amended and Restated 2004 Equity Incentive Plan, Common Stock \$0.001 par value	5,219,000	\$23.11	\$120,611,090.00	\$13,159.00
TOTAL:	5,219,000	—	\$120,611,090.00	\$13,159.00

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall cover any additional shares of the Company's common stock (the "Common Stock") which become issuable under the plan covered hereby by reason of any stock split, stock dividend, recapitalization or any other similar transaction without receipt of consideration which results in an increase in the number of shares of the outstanding Common Stock.
- (2) 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 May 6, 2021.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 5,219,000 shares of the Common Stock to be issued pursuant to the Amended and Restated 2004 Equity Incentive Plan (the "EIP"). 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), August 11, 2006 (File No. 333-136524), 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) and May 29, 2020 (File No. 333-238786) (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

<u>Exhibit Number</u>	<u>Description</u>
4.1(1)	<u>Amended and Restated Certificate of Incorporation.</u>
4.2(2)	<u>Certificate of Amendment of Amended and Restated Certificate of Incorporation.</u>
4.3(3)	<u>Amended and Restated Bylaws.</u>
4.4(4)	<u>Certificate of Amendment of Amended and Restated Certificate of Incorporation.</u>
4.4(5)	<u>Certificate of Amendment of Amended and Restated Certificate of Incorporation.</u>
4.4(6)	<u>Specimen Common Stock Certificate.</u>
5.1	<u>Opinion of Cooley LLP.</u>
23.1	<u>Consent of Independent Registered Public Accounting Firm.</u>
23.2	<u>Consent of Cooley LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (included on the signature page of this Form S-8).</u>
99.1(7)	<u>Amended and Restated 2004 Equity Incentive Plan.</u>

(1)	Incorporated by reference from 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 from the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 4, 2011.
(3)	Incorporated by reference from the Company's registration statement on Form S-1, registration number 333-112621, declared effective by the Securities and Exchange Commission on April 29, 2004.
(4)	Incorporated by reference from the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 25, 2013.
(5)	Incorporated by reference from the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on May 20, 2016.
(6)	Incorporated by reference from the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 9, 2007.
(7)	Incorporated by reference from the Company's definitive proxy statement, filed with the Securities and Exchange Commission on April 7, 2021.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant, Cytokinetics, Incorporated, a corporation organized and existing under the laws of the State of Delaware, 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 12th day of May, 2021.

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, Mark A. Schlossberg, 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)	May 12, 2021
<u>/s/ Ching Jaw</u> Ching Jaw	Senior Vice President, Chief Financial Officer (Principal Financial Officer)	May 12, 2021
<u>/s/ Robert Wong</u> Robert Wong	Vice President, Chief Accounting Officer (Principal Accounting Officer)	May 12, 2021
<u>/s/ L. Patrick Gage</u> L. Patrick Gage, Ph.D.	Chairman of the Board of Directors	May 12, 2021
<u>/s/ Muna Bhanji</u> Muna Bhanji	Director	May 12, 2021
<u>/s/ Robert Califf</u> Robert Califf, M.D.	Director	May 12, 2021
<u>/s/ Santo J. Costa</u> Santo J. Costa	Director	May 12, 2021
<u>/s/ John T. Henderson</u> John T. Henderson, M.B., Ch. B.	Director	May 12, 2021
<u>/s/ Edward M. Kaye</u> Edward M. Kaye, M.D.	Director	May 12, 2021
<u>/s/ B. Lynne Parshall</u> B. Lynne Parshall, Esq.	Director	May 12, 2021
<u>/s/ Sandford D. Smith</u> Sandford D. Smith	Director	May 12, 2021
<u>/s/ Wendell Wierenga</u> Wendell Wierenga, Ph. D.	Director	May 12, 2021
<u>/s/ Nancy Wysenski</u> Nancy Wysenski	Director	May 12, 2021



Michael E. Tenta
T: +1 650 843 5636
mtenta@cooley.com

May 12, 2021

Cytokinetics, Incorporated
280 East Grand Avenue
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 covering the offering of up to 5,219,000 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 Amended and Restated Certificate of Incorporation and Amended and Restated 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 we have determined 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
May 12, 2021
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We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

COOLEY LLP

By: /s/ Michael E. Tenta
Michael E. Tenta

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 February 26, 2021, 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, 2020, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Redwood City, California
May 12, 2021