
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

April 5, 2005 (April 1, 2005)
Date of Report (Date of earliest event reported)

CYTOKINETICS, INCORPORATED

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-50633
(Commission
File Number)

94-3291317
(IRS Employer
Identification No.)

280 East Grand Avenue
South San Francisco, California 94080
(Address of principal executive offices, including zip code)

(650) 624-3000
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

000-31803
(Commission
File Number)

77-0402448
(IRS Employer Identification No.)

3990 Freedom Circle, Santa Clara, CA
(Address of principal executive offices)

95054
(Zip Code)

(408) 919-3000
(Registrant's telephone number, including area code)

NOT APPLICABLE
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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[Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.](#)

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Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

(b) On April 1, 2005, Dr. William J. Rutter tendered his resignation from the Board of Directors of Cytokinetics, Incorporated (the "Company") as a Class I Director and as a member of the Audit Committee and Nominating and Governance Committee, with such resignations effective on April 5, 2005.

(d) On April 1, 2005, the Board of Directors of the Company and the Nominating and Governance Committee appointed Dr. James H. Sabry, an existing director of the Company, to fill Dr. Rutter's vacancy in the Class I Directors and appointed Mark McDade, a new director of the Company, to fill Dr. Sabry's vacancy in the Class III Directors, with such appointments effective as of April 5, 2005. In addition to the foregoing, the Nominating and Governance Committee may appoint Mr. McDade to one or more of the standing committees of the Board of Directors of the Company, but no such determination has been made as of the date hereof.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

The following exhibit is furnished as part of this Current Report on Form 8-K.

Exhibit No.	Description
99.1	Press Release, dated April 5, 2005

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CYTOKINETICS, INCORPORATED

/s/ James H. Sabry

James H. Sabry

President and Chief Executive Officer Date:

April 5, 2005

INDEX TO EXHIBITS

Exhibit No.	Description
99.1	Press Release, dated April 5, 2005

Contacts:

Cytokinetics, Inc.
 Robert I. Blum
 EVP, Corporate Development and Commercial Operations & CBO
 (650) 624-3000

Burns McClellan, Inc.
 Jonathan M. Nugent (investors)
 Justin Jackson (media)
 (212) 213-0006

CYTKINETICS ANNOUNCES CHANGES TO BOARD OF DIRECTORS
Company Announces Resignation of William J. Rutter, Ph.D. and Appointment of Mark McDade

South San Francisco, CA., April 5, 2005 — Cytokinetics, Incorporated (Nasdaq: CYTK) announced today that effective April 5, 2005, William J. Rutter, Ph.D. has resigned from the company's Board of Directors. The company also announced that effective as of the same date, Mark McDade has been appointed to the company's Board of Directors. Mr. McDade will serve as a Class III director until Cytokinetics' 2007 annual stockholder's meeting.

"We feel fortunate to have had the benefit of Bill's wise counsel over the past several years," stated James H. Sabry, M.D., Ph.D., Cytokinetics' President and Chief Executive Officer. "We have all benefited greatly from his insight, experience, judgment and tireless efforts. Bill has been valuable to the company as we progressed from our research platform rooted in cell biology to a company awaiting clinical proof-of-concept for our leading drug candidates in multiple therapeutic settings."

Mark McDade has been Chief Executive Officer and a Director of Protein Design Labs, Inc. (Nasdaq: PDLI) since November, 2002. From December, 2000 until November, 2002, he served as Chief Executive Officer of Signature BioScience, Inc. Previously, he was a co-founder and director of Corixa Corporation (Nasdaq: CRXA), where he served as Chief Operating Officer from September, 1994 through December, 1998 and as President and Chief Operating Officer from January, 1999 until his departure in late 2000. Mr. McDade also serves on the Board of Directors of Valentis, Inc. He received a B.A. in History from Dartmouth College and an M.B.A. from Harvard Business School.

"We are pleased to welcome Mark to our Board," stated Dr. Sabry. "He joins our Board as Cytokinetics' research and development capabilities are evolving towards later stage development and the planned commercialization of our drug candidates. Mark has a strong track record of building successful companies and has been involved in the development and commercialization phases of multiple pharmaceutical products. We look forward to his contributions at this important time in our company's evolution."

About Cytokinetics

Cytokinetics is a leading biopharmaceutical company focused on the discovery, development and commercialization of novel small molecule drugs that specifically target the cytoskeleton. The cytoskeleton is a complex biological infrastructure that plays a fundamental role within every human cell. Cytokinetics' focus on the cytoskeleton enables it to develop novel and potentially safer and more effective classes of drugs directed at treatments for cancer, cardiovascular disease and other diseases. Cytokinetics has developed a cell biology driven approach and proprietary technologies to evaluate the function of many interacting proteins in the complex environment of the intact human cell. Cytokinetics employs the PUMA™ system and Cytometrix™ technologies to enable early identification and automated prioritization of compounds that are highly selective for their intended protein targets without other cellular effects, and are thereby less likely to give rise to clinical side effects. Cytokinetics and GlaxoSmithKline have entered into a strategic alliance to discover, develop and commercialize small molecule therapeutics targeting human mitotic kinesins for applications in the treatment of cancer and other diseases. GlaxoSmithKline is conducting Phase II and Phase Ib clinical trials for SB-715992 and a Phase I clinical trial for SB-743921, each a drug candidate that has emerged from the strategic alliance. Cytokinetics' heart failure program is the second program to leverage the company's expertise in cytoskeletal pharmacology. Cytokinetics expects to enter human clinical trials in 2005 with a novel small molecule cardiac myosin activator for the treatment of heart failure. Additional information about Cytokinetics can be obtained at www.cytokinetics.com.

This press release contains forward-looking statements for purposes of the Private Securities Litigation Reform Act of 1995 (the "Act"). Cytokinetics disclaims any intent or obligation to update these forward-looking statements, and claims the protection of the Safe Harbor for forward-looking statements contained in the Act. Examples of such statements include, but are not limited to, statements relating to the expected timing, scope and results of our clinical development and research program, including Company milestones for 2005, initiation of clinical trials, and statements regarding the potential benefits of our drug candidates and potential drug candidates and the enabling capabilities of our proprietary technologies. Such statements are based on management's current expectations, but actual results may differ materially due to various factors. Such statements involve risks and uncertainties, including, but not limited to, those risks and uncertainties relating to difficulties or delays in development, testing, regulatory approval, production and marketing of Cytokinetics' drug candidates that could slow or prevent clinical development, product approval or market acceptance (including the risks relating to uncertainty of patent protection for Cytokinetics' intellectual property or trade secrets, Cytokinetics' ability to obtain additional financing if necessary and unanticipated research and development and other costs). For further information regarding these and other risks related to Cytokinetics' business, investors should consult Cytokinetics' filings with the Securities and Exchange Commission.

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