

CYTOKINETICS INC  
Form 8-K  
May 23, 2014

**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 21, 2014**

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

On May 21, 2014, Cytokinetics, Inc. (the Company) held its Annual Meeting of Stockholders in South San Francisco, California. Of the 36,090,071 shares of the Company's common stock entitled to vote at the meeting, 31,400,828 shares of common stock, or 87.01%, 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:

<b>Name</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Vote</b>
L. Patrick Gage	22,513,317	439,857	8,447,654
Wendell Wierenga	22,511,711	441,463	8,447,654

***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, 2014. The votes were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
30,744,735	591,923	64,170	0

***Proposal 3: Advisory Vote on Executive Compensation***

The stockholders approved, on an advisory basis, the compensation of the named executive officers, as disclosed in the Company's Proxy Statement for the 2014 Annual Meeting of Shareholders. The votes were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
22,230,173	630,949	92,052	8,447,654

**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 23, 2014

By: */s/ Sharon A. Barbari*

Name: *Sharon A. Barbari*

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