

CYTOKINETICS INC
Form 4
November 16, 2012

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DOW STEPHEN M

(Last) (First) (Middle)

**C/O SEVIN ROSEN FUNDS, 13455
NOEL ROAD, SUITE 1670**

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CYTOKINETICS INC [CYTK]

3. Date of Earliest Transaction
(Month/Day/Year)
11/14/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D) Price			
Common Stock	11/14/2012		S		1,742,950 ⁽¹⁾	D \$ 0.6101 ⁽²⁾	1,421,052 ⁽³⁾	I	See Footnote
Common Stock							145,000 ⁽⁴⁾	I	See Footnote

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

DOW STEPHEN M
C/O SEVIN ROSEN FUNDS
13455 NOEL ROAD, SUITE 1670
DALLAS, TX 75240

X

Signatures

John V. Jaggars, As
Attorney-In-Fact

11/16/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Total shares of 1,742,950 represents 1,615,715 shares held directly by Sevin Rosen Fund VI L.P. ("SRFVI"), and 127,235 shares held directly by Sevin Rosen VI Affiliates Fund L.P. ("SRVI AFF"). Stephen M. Dow is the general partner of SRB Associates VI L.P. ("SRB VI"), the general partner of SRFVI and SRVI AFF, and disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares. The sale of common shares was effected pursuant to Rule 144 and involved the filing of a Form 144 and the making of certain representations.

The shares sold on this date were sold in multiple transactions. The price is the weighted average sales price per share of all shares sold on this date; the actual sale prices per share range from \$.6100 to \$.6450. The number of shares sold at each separate price will be provided to the Securities and Exchange Commission, Cytokinetics Incorporated and any Cytokinetics stockholder, upon request.

Following the reported transaction, 625,950 shares are held by Sevin Rosen Fund VII L.P., ("SRFVII"), 24,050 shares are held by Sevin Rosen VII Affiliates Fund L.P. ("SRVII AFF"), 755,631 shares are held by Sevin Rosen Fund VIII L.P. and 15,421 shares are held by Sevin Rosen VIII Affiliates Fund L.P. ("SRVIII AFF"). Dow is a general partner of SRB Associates VII L.P., the general partner of SRFVII and SRVII AFF, and a general partner of SRB Associates VIII L.P., the general partner of SRFVIII and SRVIII AFF. Dow disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares.

(4) Total common shares of 145,000 are held by The Dow Family Trust ("Dow Trust"). Dow is a trustee and beneficiary of the Dow Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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