

CYTOKINETICS INC
Form 8-K
May 20, 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): May 18, 2011

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

On May 18, 2011, Cytokinetics, Inc. (the Company) held its Annual Meeting of Stockholders in South San Francisco, California. Of the 66,916,100 shares of the Company's common stock entitled to vote at the meeting, 60,241,508 shares of common stock, or 90.03%, of the total eligible votes to be cast, were represented at the meeting in person or by proxy, constituting a quorum. The final results of voting for each matter submitted to a vote of stockholders at the meeting were as follows:

Proposal 1: Election of Directors

The stockholders elected L. Patrick Gage and Wendell Wierenga as Class I 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:

| Name | For | Withheld | Broker Non-Vote |
|------------------|------------|-----------|-----------------|
| L. Patrick | 43,210,744 | 2,065,194 | 14,965,570 |
| Wendell Wierenga | 43,471,132 | 1,804,806 | 14,965,570 |

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, 2011. The votes were as follows:

| For | Against | Abstain | Broker Non-Vote |
|------------|---------|-----------|-----------------|
| 57,568,195 | 779,152 | 1,894,161 | 0 |

Proposal 3: Approval of an Amendment to the Amended and Restated Certificate of Incorporation

The stockholders approved an amendment to the Company's Amended and Restated Certificate of Incorporation increasing the number of authorized shares of common stock from 170,000,000 shares to 245,000,000 shares. The votes were as follows:

| For | Against | Abstain | Broker Non-Vote |
|------------|------------|-----------|-----------------|
| 45,851,338 | 12,898,262 | 1,491,908 | 0 |

Proposal 4: Approval of the Material Terms of the Company's Amended 2004 Equity Incentive Plan

The stockholders approved the material terms of the Company's amended 2004 Equity Incentive Plan. The votes were as follows:

| For | Against | Abstain | Broker Non-Vote |
|------------|-----------|-----------|-----------------|
| 40,400,878 | 3,405,846 | 1,469,214 | 14,965,570 |

Proposal 5: Approval, On an Advisory Basis, of the Compensation of the Named Executive Officers

The stockholders approved, on an advisory basis, the compensation of the named executive officers as disclosed in the Company's proxy statement for the 2011 Annual Meeting of Stockholders. The votes were as follows:

| For | Against | Abstain | Broker Non-Vote |
|------------|------------|-----------|-----------------|
| 33,331,247 | 10,477,651 | 1,467,040 | 15,965,570 |

Proposal 6: Determination, on an Advisory Basis, of the Frequency of the Advisory Vote on Compensation of the Named Executive Officers

The advisory vote on the frequency with which the stockholders should hold future advisory votes on the compensation of the named executive officers received the following votes:

| Every 3 years | Every 2 years | Every year | Abstain | Broker Non-Vote |
|---------------|---------------|------------|-----------|-----------------|
| 26,679,215 | 151,701 | 16,925,191 | 1,519,831 | 15,965,570 |

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 20, 2011

By: */s/ Sharon A. Barbari*

Name: *Sharon A. Barbari*

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