

CYTOKINETICS INC  
Form SC 13G/A  
February 14, 2013

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

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)

(Amendment No. 1)<sup>1</sup>

Cytokinetics, Incorporated  
(Name of Issuer)

Common Stock, \$0.001 par value  
(Title of Class of Securities)

23282W 10 0  
(CUSIP Number)

December 31, 2012  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



CUSIP NO. 23282W 10 0

1 NAME OF REPORTING PERSON

Biotechnology Value Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		0 shares
	6	SHARED VOTING POWER
		8,151,158 (1)
	7	SOLE DISPOSITIVE POWER
		0 shares
	8	SHARED DISPOSITIVE POWER
		8,151,158 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,151,158 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.6%

12 TYPE OF REPORTING PERSON

PN

(1) Includes 2,880,468 shares of Common Stock currently issuable upon the exercise a certain warrant. See Item 4(a) for a full description of the Reporting Person's beneficial ownership.

CUSIP NO. 23282W 10 0

1 NAME OF REPORTING PERSON

Biotechnology Value Fund II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		0 shares
	6	SHARED VOTING POWER
		4,616,516 (1)
	7	SOLE DISPOSITIVE POWER
		0 shares
	8	SHARED DISPOSITIVE POWER
		4,616,516 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,616,516 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.2%

12 TYPE OF REPORTING PERSON

PN

(1) Includes 1,584,246 shares of Common Stock currently issuable upon the exercise of a certain warrant. See Item 4(a) for a full description of the Reporting Person's beneficial ownership.

CUSIP NO. 23282W 10 0

1 NAME OF REPORTING PERSON

Investment 10, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		0 shares
	6	SHARED VOTING POWER
		3,072,072 (1)
	7	SOLE DISPOSITIVE POWER
		0 shares
	8	SHARED DISPOSITIVE POWER
		3,072,072 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,072,072 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.1%

12 TYPE OF REPORTING PERSON

OO

(1) Includes 1,061,597 shares of Common Stock currently issuable upon the exercise of a certain warrant. See Item 4(a) for a full description of the Reporting Person's beneficial ownership.

CUSIP NO. 23282W 10 0

1 NAME OF REPORTING PERSON

BVF Partners L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		0 shares
	6	SHARED VOTING POWER
		15,839,746 (1)
	7	SOLE DISPOSITIVE POWER
		0 shares
	8	SHARED DISPOSITIVE POWER
		15,839,746 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,839,746 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.98% (2)

12 TYPE OF REPORTING PERSON

PN, IA

(1) Includes 5,526,311 shares of Common Stock currently issuable upon the exercise of certain warrants. See Item 4(a) for a full description of the Reporting Person's beneficial ownership.

(2) See Item 4.

CUSIP NO. 23282W 10 0

1 NAME OF REPORTING PERSON

BVF Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		0 shares
	6	SHARED VOTING POWER
		15,839,746 (1)
	7	SOLE DISPOSITIVE POWER
		0 shares
	8	SHARED DISPOSITIVE POWER
		15,839,746 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,839,746 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.98% (2)

12 TYPE OF REPORTING PERSON

CO

(1) Includes 5,526,311 shares of Common Stock currently issuable upon the exercise of certain warrants. See Item 4(a) for a full description of the Reporting Person's beneficial ownership.

(2) See Item 4.

CUSIP NO. 23282W 10 0

1 NAME OF REPORTING PERSON

Mark N. Lampert

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		0 shares
	6	SHARED VOTING POWER
		15,839,746 (1)
	7	SOLE DISPOSITIVE POWER
		0 shares
	8	SHARED DISPOSITIVE POWER
		15,839,746 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,839,746 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.98% (2)

12 TYPE OF REPORTING PERSON

IN

(1) Includes 5,526,311 shares of Common Stock currently issuable upon the exercise of certain warrants. See Item 4(a) for a full description of the Reporting Person's beneficial ownership.

(2) See Item 4.



CUSIP NO. 23282W 10 0

Item 1(a). Name of Issuer:

Cytokinetics, Incorporated, a Delaware corporation (the "Issuer").

Item 1(b). Address of Issuer's Principal Executive Offices:

280 East Grand Avenue  
South San Francisco, California 94080

Item 2(a). Name of Person Filing

Item 2(b). Address of Principal Business Office or, if None, Residence

Item 2(c). Citizenship

Biotechnology Value Fund, L.P. ("BVF")  
900 North Michigan Avenue, Suite 1100  
Chicago, Illinois 60611  
Citizenship: Delaware

Biotechnology Value Fund II, L.P. ("BVF2")  
900 North Michigan Avenue, Suite 1100  
Chicago, Illinois 60611  
Citizenship: Delaware

Investment 10, L.L.C. ("ILL10")  
900 North Michigan Avenue, Suite 1100  
Chicago, Illinois 60611  
Citizenship: Illinois

BVF Partners L.P. ("Partners")  
900 North Michigan Avenue, Suite 1100  
Chicago, Illinois 60611  
Citizenship: Delaware

BVF Inc.  
900 North Michigan Avenue, Suite 1100  
Chicago, Illinois 60611  
Citizenship: Delaware

Mark N. Lampert ("Mr. Lampert")  
900 North Michigan Avenue, Suite 1100  
Chicago, Illinois 60611  
Citizenship: United States

Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons."

Item 2(d). Title of Class of Securities:

Common Stock, \$0.001 par value (the "Common Stock")



CUSIP NO. 23282W 10 0

Item 2(e).

CUSIP Number:

23282W 10 0

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

/X/

Not Applicable

(a)        / /        Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).

(b)        / /        Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).

(c)        / /        Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) / / Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e)        / /        Investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E).

(f)        / /        Employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F).

(g)        / /        Parent holding company or control person in accordance with Section