As filed with the Securities and Exchange Commission on February 26, 2026

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CYTOKINETICS, INCORPORATED
(Exact name of registrant as specified in its charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	**94-3291317** (I.R.S. Employer Identification No.)

350 Oyster Point Boulevard
South San Francisco, CA 94080
(Address of Principal Executive Offices, Zip Code)

AMENDED AND RESTATED 2004 EQUITY INCENTIVE PLAN
(Full title of the plan)

Robert I. Blum
President and Chief Executive Officer
Cytokinetics, Incorporated
350 Oyster Point Boulevard
South San Francisco, CA 94080
(650) 624-3000
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Aaron K. Briggs
Gibson, Dunn & Crutcher LLP
One Embarcadero Center, Suite 2600
San Francisco, CA 94111
(415) 393-8200

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer”, “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 750,000 shares of the Common Stock to be issued pursuant to the Amended and Restated 2004 Equity Incentive Plan (the “EIP”). The shares of the Common Stock previously reserved for issuance under the EIP were registered on the Registrant’s Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission (the “SEC”) on May 4, 2004 (File No. 333-115146), June 20, 2005 (File No. 333-125973), April 14, 2006 (File No. 333-133323), February 28, 2007 (File No. 333-140963), March 14, 2008 (File No. 333-149713), August 7, 2008 (File No. 333-152850), August 6, 2009 (File No. 333-161116), August 4, 2010 (File No. 333-168520), August 5, 2011 (File No. 333-176089), August 6, 2012 (File No. 333-183091), August 7, 2013 (File No. 333-190458), August 5, 2015 (File No. 333-206101), November 3, 2017 (File No. 333-221348), March 4, 2020 (File No. 333-236889), May 29, 2020 (File No. 333-238786), May 13, 2021 (File No. 333-256054), November 5, 2021 (File No. 333-260840), May 31, 2022 (File No. 333-265316), March 1, 2023 (File No. 333-270182), and August 7, 2025 (File No. 333-289349) (collectively, the “Prior Registration Statements”).

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 750,000 shares of the Common Stock to be issued pursuant to the EIP in order to increase the pool from which the Registrant may grant inducement awards to certain individuals as an inducement material to entering into employment with the Registrant, within the meaning of Rule 5635(c)(4) of the Nasdaq Listing Rules. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements, to the extent relating to the registration of Common Stock issuable under the EIP are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

Item 8. Exhibits.

Exhibit No.	Exhibit Description
4.1(1)	Amended and Restated Certificate of Incorporation.
4.2(2)	Amended and Restated Bylaws.
4.3(3)	Certificate of Amendment of Amended and Restated Certificate of Incorporation.
4.4(4)	Certificate of Amendment of Amended and Restated Certificate of Incorporation.
4.5(5)	Certificate of Amendment of Amended and Restated Certificate of Incorporation.
4.6(6)	Certificate of Amendment of Amended and Restated Certificate of Incorporation.
4.7(7)	Certificate of Amendment of Amended and Restated Certificate of Incorporation.
4.8(8)	Specimen Common Stock Certificate.
5.1*	Opinion of Gibson, Dunn & Crutcher LLP.
23.1*	Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1).
23.2*	Consent of Independent Registered Public Accounting Firm.
24.1*	Power of Attorney (included on the signature page of this Form S-8).
99.1(9)	Amended and Restated 2004 Equity Incentive Plan.
107*	Filing Fee Table.

* Filed herewith.

(1) Incorporated by reference to Exhibit 3.1 to the Company’s registration statement on Form S-3, filed with the Securities and Exchange Commission on June 13, 2011.

(2) Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on November 17, 2023.

(3) Incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 4, 2011.

(4) Incorporated by reference to Exhibit 5.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 25, 2013.

(5) Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on May 20, 2016.

(6) Incorporated by reference to Exhibit 3.5 to the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 3, 2023.

(7) Incorporated by reference to Exhibit 4.7 to the Company's registration statement on Form S-8, filed with the Securities and Exchange Commission on August 7, 2025.

(8) Incorporated by reference to Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 9, 2007.

(9) Incorporated by reference to Appendix A of the Company's definitive proxy statement, filed with the Securities and Exchange Commission on April 10, 2025.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of South San Francisco, State of California, on this 26th day of February, 2026.

CYTOKINETICS, INCORPORATED

By: /s/ Robert I. Blum
Name: Robert I. Blum
Title: President and Chief Executive Officer
(Principal Executive Officer)

POWER OF ATTORNEY

Each person whose signature appears below appoints Robert I. Blum, Sung Lee and John Faurescu, and each of them, any of whom may act without the joinder of the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or would do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the dates indicated.

Signature	Title	Date
/s/ Robert I. Blum Robert I. Blum	President, Chief Executive Officer and Director (*Principal Executive Officer*)	February 26, 2026
/s/ Sung Lee Sung Lee	Executive Vice President, Chief Financial Officer (*Principal Financial Officer and Principal Accounting Officer*)	February 26, 2026
/s/ John T. Henderson John T, Henderson, M.B., Ch. B	Chairman of the Board of Directors	February 26, 2026
/s/ Muna Bhanji Muna Bhanji	Director	February 26, 2026
/s/ Robert A. Harrington Robert A. Harrington, M.D.	Director	February 26, 2026
/s/ Edward M. Kaye Edward M. Kaye, M.D.	Director	February 26, 2026
/s/ Robert E. Landry Roberty E. Landry	Director	February 26, 2026

/s/ B. Lynne Parshall B. Lynne Parshall, Esq.	Director	February 26, 2026
/s/ Wendell Wierenga Wendell Weirenga, Ph.D.	Director	February 26, 2026
/s/ Nancy J. Wysenski Nancy J. Wysenski	Director	February 26, 2026

Exhibit 5.1

GIBSON DUNN

February 26, 2026

Cytokinetics, Incorporated
350 Oyster Point Boulevard
South San Francisco, CA 94080

Re: *Registration Statement on Form S-8*

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") of Cytokinetics, Incorporated, a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 750,000 shares of the Company's Common Stock, par value $0.001 per share (the "Shares"). The Shares are to be issued under the Amended and Restated 2004 Equity Incentive Plan (the "Plan").

In arriving at the opinions expressed below, we have examined originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies, of the originals, of such documents, corporate records, certificates of officers of the Company and of public officials and other instruments as we have deemed necessary or advisable to enable us to render the opinions set forth below. In our examination, we have assumed without independent investigation the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies.

We have also assumed that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder. Based upon the foregoing, and subject to the assumptions, exceptions, qualifications and limitations set forth herein, we are of the opinion that the Shares, when issued and sold against payment therefor in accordance with the terms set forth in the Plan as set forth in the Registration Statement, will be validly issued, fully paid and non-assessable.

We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the "DGCL"). We are not admitted to practice in the State of Delaware; however, we are generally familiar with the DGCL as currently in effect and have made such inquiries as we consider necessary to render the opinions above. This opinion is limited to the effect of the current state of the DGCL and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such law or the interpretations thereof or such facts.

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name under the caption "Legal Matters" in the Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Gibson, Dunn & Crutcher LLP

Exhibit 23.2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated 2004 Equity Incentive Plan of Cytokinetics, Incorporated of our reports dated February 26, 2026, with respect to the consolidated financial statements of Cytokinetics, Incorporated and the effectiveness of internal control over financial reporting of Cytokinetics, Incorporated included in its Annual Report (Form 10-K) for the year ended December 31, 2025, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Jose, California
February 26, 2026

Calculation of Filing Fee Tables

S-8

CYTOKINETICS INC

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Common Stock $0.001 par value	Other	750,000	$ 65.64	$ 49,230,000.00	0.0001381	$ 6,799.00
				Total Offering Amounts:		$ 49,230,000.00		$ 6,799.00
				Total Fee Offsets:				$ 0.00
				Net Fee Due:				$ 6,799.00

Offering Note

1 Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable under the plans set forth herein as a result of any stock dividend, stock split, recapitalization, or other similar transaction effected without the receipt of consideration that results in an increase to the number of outstanding shares of Registrant's common stock. Represents additional shares of common stock available for issuance under the Amended and Restated 2004 Equity Incentive Plan. Estimated in accordance with Rule 457(h) and Rule 457(c) under the Securities Act solely for the purpose of calculating the total registration fee. The computation is based upon the average of the high and low prices of the Common Stock as reported on The Nasdaq Global Select Market on February 25, 2026.

Table 2: Fee Offset Claims and Sources

☑Not Applicable

		Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
Rule 457(p)												
Fee Offset Claims	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Fee Offset Sources	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A