

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, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>		Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	(Do not check if a smaller reporting company)	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.

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	3,900,000 shares	\$12.90	\$50,310,000	\$6,263.59

(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 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 Registrant's outstanding common stock.

(2) Estimated in accordance with Rule 457(h) and Rule 457(c) under the Act solely for the purpose of calculating the total registration fee. No options have been granted with respect to such shares. The computation is based upon the average of the high and low prices of the Common Stock as reported on The NASDAQ Capital Market on November 2, 2017.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 3,900,000 shares of the Registrant's Common Stock to be issued pursuant to the Amended and Restated 2004 Equity Incentive Plan (the "EIP"). The shares of the Registrant's 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 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) and August 5, 2015 (File No. 333-206101).

PART II

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by Company with the Securities and Exchange Commission (the "Commission") are incorporated by reference into this Registration Statement:

- The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2016, filed on March 6, 2017;
- The Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2017, filed on May 4, 2017;
- The Company's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2017, filed on August 4, 2017;
- The Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2017, filed on November 3, 2017; and
- The Company's Current Reports on Form 8-K filed on February 2, 2017, March 2, 2017, March 20, 2017, March 22, 2017, March 23, 2017, March 29, 2017, April 4, 2017, May 9, 2017, May 15, 2017, May 19, 2017, June 29, 2017 (two filings), July 5, 2017, July 27, 2017, August 2, 2017, September 19, 2017, and October 31, 2017.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, other than specific sections of such documents as set forth therein, current reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all of the Registrant's ordinary shares offered have been sold or which deregisters all of such ordinary shares then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents.

For purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

None.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation's board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities, including reimbursement for expenses incurred, arising under the Securities Act.

The Registrant's amended and restated certificate of incorporation and amended and restated bylaws provide that the Registrant will indemnify its directors and officers, and may indemnify its employees and other agents, to the fullest extent permitted by the Delaware General Corporation Law. However, Delaware law prohibits the Registrant's certificate of incorporation from limiting the liability of the Registrant's directors for the following:

- any breach of the director's duty of loyalty to us or to our stockholders;
- acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- unlawful payment of dividends or unlawful stock repurchases or redemptions; and
- any transaction from which the director derived an improper personal benefit.

The Registrant has entered into indemnification agreements with each of its directors and officers. These agreements provide for the indemnification of such persons for all reasonable expenses and liabilities incurred in connection with any action or proceeding brought against them by reason of the fact that they are or were serving in such capacity.

The Registrant may maintain insurance policies that indemnify its directors and officers against various liabilities arising under the Securities Act and the Exchange Act that might be incurred by any director or officer in his capacity as such. The Registrant has obtained director and officer liability insurance to cover liabilities directors and officers may incur in connection with their services to the Registrant.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

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 Designation of Preferences, Rights and Limitations of Series A Convertible Preferred Stock.</u>
4.5(5)	<u>Certificate of Designation of Preferences, Rights and Limitations of Series B Convertible Preferred Stock.</u>
4.6(6)	<u>Certificate of Amendment of Amended and Restated Certificate of Incorporation.</u>
4.7(7)	<u>Specimen Common Stock Certificate.</u>
4.8(8)	<u>Registration Rights Agreement, dated as of December 29, 2006, by and between the Company and Amgen Inc.</u>
4.9(9)	<u>Form of Common Stock Warrant Agreement.</u>
4.10(9)	<u>Form of Preferred Stock Warrant Agreement.</u>
4.11(10)	<u>Form of Warrant.</u>
4.12(11)	<u>Form of Common Stock Warrant and Warrant Certificate.</u>
4.13(11)	<u>Form of Preferred Stock Warrant and Warrant Certificate.</u>
5.1	<u>Opinion of Cooley LLP.</u>
23.1	<u>Consent of PricewaterhouseCoopers LLP, 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(12)	<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 April 18, 2011.
(5)	Incorporated by reference from the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 20, 2012.
(6)	Incorporated by reference from the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 25, 2013.
(7)	Incorporated by reference from the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 9, 2007.
(8)	Incorporated by reference from the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on January 3, 2007.
(9)	Incorporated by reference from the Company's registration statement on Form S-3, registration number 333-178189, filed with the Securities and Exchange Commission on November 25, 2011.
(10)	Incorporated by reference from the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 6, 2012.
(11)	Incorporated by reference from the Company's registration statement on Form S-3, registration number 333-192125, filed with the Securities and Exchange Commission on November 6, 2013.
(12)	Incorporated by reference from the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 3, 2017.

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 3rd day of November, 2017.

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, and Peter S. Roddy, jointly and severally, as his attorneys-in-fact, with full power of substitution in each, for him 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, 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)	November 3, 2017
<u>/s/ CHING JAW</u> Ching Jaw	Senior Vice President, Chief Financial Officer (Principal Financial Officer)	November 3, 2017
<u>/s/ PETER S. RODDY</u> Peter S. Roddy	Senior Vice President, Chief Accounting Officer (Principal Accounting Officer)	November 3, 2017
<u>/s/ L. PATRICK GAGE, PH.D.</u> L. Patrick Gage, Ph.D.	Chairman of the Board of Directors	November 3, 2017
<u>/s/ SANTO J. COSTA</u> Santo J. Costa	Director	November 3, 2017
<u>/s/ JOHN T. HENDERSON, M.B. CH.B.</u> John T. Henderson, M.B. Ch.B.	Director	November 3, 2017
<u>/s/ EDWARD KAYE, M.D.</u> Edward Kaye, M.D.	Director	November 3, 2017
<u>/s/ B. LYNNE PARSHALL, ESQ.</u> B. Lynne Parshall, Esq.	Director	November 3, 2017
<u>/s/ SANDFORD D. SMITH</u> Sandford D. Smith	Director	November 3, 2017
<u>/s/ WENDELL WIERENGA, PH.D.</u> Wendell Wierenga, Ph.D.	Director	November 3, 2017



Exhibit 5.1

November 3, 2017

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 3,900,000 shares of the Company's Common Stock, par value \$0.001 per share (the "**EIP Shares**"), issuable pursuant to the Company's 2004 Equity Incentive Plan, as amended (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) such other documents, records, 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 and authenticity of all documents submitted to us as originals, and the conformity to originals of all documents submitted to us as copies thereof.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the EIP Shares, when sold and issued in accordance with the Plan, and 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).

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

153253068 v2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 6, 2017 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Cytokinetics, Incorporated's Annual Report on Form 10-K for the year ended December 31, 2016.

/s/ PricewaterhouseCoopers LLP
San Jose, CA
November 3, 2017