

CYTOKINETICS INC  
Form 8-K  
May 24, 2013

**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 22, 2013**

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

On May 22, 2013, Cytokinetics, Inc. (the Company) held its Annual Meeting of Stockholders in South San Francisco, California. Of the 146,463,469 shares of the Company's common stock entitled to vote at the meeting, 106,956,427 shares of common stock, or 73.03%, 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 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:

| Name              | For        | Withheld   | Broker Non-Vote |
|-------------------|------------|------------|-----------------|
| Santo J. Costa    | 68,750,999 | 772,020    | 37,433,408      |
| John T. Henderson | 59,394,974 | 10,128,045 | 37,433,408      |
| B. Lynne Parshall | 68,431,589 | 1,091,430  | 37,433,408      |

***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, 2013. The votes were as follows:

| For         | Against | Abstain   | Broker Non-Vote |
|-------------|---------|-----------|-----------------|
| 101,298,137 | 656,797 | 5,001,493 | 0               |

***Proposal 3: Approval to Amend the Company's Amended and Restated Certificate of Incorporation to effect a reverse stock split.***

The stockholders approved an amendment the Company's Amended and Restated Certificate of Incorporation to effect a reverse stock split of the Company's common stock, whereby each outstanding 2, 3, 4, 5, or 6 shares would be combined, converted and changed into one share of common stock and for reverse stock splits in the range of 1-for-3 to 1-for-6, a reduction in the number of authorized shares of Common Stock from 245,000,000 to 163,000,000, 122,500,000, 98,000,000, or 81,500,000, respectively; to be determined by the Board of Directors prior to the Company's 2014 Annual Meeting of Stockholders. The votes were as follows:

| For        | Against   | Abstain   | Broker Non-Vote |
|------------|-----------|-----------|-----------------|
| 95,293,682 | 7,651,952 | 4,010,793 | 0               |

***Proposal 4: Approval of increase in the number of authorized shares reserved for issuance under the Company's 2004 Equity Incentive Plan, as Amended***

The stockholders approved an increase in the number of authorized shares reserved for issuance under the Company's 2004 Equity Incentive Plan, as amended, by 12,000,000 shares, prior to giving effect to any reverse stock split. The votes were as follows:

| For        | Against   | Abstain | Broker Non-Vote |
|------------|-----------|---------|-----------------|
| 67,136,234 | 2,180,353 | 206,432 | 37,433,408      |

***Proposal 5: Approval of increase in the number of authorized shares reserved for issuance under the Company's 2004 Employee Stock Purchase Plan***

The stockholders approved an increase in the number of authorized shares reserved for issuance under the Company's 2004 Employee Stock Purchase Plan by 1,000,000 shares, prior to giving effect to any reverse stock split. The votes were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|------------|----------------|----------------|------------------------|
| 67,815,208 | 1,637,473      | 70,338         | 37,433,408             |

**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 24, 2013

By: */s/ Sharon A. Barbari*

Name: *Sharon A. Barbari*

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