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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 2015 EMPLOYEE STOCK PURCHASE 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 300,000 shares of the Common Stock to be issued pursuant to the Amended and Restated 2015 Employee Stock Purchase Plan (the “ESPP”). The shares of the Common Stock previously reserved for issuance under the ESPP were registered on the Registrant’s Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission (the “SEC”) on [August 5, 2015](#) (File No. 333-206101), 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 ESPP are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

### ITEM 8. EXHIBITS

Exhibit Number	Description
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="#">Certificate of Amendment of Amended and Restated Certificate of Incorporation.</a>
4.6(6)	<a href="#">Certificate of Amendment of Amended and Restated Certificate of Incorporation.</a>
4.7(7)	<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(8)	<a href="#">Amended and Restated 2015 Employee Stock Purchase 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 November 17, 2023.
- (3) Incorporated by reference to Exhibit 3.2 to the Company’s Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 4, 2011.
- (4) 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.
- (5) 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.
- (6) Incorporated by reference to Exhibit 3.5 to the Company’s Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 3, 2023.
- (7) 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.
- (8) Incorporated by reference to Appendix A of the Company’s definitive proxy statement, filed with the Securities and Exchange Commission on March 26, 2020.

## 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 3rd day of June, 2024.

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, Sung Lee, 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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<hr/> <i>/s/ Robert I. Blum</i> Robert I. Blum	President, Chief Executive Officer and Director (Principal Executive Officer)	June 3, 2024
<hr/> <i>/s/ Sung Lee</i> Sung Lee	Executive Vice President, Chief Financial Officer (Principal Financial Officer)	June 3, 2024
<hr/> <i>/s/ Robert Wong</i> Robert Wong	Vice President, Chief Accounting Officer (Principal Accounting Officer)	June 3, 2024
<hr/> <i>/s/ John T. Henderson</i> John T. Henderson, M.B., Ch. B.	Chairman of the Board of Directors	June 3, 2024
<hr/> <i>/s/ Muna Bhanji</i> Muna Bhanji	Director	June 3, 2024
<hr/> <i>/s/ Santo J. Costa</i> Santo J. Costa	Director	June 3, 2024
<hr/> <i>/s/ Robert A. Harrington</i> Robert A. Harrington, M.D.	Director	June 3, 2024
<hr/> <i>/s/ Edward M. Kaye</i> Edward M. Kaye, M.D.	Director	June 3, 2024
<hr/> <i>/s/ B. Lynne Parshall</i> B. Lynne Parshall, Esq.	Director	June 3, 2024
<hr/> <i>s/ Wendell Wierenga</i> Wendell Wierenga, Ph. D.	Director	June 3, 2024
<hr/> <i>/s/ Nancy J. Wysenski</i> Nancy J. Wysenski	Director	June 3, 2024



Alan Hambelton  
T: +1 206-452-8756  
ahambelton@cooley.com

June 3, 2024

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 by the Company 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 300,000 shares (the "**Shares**") of the Company's Common Stock, par value \$0.001 per share, issuable pursuant to the Amended and Restated 2015 Employee Stock Purchase 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 amended and as currently in effect, and (d) such other records, documents, opinions, certificates, memoranda and 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 the related prospectus, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion has been or should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof and we have no obligation or responsibility to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

1700 SEVENTH AVENUE, SUITE 1900, SEATTLE, WA 98101-1355  
T: (206) 452 8700 F: (206) 452-8800 COOLEY.COM



Cytokinetics, Incorporated  
June 3, 2024  
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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 of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

**COOLEY LLP**

By: /s/ Alan Hambelton  
Alan Hambelton

1700 SEVENTH AVENUE, SUITE 1900, SEATTLE, WA 98101-1355  
T: (206) 452 8700 F: (206) 452-8800 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 2015 Employee Stock Purchase Plan of Cytokinetics, Incorporated of our reports dated February 28, 2024, 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, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Jose, California  
May 31, 2024

## 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)	300,000 (2)	\$47.785 (3)	\$14,335,500 (3)	0.00014760	\$2,116
TOTAL			300,000		\$14,335,500		\$2,116

- (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 2015 Employee Stock Purchase 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 May 28, 2024.