

CYTOKINETICS INC  
Form 8-K  
March 02, 2015

**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): March 2, 2015 (February 26, 2015)**

**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.)**

**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))

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

(e) On February 26, 2015, the Compensation & Talent Committee of the Board of Directors (the Committee) of Cytokinetics, Incorporated (the Company) determined that the Company met 97% of its corporate goals for 2014. This determination was based on progress in the advancement of the Company's skeletal and cardiac muscle R&D programs and the achievement of Business Development goals. The Committee also considered progress against objectives related to financial management and other research activities.

Also on February 26, 2015, the Committee voted to approve salary increases and the payment of a cash bonus for the Company's named executive officers (as defined in Item 402(a)(3) of Regulation S-K promulgated by the Securities and Exchange Commission) in connection with the performance of the Company and such officers for the fiscal year ended December 31, 2014. The bonus payments to the named executive officers were based on the individual executive's performance relative to his or her specified goals, the Company's performance relative to specified corporate goals, and other factors, including each executive's compensation relative to the Company's peer companies. In addition, the Committee exercised its discretion in determining each individual's overall achievement level. The salary increases for our named executive officers, which are effective as of March 1, 2015, were based on a review of each officer's respective 2014 performance relative to both the Company's and the individual's goals, the role each executive is expected to play in 2015, competitive salary data provided by third-party executive compensation consultants, and other factors.

The 2015 base salaries, 2015 target cash bonus amounts and cash bonus payments for 2014 performance for each of our named executive officers are listed in Exhibit 10.1 attached hereto and incorporated herein by reference.

Additional information regarding compensation of the named executive officers, including the factors considered by the Compensation Committee in determining compensation, will be included in the Company's proxy statement for its 2015 Annual Meeting.

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

(d) Exhibits

**Exhibit**

<b>Number</b>	<b>Description</b>
10.1	Compensation Information for the Company's Named Executive Officers.

**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, INC.

Dated: March 2, 2015

By: /s/ Sharon A. Barbari

Name: Sharon A. Barbari

Title: *Executive Vice President,*

*Finance and Chief Financial Officer*