

CYTOKINETICS INC
Form 8-K
August 10, 2018

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): August 8, 2018

Cytokinetics, Incorporated

(Exact name of registrant as specified in its charter)

Delaware 000-50633 94-3291317
(State or other jurisdiction) (Commission) (I.R.S. Employer)

of incorporation) File Number) Identification No.)

280 East Grand Avenue, South San
Francisco, 94080

California
(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

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:

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

As previously disclosed in the Current Report on Form 8-K filed on October 27, 2017, Cytokinetics, Incorporated (the “Company”) entered into a Second Amendment (the “Amendment”) to that certain loan and security agreement (the “Original Loan Agreement”) dated October 19, 2015 with Oxford Finance LLC (“Oxford”), as the collateral agent and a lenders party thereto.

On August 8, 2018, following the satisfaction of certain conditions related to Phase 2 data for reldesemtiv in spinal muscular atrophy specified in the Amendment, the Company drew an additional \$10.0 million.

In connection with Term Loan C, the Company issued to the Lenders warrants exercisable for 42,253 shares of the Company’s common stock (the “Warrants”). The Warrants are exercisable in whole or in part, immediately, and have a per share price of \$7.10, which was calculated based on the methodology provided in the Agreement.

The foregoing is only a summary of the material terms of the Agreement and the Warrants, and does not purport to be complete and is qualified in its entirety by reference to the full text of the Agreement and the Warrants.

Item 3.02 Unregistered Sales of Equity Securities.

The information set forth under Item 2.03 above that relates to the issuance of the Warrants is hereby incorporated by reference into Item 3.02.

The Warrants described in Item 2.03 above were offered and sold in reliance upon the exemption from registration provided by Section 4(a)(2) under the Securities Act of 1933, as amended (the “Securities Act”). The Warrants contain representations to support the Company’s reasonable belief that each of the recipients of such securities had access to information concerning the Company’s operations and financial condition, that each such recipient is acquiring the securities for its own account and not with a view to the distribution thereof, and that each such recipient is an “accredited investor” as defined by Rule 501 promulgated under the Securities Act.

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

August 8, 2018 *By: /s/ Ching Jaw*
Senior Vice President, Finance and
Chief Financial Officer