

CYTOKINETICS INC
Form SC 13G
December 29, 2014

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

Schedule 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO § 240.13d-2

(Amendment No.)*

Cytokinetics, Incorporated
(Name of Issuer)

Common Stock, \$0.001 Par Value Per Share
(Title of Class of Securities)

23282W605
(CUSIP Number)

December 26, 2014
(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 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.

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1 NAMES OF REPORTING PERSONS

Astellas Pharma Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(SEE

INSTRUCTIONS)

(a) ☐(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Japan

NUMBER OF
SHARES

5

SOLE VOTING POWER

2,040,816

BENEFICIALLY
OWNED BY

6

SHARED VOTING POWER

0

EACH

7

SOLE DISPOSITIVE POWER

REPORTING

2,040,816

PERSON

8

SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,040,816

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

(SEE INSTRUCTIONS)

☐

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

5.28%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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Item 1(a)

Name of Issuer:

Cytokinetics, Incorporated

Item 1(b)

Address of Issuer's Principal Executive Offices:

280 East Grand Avenue

South San Francisco, CA 94080

Item 2(a)

Name of Person Filing:

Astellas Pharma Inc.

Item 2(b)

Address of Principal Business Office or, if none, Residence:

5-1, Nihonbashi-Honcho 2-chome
Chuo-ku, Tokyo 103-8411
Japan

Item 2(c)

Citizenship:

Japan

Item 2(d)

Title of Class of Securities:

Common Stock, \$0.001 par value per share

Item 2(e)

CUSIP No.:

23282W605

Item 3 If this statement is filed pursuant to §§ 240 13d-1(b), or 240 13d-2(b) or (c), check whether the person filing is
a:

Not applicable.

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Item 4

Ownership:

- (a) Amount beneficially owned: 2,040,816
- (b) Percent of class: 5.28%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 2,040,816
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 2,040,816
 - (iv) Shared power to dispose or to direct the disposition of: 0

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 each of the Reporting Persons has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. o

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:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

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SIGNATURE

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

Dated: December 26, 2014

ASTELLAS PHARMA INC.

By:

/s/ Akira Kamimura
Akira Kamimura
Executive Director, Finance