

CYTOKINETICS INC  
Form 8-K  
May 20, 2016

**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 18, 2016**

**Cytokinetics, Incorporated**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

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

**000-50633**  
**(Commission**

**File Number)**

**94-3291317**  
**(I.R.S. Employer**

**Identification No.)**

**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))

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On May 18, 2016, Cytokinetics, Incorporated (the Company) amended its Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock of the Company from 81,500,000 shares to 163,000,000 shares. As described in Item 5.07 below, the stockholders of the Company approved the amendment at the Annual Meeting of Stockholders held on May 18, 2016 in South San Francisco, California (the Annual Meeting). The amendment became effective upon the filing of the Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company (the Certificate of Amendment) with the Secretary of State of the State of Delaware on May 18, 2016. A copy of the Certificate of Amendment is attached hereto as Exhibit 3.1 and incorporated herein by reference.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The following is a brief description of each matter voted upon at the Annual Meeting, as well as the number of votes cast for or against each matter and the number of abstentions and broker non-votes with respect to each matter. Of the 39,607,437 shares of the Company's common stock entitled to vote at the Annual Meeting, 33,045,322 shares of common stock, or 83.43%, of the total eligible votes to be cast, were represented at the Annual Meeting in person or by proxy, constituting a quorum. A more complete description of each matter is set forth in the Company's definitive proxy statement for the Annual Meeting, which was filed with the Securities and Exchange Commission on March 30, 2016.

***Proposal 1: Election of Directors***

The stockholders elected Santo J. Costa, John T. Henderson and B. Lynne Parshall as Class III 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:

<b>Name</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Vote</b>
Santo J. Costa	25,445,554	70,154	7,529,614
John T. Henderson	25,445,745	69,963	7,529,614
B. Lynne Parshall	25,444,263	71,445	7,529,614

***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, 2016. The votes were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
32,676,757	335,272	33,293	0

***Proposal 3: Approval of an amendment to the Amended and Restated Certificate of Incorporation to increase the number of authorized shares of the Company's common stock from 81,500,000 shares to 163,000,000 shares***

The stockholders approved an amendment to the Amended and Restated Certificate of Incorporation to increase the number of authorized shares of the Company's common stock from 81,500,000 shares to 163,000,000 shares. The votes were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
23,319,458	5,713,076	4,012,788	0

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

<b>Number</b>	<b>Description</b>
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Cytokinetics, Incorporated, filed with the Secretary of State of the State of Delaware on May 18, 2016.

**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 19, 2016

By: */s/ Sharon A. Barbari*

Name: *Sharon A. Barbari*

*Executive Vice President, Finance and Chief Financial*

Title: *Officer*

**EXHIBIT INDEX**

**EXHIBIT**

**NUMBER**

**DESCRIPTION**

3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Cytokinetics, Incorporated, filed with the Secretary of State of the State of Delaware on May 18, 2016.
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