

CYTOKINETICS INC  
Form 8-K  
December 02, 2011

**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): November 17, 2011

**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**  
(Address of principal executive offices)

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

**94080**  
(Zip Code)

**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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*(e) Compensatory Arrangements of Certain Officers.*

*Awards of Restricted Stock Unit Grants to Certain Named Executive Officers*

On November 17, 2011, the Board of Directors of Cytokinetics, Inc., a Delaware corporation (the Company), granted the following awards of restricted stock units ( Stock Units ) to all employees, including certain named executive officers of the Company set forth below.

| Name                                       | Number of Stock Units |
|--|-----------------------|
| Robert I. Blum                             |                       |
| President and Chief Executive Officer      | 350,000               |
| Sharon A. Barbari                          |                       |
| EVP Finance and Chief Financial Officer    | 200,000               |
| David Cragg                                |                       |
| SVP, Human Resources                       | 125,000               |
| Andrew A. Wolff, MD, FACC                  |                       |
| SVP Clinical R&D and Chief Medical Officer | 175,000               |

Fifty percent of each Stock Unit grant vests on September 4, 2012 and the remaining fifty percent vests on September 3, 2013, provided that the grantee remains a service provider to the Company through each applicable vesting date. The Board of Directors approved the grant and issuance of the Stock Units pursuant to the terms and conditions of the Company's 2004 Equity Incentive Plan, as amended. The form of restricted stock unit agreement is included as Exhibit 10.69 to this Current Report on Form 8-K and is incorporated herein by reference.

The above Stock Unit grants were previously reported on Form 4s filed with the Securities and Exchange Commission on November 21, 2012.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

| <i>Exhibit No.</i> | <i>Description</i>  |
|--------------------|---|
| 10.69              | Cytokinetics, Inc. Form of Restricted Stock Unit Agreement. |

**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

*December 2, 2011*

*By: /s/ Sharon Barbari*

*Name: Sharon Barbari*

*Title: Executive Vice President, Finance and Chief Financial Officer*

Exhibit Index

| <i>Exhibit<br/>No.</i> | <i>Description</i>  |
|------------------------|---|
| 10.69                  | Cytokinetics, Inc. Form of Restricted Stock Unit Agreement. |