

CYTOKINETICS INC
Form 8-K
October 26, 2010

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):

October 26, 2010

Cytokinetics, Incorporated

(Exact name of registrant as specified in its charter)

Delaware

000-50633

94-3291317

(State or other jurisdiction
of incorporation)

(Commission
File Number)

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

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

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))

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Item 1.01 Entry into a Material Definitive Agreement.

On October 25, 2010, our October 2007 committed equity financing facility with Kingsbridge Capital Limited ("Kingsbridge") ("2007 CEFF") was amended to extend the expiration date of the agreement to the first to occur of March 31, 2011, or the purchase by Kingsbridge of the maximum number of shares available for sale under the 2007 CEFF. All other terms of the 2007 CEFF remain unchanged.

Subject to certain conditions and limitations, which include a minimum volume-weighted average price of \$2.00 for our common stock, from time to time under the 2007 CEFF, at our election, Kingsbridge is committed to purchase newly-issued shares of our common stock at a price between 90% and 94% of the volume-weighted average price on each trading day during an eight-day, forward-looking pricing period. The maximum number of shares we may issue in any pricing period is the lesser of 2.5% of our market capitalization immediately prior to the commencement of the pricing period or \$15.0 million. Further information regarding the 2007 CEFF may be found in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 11, 2010 and Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 4, 2010.

Item 9.01 Financial Statements and Exhibits.

Exhibit No. Description

10.77 Amendment No. 1 to Common Stock Purchase Agreement, dated October 15, 2007, by and between the Company and Kingsbridge Capital Limited.

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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

October 26, 2010

By: *Sharon Barbari*

Name: Sharon Barbari

Title: Executive Vice President, Finance and Chief Financial Officer

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Exhibit Index

| Exhibit No. | Description |
|--------------------|---|
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