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CYTOKINETICS INC Form 8-K May 25, 2012

# 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

Date of Report (Date of Earliest Event Reported): May 22, 2012

# 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 (I.R.S. Employer Identification No.)

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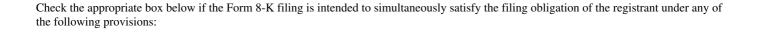
#### 280 East Grand Avenue, South San Francisco,

California 94080 (Address of principal executive offices) (Zip Code)

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

#### Not Applicable

Former name or former address, if changed since last report



- 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))

#### ITEM 5.07. Submission of Matters to a Vote of Security Holders.

On May 22, 2012, Cytokinetics, Inc. (the Company) held its Annual Meeting of Stockholders in South San Francisco, California. Of the 77,512,080 shares of the Company s common stock entitled to vote at the meeting, 64,151,528 shares of common stock, or 82.76% of the total eligible votes to be cast, were represented at the meeting in person or by proxy, constituting a quorum. The final results of voting for each matter submitted to a vote of stockholders at the meeting were as follows:

#### Proposal 1: Election of Directors

The stockholders elected Robert I. Blum, Denise M. Gilbert and Sandford D. Smith as Class II Directors, each to serve for a three-year term and until their successors are duly elected and qualified. The voting for each director was as follows:

Name	For	Withheld	<b>Broker Non-Vote</b>
Robert I. Blum	47,040,892	844,201	16,266,435
Denise M. Gilbert	47,187,547	697,546	16,266,435
Sandford D. Smith	47,155,993	729,100	16,266,435

#### Proposal 2: Ratification of Independent Registered Public Accounting Firm

The stockholders ratified the selection by the Audit Committee of the Board of Directors of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2012. The votes were as follows:

For	Against	Abstain	Broker Non-Vote
63,178,550	647,005	325,973	0

Proposal 3: Approval of increase in the number of authorized shares reserved for issuance under the Company s 2004 Equity Incentive Plan, as Amended

The stockholders approved an increase in the number of authorized shares reserved for issuance under the Company s 2004 Equity Incentive Plan, as amended, by 2,500,000 shares. The votes were as follows:

For	Against	Abstain	Broker Non-Vote
44,664,750	3,169,043	51,300	16,266,435

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#### **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

May 25, 2012 By: /s/ Sharon A. Barbari

Name: Sharon A. Barbari

Title: Executive Vice President, Finance and

Chief Financial Officer