

CYTOKINETICS INC
Form SC 13G/A
February 14, 2008

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 13d-2(b)
(Amendment No. 2)¹
Cytokinetics, Inc.
(Name of Issuer)
Common Stock
(Title of Class of Securities)
23282W 10 0
(CUSIP Number)
December 31, 2007
(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)

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).

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

Mayfield IX, a Delaware Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

6 SHARES BENEFICIALLY OWNED BY 1,781,358

SOLE DISPOSITIVE POWER

7 EACH REPORTING PERSON -0-

SHARED DISPOSITIVE POWER

8 WITH 1,781,358

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,781,358

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

o

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

3.6%

12 TYPE OF REPORTING PERSON

PN

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

Mayfield IX Management, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

6 SHARES BENEFICIALLY OWNED BY 1,875,113

SOLE DISPOSITIVE POWER

7 EACH REPORTING PERSON -0-

SHARED DISPOSITIVE POWER

8 WITH 1,875,113

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,875,113

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

o

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

3.8%

12 TYPE OF REPORTING PERSON

OO

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

Mayfield Associates Fund IV, a Delaware Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

6
SHARES BENEFICIALLY OWNED BY 93,755

SOLE DISPOSITIVE POWER

7
EACH REPORTING PERSON -0-

SHARED DISPOSITIVE POWER

8
WITH 93,755

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

93,755

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

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

0.2%

12 TYPE OF REPORTING PERSON

PN

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

Yogen K. Dalal

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 U.S.

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

6 SHARES BENEFICIALLY OWNED BY 2,031,713

SOLE DISPOSITIVE POWER

7 EACH REPORTING PERSON -0-

SHARED DISPOSITIVE POWER

8 WITH 2,031,713

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,031,713

10

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

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.1%

12

TYPE OF REPORTING PERSON

IN

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

F. Gibson Myers, Jr.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
U.S.

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 2,031,713

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON -0-

SHARED DISPOSITIVE POWER

8

WITH 2,031,713

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,031,713

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

o

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

4.1%

12 TYPE OF REPORTING PERSON

IN

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

Kevin A. Fong

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
U.S.

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 2,031,713

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON -0-

SHARED DISPOSITIVE POWER

8

WITH 2,031,713

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,031,713

10

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

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.1%

12

TYPE OF REPORTING PERSON

IN

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

William D. Unger

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 U.S.

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

6 SHARES BENEFICIALLY OWNED BY 2,031,713

SOLE DISPOSITIVE POWER

7 EACH REPORTING PERSON -0-

SHARED DISPOSITIVE POWER

8 WITH 2,031,713

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,031,713

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

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

4.1%

12 TYPE OF REPORTING PERSON

IN

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

Wendell G. Van Auken, III

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
U.S.

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES BENEFICIALLY **6**

OWNED BY 2,031,713

SOLE DISPOSITIVE POWER

EACH REPORTING **7**
PERSON -0-

SHARED DISPOSITIVE POWER

WITH **8**

2,031,713

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,031,713

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

o

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

4.1%

12 TYPE OF REPORTING PERSON

IN

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

A. Grant Heidrich, III

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
U.S.

SOLE VOTING POWER

5

NUMBER OF 54,040
(includes options to purchase 25,000 shares exercisable within 60 days of the date hereof.)

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **6**

1,875,113

SOLE DISPOSITIVE POWER

EACH REPORTING **7**

54,040
(includes options to purchase 25,000 shares exercisable within 60 days of the date hereof.)

SHARED DISPOSITIVE POWER

WITH **8**

1,875,113

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,929,153

(includes options to purchase 25,000 shares exercisable within 60 days of the date hereof.)

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

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

3.9%

TYPE OF REPORTING PERSON

12

IN

Item 1.

(a) Name of Issuer:

Cytokinetics, Inc.

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

280 East Grand Avenue
South San Francisco, CA 94080

Item 2.

(a) Name of Persons Filing:

Mayfield IX, a Delaware Limited Partnership
Mayfield IX Management, L.L.C.
Mayfield Associates Fund IV, a Delaware Limited Partnership
Yogen K. Dalal
F. Gibson Myers, Jr.
Kevin A. Fong
William D. Unger
Wendell G. Van Auken, III
A. Grant Heidrich, III

(b) Address of Principal Business Office:

c/o Mayfield Fund
2800 Sand Hill Road, Suite 250
Menlo Park, CA 94025

(c) Citizenship:

Mayfield IX, a Delaware Limited Partnership, and Mayfield Associates Fund IV, a Delaware Limited Partnership, are Delaware limited partnerships.

Mayfield IX Management, L.L.C. is a Delaware limited liability company.

The individuals listed in Item 2(a) are U.S. citizens.

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(d) Title of Class of Securities:

Common Stock

(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:

Not applicable

Item 4. Ownership.

The information regarding ownership as set forth in Items 5-9 of Pages 2-10 hereto, is hereby incorporated by reference.

For a summary of total ownership by all Reporting Persons, see Exhibit 3 hereto.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2008

MAYFIELD IX, A DELAWARE LIMITED
PARTNERSHIP

By: Mayfield IX Management, L.L.C.
Its General Partner

By: /s/ James T. Beck
James T. Beck, Authorized Signatory

MAYFIELD IX MANAGEMENT, L.L.C.

By: /s/ James T. Beck
James T. Beck, Authorized Signatory

MAYFIELD ASSOCIATES FUND IV,
A DELAWARE LIMITED PARTNERSHIP

By: Mayfield IX Management, L.L.C.
Its General Partner

By: /s/ James T. Beck
James T. Beck, Authorized Signatory

YOGEN K. DALAL

By: /s/ James T. Beck
James T. Beck, Attorney In Fact

F. GIBSON MYERS, JR.

By: /s/ James T. Beck
James T. Beck, Attorney In Fact

KEVIN A. FONG

By: /s/ James T. Beck
James T. Beck, Attorney In Fact

WILLIAM D. UNGER

By: /s/ James T. Beck
James T. Beck, Attorney In Fact

WENDELL G. VAN AUKEN, III

By: /s/ James T. Beck
James T. Beck, Attorney In Fact

A. GRANT HEIDRICH, III

By: /s/ James T. Beck
James T. Beck, Attorney In Fact

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EXHIBIT INDEX

Exhibit 1 - JOINT FILING AGREEMENT is hereby incorporated by reference to Exhibit 1 to the Statement on Schedule 13G dated February 14, 2005.

Exhibit 2 - POWERS OF ATTORNEY are hereby incorporated by reference to Exhibit 2 to the Statement on Schedule 13G dated February 14, 2005.

Exhibit 3 - OWNERSHIP SUMMARY

Page 15 of 16 pages.

EXHIBIT 3

| Name of Reporting Person | Number of Shares (Direct) (5) | Number of Shares (Indirect) | Percent of Class Beneficially Owned (1) |
|---|--|--|--|
| Mayfield IX, a Delaware Limited Partnership | 1,781,358(2) | -0- | 3.6% |
| Mayfield IX Management, L.L.C. | -0- | 1,875,113(2)(3) | 3.8% |
| Mayfield Associates Fund IV, a Delaware Limited Partnership | 93,755(3) | -0- | 0.2% |
| Yogen K. Dalal | -0- | 2,031,713(4)(6) | 4.1% |
| F. Gibson Myers, Jr. | -0- | 2,031,713(4)(6) | 4.1% |
| Kevin A. Fong | -0- | 2,031,713(4)(6) | 4.1% |
| William D. Unger | -0- | 2,031,713(4)(6) | 4.1% |
| Wendell G. Van Auken, III | -0- | 2,031,713(4)(6) | 4.1% |
| A. Grant Heidrich, III | 54,040(7) | 1,875,113(4) | 3.9% |
| Cell Trust | 142,895 | | 0.3% |
| Cell Trust II | 13,705 | | 0.0% |
| Total | 2,085,753(7) | | 4.2% |

(1) The respective percentages set forth in this column were obtained by dividing the number of shares by the aggregate number of shares outstanding as reported in the Issuer's Form 10-Q for the period ended September 30, 2007. The percentages for Mr. Heidrich and the total are calculated by dividing the number of shares (including 25,000 shares issuable upon

exercise of
options
exercisable
within 60 days
after the date
hereof) by the
number of
outstanding
shares plus
25,000.

- (2) Represents shares held directly by Mayfield IX, a Delaware Limited Partnership (Mayfield IX) of which Mayfield IX Management, L.L.C. (Mayfield IX Management) is the sole General Partner.
- (3) Represents shares held directly by Mayfield Associates Fund IV, a Delaware Limited Partnership (Mayfield Associates IV) of which Mayfield IX Management is the sole General Partner.
- (4) Includes shares held directly by Mayfield IX and Mayfield Associates IV. The individual Reporting

Persons listed are Managing Directors of Mayfield IX Management, which is the sole general partner of Mayfield IX and Mayfield Associates IV.

The individual Reporting

Persons may be deemed to have shared voting and dispositive power over the shares which are or may be deemed to be beneficially owned by Mayfield IX Management, Mayfield IX and Mayfield Associates IV, but disclaim such beneficial ownership.

- (5) Each individual Reporting Person expressly disclaims that he or she is the beneficial owner of any shares which are held by any other individual Reporting Person in his or her individual capacity.
- (6) Includes 142,895 shares held in Cell Trust and

13,705 shares held in Cell Trust II, each a trust for which the individual Reporting Persons, other than Mr. Heidrich, serve as trustees, and for each of which the individual Reporting Persons, other than Mr. Heidrich, or their family trusts are trustors and beneficiaries. The individual Reporting Persons, other than Mr. Heidrich, may be deemed to have shared voting and dispositive power over the shares held in Cell Trust and Cell Trust II, but disclaim such beneficial ownership.

- (7) Includes 29,040 shares held directly by the A. Grant and Jeanette Y. Heidrich Community Property Trust, of which Mr. Heidrich is a trustee and a beneficial owner. Also

includes director
options to
purchase 25,000
shares held by
Mr. Heidrich.

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