

CYTOKINETICS INC
Form SC 13G/A
February 11, 2009

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. 4)***

Cytokinetics, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

23282W100

(CUSIP Number)

December 31, 2008

(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)

*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 disclosures provided in a prior cover page.

The information required on 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).

(Continued on following pages)

Edgar Filing: CYTOKINETICS INC - Form SC 13G/A

1 Name of Reporting
 SS or I.R.S. Identification No. of Above Person
 Sevin Rosen Fund VI L.P. (SR VI)

Tax ID Number:

2 Check the Appropriate Box if a Member of a Group*
 (a) x
 (b) o

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 1,615,715 shares, except that SRB Associates VI L.P. (SRB VI), the general partner of SR VI, may be deemed to have sole power to vote these shares, and Jon W. Bayless (Bayless), Stephen M. Domenik (Domenik) Stephen M. Dow (Dow), John V. Jagers (Jagers), and Charles H. Phipps (Phipps), the general partners of SRB VI, may be deemed to have shared power to vote these shares.
6	Shared Voting Power See response to row 5.
7	Sole Dispositive Power 1,615,715 shares, except that SRB VI, the general partner of SR VI, may be deemed to have sole power to dispose of these shares, and Bayless, Domenik, Dow, Jagers and Phipps, the general partners of SRB VI, may be deemed to have shared power to dispose of these shares.
8	Shared Dispositive Power See response to row 7.

9 Aggregate Amount Beneficially Owned by Each Reporting Person
 1,615,715

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* o

11 Percent of Class Represented by Amount in Row 9
 3.24%

12 Type of Reporting Person*
 PN

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1 Name of Reporting
 SS or I.R.S. Identification No. of Above Person
 Sevin Rosen VI Affiliates Fund L.P. (SR VI A)

Tax ID Number:

2 Check the Appropriate Box if a Member of a Group*
 (a) x
 (b) o

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
 127,235 shares, except that SRB VI, the general partner of SR
 VI A, may be deemed to have sole power to vote these shares,
 and Bayless, Domenik, Dow, Jagers and Phipps, the general
 partners of SRB VI, may be deemed to have shared power to
 vote these shares.

6 Shared Voting Power
 See response to row 5.

7 Sole Dispositive Power
 127,235 shares, except that SRB VI, the general partner of SR
 VI A, may be deemed to have sole power to dispose of these
 shares, and Bayless, Domenik, Dow, Jagers and Phipps, the
 general partners of SRB VI, may be deemed to have shared
 power to dispose of these shares.

8 Shared Dispositive Power
 See response to row 7.

9 Aggregate Amount Beneficially Owned by Each Reporting Person
 127,235

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* o

11 Percent of Class Represented by Amount in Row 9
 0.25%

12 Type of Reporting Person*
 PN

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1 Name of Reporting
 SS or I.R.S. Identification No. of Above Person
 SRB Associates VI L.P. (SRB VI)

Tax ID Number:

2 Check the Appropriate Box if a Member of a Group*
 (a) x
 (b) o

3 SEC Use Only

4 Citizenship or Place of Organization
 Delaware

5 Sole Voting Power
 1,742,950 shares, of which 1,615,715 are directly owned by SR VI and 127,235 are directly owned by SR VI A. SRB VI, the general partner of SR VI and SR VI A, may be deemed to have sole power to vote these shares, and Bayless, Domenik, Dow, Jagers and Phipps, the general partners of SRB VI, may be deemed to have shared power to vote these shares.

Number of Shares Beneficially Owned by Each Reporting Person With
 6 Shared Voting Power
 See response to row 5.

7 Sole Dispositive Power
 1,742,950 shares, all of which 1,615,715 are directly owned by SR VI and 127,235 are directly owned by SR VI A. SRB VI, the general partner of SR VI and SRVI A, may be deemed to have sole power to dispose of these shares, and Bayless, Domenik, Dow, Jagers and Phipps, the general partners of SRB VI, may be deemed to have shared power to dispose of these shares.

8 Shared Dispositive Power
 See response to row 7.

9 Aggregate Amount Beneficially Owned by Each Reporting Person
 1,742,950

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* o

11 Percent of Class Represented by Amount in Row 9
 3.49%

12 Type of Reporting Person*
 PN

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1 Name of Reporting
 SS or I.R.S. Identification No. of Above Person
 Sevin Rosen Fund VII L.P. (SR VII)

Tax ID Number:

2 Check the Appropriate Box if a Member of a Group*
 (a) x
 (b) o

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
 625,950 shares, except that SRB Associates VII L.P. (SRB
 VII), the general partner of SR VII, may be deemed to have
 sole power to vote these shares, and Bayless, Domenik, Dow,
 Jagers, Phipps and Jackie Kimzey (Kimzey), the general
 partners of SRB VII, may be deemed to have shared power to
 vote these shares.

6 Shared Voting Power
 See response to row 5.

7 Sole Dispositive Power
 625,950 shares, except that SRB VII, the general partner of SR
 VII, may be deemed to have sole power to dispose of these
 shares, and Bayless, Domenik, Dow, Jagers, Phipps, and
 Kimzey, the general partners of SRB VII, may be deemed to
 have shared power to dispose of these shares.

8 Shared Dispositive Power
 See response to row 7.

9 Aggregate Amount Beneficially Owned by Each Reporting Person
 625,950

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* o

11 Percent of Class Represented by Amount in Row 9
 1.25%

12 Type of Reporting Person*
 PN

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1 Name of Reporting
 SS or I.R.S. Identification No. of Above Person
 Sevin Rosen VII Affiliates Fund L.P. (SR VII A)

Tax ID Number:

2 Check the Appropriate Box if a Member of a Group*
 (a) x
 (b) o

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
 24,050 shares, except that SRB VII, the general partner of SR VII A, may be deemed to have sole power to vote these shares, and Bayless, Domenik, Dow, Jagers, Phipps, and Kimzey, the general partners of SRB VII, may be deemed to have shared power to vote these shares.

6 Shared Voting Power
 See response to row 5.

7 Sole Dispositive Power
 24,050 shares, except that SRB VII, the general partner of SR VII A, may be deemed to have sole power to dispose of these shares, and Bayless, Domenik, Dow, Jagers, Phipps, and Kimzey, the general partners of SRB VII, may be deemed to have shared power to dispose of these shares.

8 Shared Dispositive Power
 See response to row 7.

9 Aggregate Amount Beneficially Owned by Each Reporting Person
 24,050

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* o

11 Percent of Class Represented by Amount in Row 9
 0.048%

12 Type of Reporting Person*
 PN

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1 Name of Reporting
 SS or I.R.S. Identification No. of Above Person
 SRB Associates VII L.P. (SRB VII)

Tax ID Number:

2 Check the Appropriate Box if a Member of a Group*
 (a) x
 (b) o

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
 650,000 shares, of which 625,950 are directly owned by SR VII and 24,050 are directly owned by SR VII A. SRB VII, the general partner of SR VII and SR VII A, may be deemed to have sole power to vote these shares, and Bayless, Domenik, Dow, Jagers, Phipps, and Kimzey, the general partners of SRB VII, may be deemed to have shared power to vote these shares.

6 Shared Voting Power
 See response to row 5.

7 Sole Dispositive Power
 650,000 shares, of which 625,950 are directly owned by SR VII and 24,050 are directly owned by SR VII A. SRB VII, the general partner of SR VII and SR VII A, may be deemed to have sole power to dispose of these shares, and Bayless, Domenik, Dow, Jagers, Phipps, and Kimzey, the general partners of SRB VII, may be deemed to have shared power to dispose of these shares.

8 Shared Dispositive Power
 See response to row 7.

9 Aggregate Amount Beneficially Owned by Each Reporting Person
 650,000

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* o

11 Percent of Class Represented by Amount in Row 9
 1.3%

12 Type of Reporting Person*
 PN

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1 Name of Reporting
 SS or I.R.S. Identification No. of Above Person
 Sevin Rosen Fund VIII L.P. (SR VIII)

Tax ID Number:

2 Check the Appropriate Box if a Member of a Group*
 (a) x
 (b) o

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
 755,631 shares, except that SRB Associates VIII L.P. (SRB
 VIII), the general partner of SR VIII, may be deemed to have
 sole power to vote these shares, and Bayless, Domenik, Dow,
 Jagers, Phipps, Kimzey and Alan R. Schuele (Schuele), the
 general partners of SRB VIII, may be deemed to have shared
 power to vote these shares.

6 Shared Voting Power
 See response to row 5.

7 Sole Dispositive Power
 755,631 shares, except that SRB VIII, the general partner of SR
 VIII, may be deemed to have sole power to dispose of these
 shares, and Bayless, Domenik, Dow, Jagers, Phipps, Kimzey
 and Schuele, the general partners of SRB VIII, may be deemed
 to have shared power to dispose of these shares.

8 Shared Dispositive Power
 See response to row 7.

9 Aggregate Amount Beneficially Owned by Each Reporting Person
 755,631

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* o

11 Percent of Class Represented by Amount in Row 9
 1.5%

12 Type of Reporting Person*
 PN

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1 Name of Reporting
 SS or I.R.S. Identification No. of Above Person
 Sevin Rosen VIII Affiliates Fund L.P. (SR VIII A)

Tax ID Number:

2 Check the Appropriate Box if a Member of a Group*
 (a) x
 (b) o

3 SEC Use Only

4 Citizenship or Place of Organization
 Delaware

5 Sole Voting Power
 15,421 shares, except that SRB VIII, the general partner of SR VIII A, may be deemed to have sole power to vote these shares, and Bayless, Domenik, Dow, Jagers, Phipps, Kimzey and Schuele, the general partners of SRB VIII, may be deemed to have shared power to vote these shares.

Number of Shares Beneficially Owned by Each Reporting Person With
 6 Shared Voting Power
 See response to row 5.

7 Sole Dispositive Power
 15,421 shares, except that SRB VIII, the general partner of SR VIII A, may be deemed to have sole power to dispose of these shares, and Bayless, Domenik, Dow, Jagers, Phipps, Kimzey and Schuele, the general partners of SRB VIII, may be deemed to have shared power to dispose of these shares.

8 Shared Dispositive Power
 See response to row 7.

9 Aggregate Amount Beneficially Owned by Each Reporting Person
 15,421

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* o

11 Percent of Class Represented by Amount in Row 9