

CYTOKINETICS INC
Form SC 13G
May 12, 2005

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549

OMB APPROVAL
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SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No.)***

CYTOKINETICS INCORPORATED

(Name of Issuer)

Common Stock

(Title of Class of Securities)

23282W100

(CUSIP Number)

December 31, 2004

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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CUSIP No. 24823Q107

- | | |
|-----|---|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Paul G. Allen |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/> |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization United States of America |
| 5. | Sole Voting Power -0- shares |
| 6. | Shared Voting Power 2,314,700 shares (1) |
| 7. | Sole Dispositive Power -0- shares |
| 8. | Shared Dispositive Power 2,314,700 shares (1) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 2,314,700 shares(1) |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9) 8.1%(2) |
| 12. | Type of Reporting Person (See Instructions) IN |

(1) Directly owned by Vulcan Ventures Incorporated Paul G. Allen is the sole shareholder of Vulcan Ventures Incorporated and may be deemed to have shared voting and dispositive power with respect to these shares.

(2) This percentage is based on 28,498,230 shares of common stock outstanding as of February 28, 2005 as reported on the Issuer's Proxy Statement filed with the SEC on April 6, 2005. Beneficial ownership is calculated in accordance with Rule 13d-3 promulgated under the Securities Exchange Act of 1934.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Vulcan Ventures Incorporated
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
State of Washington
- | | | |
|---|----|--|
| Number of Shares Beneficially Owned by Each Reporting Person With | 5. | Sole Voting Power -0- shares |
| | 6. | Shared Voting Power 2,314,700 shares (1) |
| | 7. | Sole Dispositive Power -0- shares |
| | 8. | Shared Dispositive Power 2,314,700 shares (1) |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,314,700 shares (2)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
8.1%(2)
12. Type of Reporting Person (See Instructions)
CO

(1) Directly owned by Vulcan Ventures Incorporated Paul G. Allen is the sole shareholder of Vulcan Ventures Incorporated and may be deemed to have shared voting and dispositive power with respect to these shares.

(2) This percentage is based on 28,498,230 shares of common stock outstanding as of February 28, 2005 as reported on the Issuer's Proxy Statement filed with the SEC on April 6, 2005. Beneficial ownership is calculated in accordance with Rule 13d 3 promulgated under the Securities Exchange Act of 1934.

Item 1.

- (a) Name of Issuer
Cytokinetics, Inc.
- (b) Address of Issuer's Principal Executive Offices
280 East Grand Ave.
South San Francisco, CA 94080

Item 2.

- (a) Name of Person Filing
Paul G. Allen and Vulcan Ventures Incorporated
- (b) Address of Principal Business Office or, if none, Residence
The address for both filing persons is as follows:

505 Union Station, Suite 900
Seattle, Washington 98104
- (c) Citizenship
Paul G. Allen is a citizen of the United States of America.
Vulcan Ventures Incorporated is a corporation organized under the laws of the State of Washington.
- (d) Title of Class of Securities
Common Stock
- (e) CUSIP Number
23282W100

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
 - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- Not applicable.

Item 4.

Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
2,314,700 shares (1)
- (b) Percent of class:
8.1% (2)
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
-0- shares
 - (ii) Shared power to vote or to direct the vote
2,314,700 shares (1)
 - (iii) Sole power to dispose or to direct the disposition of
-0- shares

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(iv) Shared power to dispose or to direct the disposition of
2,314,700 shares (1)

(1) The shares are owned directly by Vulcan Ventures Incorporated and beneficially by Paul G. Allen, the sole shareholder of Vulcan Ventures Incorporated and Mr. Allen may be deemed to have shared voting and dispositive power with respect to these shares.

(2) This percentage is based on 28,498,230 shares of common stock outstanding as of February 28, 2005 as reported on the Issuer's Proxy Statement filed with the SEC on April 6, 2005. Beneficial ownership is calculated in accordance with Rule 13d-3 promulgated under the Securities Exchange Act of 1934.

- Item 5. Ownership of Five Percent or Less of a Class**
If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .
- Item 6. Ownership of More than Five Percent on Behalf of Another Person**
Not applicable.
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**
Not applicable.
- Item 8. Identification and Classification of Members of the Group**
Not applicable.
- Item 9. Notice of Dissolution of Group**
Not applicable.
- Item 10. Certification**
Not applicable.
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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

May , 2005

VULCAN VENTURES INCORPORATED

By: /s/ W. Lance Conn

Name and Title:

W. Lance Conn, Executive Vice
President

May , 2005

/s/ W. Lance Conn

Paul G. Allen

*By: /s/ W. Lance Conn

Name:

/s/ W. Lance Conn
Attorney-in Fact for Paul G. Allen

EXHIBIT INDEX

| Exhibit | Description |
|----------------|------------------------|
| 99.1 | Joint Filing Agreement |
