

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2001-08-03** | Period of Report: **2000-08-07**  
SEC Accession No. **0000891618-01-501693**

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FILER

**CV THERAPEUTICS INC**

CIK: **921506** | IRS No.: **431570294** | State of Incorpor.: **DE** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: **000-21643** | Film No.: **1696657**  
SIC: **2836** Biological products, (no disgnostic substances)

Mailing Address  
3172 PORTER DRIVE  
PALO ALTO CA 94304

Business Address  
3172 PORTER DR  
PALO ALTO CA 94304  
6508120585

As filed with the Securities and Exchange Commission on August 3, 2001

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**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities and Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 7, 2000**

**CV THERAPEUTICS, INC.**

**(Exact name of Registrant as specified in its charter)**

**Delaware  
(State or other jurisdiction of  
incorporation or organization)**

**0-21643  
(Commission File No.)**

**45-1570294  
(I.R.S. Employer  
Identification No.)**

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**3172 Porter Drive  
Palo Alto, California 94304  
(Address of Principal Executive Offices including Zip Code)**

**(650) 812-0585  
(Registrant' s Telephone Number, Including Area Code)**

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Exhibits.

5.1 Opinion of Latham & Watkins.

[Latham & Watkins Letterhead]

August 2, 2001

CV Therapeutics, Inc.  
3172 Porter Drive  
Palo Alto, California 94304

Re: Issuance of 378,349 Shares of Common Stock of CV  
Therapeutics, Inc.

Ladies and Gentlemen:

In connection with the issuance by CV Therapeutics, Inc. (the "Company") to Acqua Wellington North American Equities Fund, Ltd. of 378,349 shares of the Company's common stock, par value \$0.001 per share (the "Shares"), pursuant to the registration statement on Form S-3 (File No. 333-59318) (the "Registration Statement") filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended, a prospectus dated July 23, 2001 (the "Prospectus") and a prospectus supplement dated August 2, 2001, you have requested our opinion with respect to the matters set forth below.

In our capacity as your special counsel in connection with such registration, we are familiar with the proceedings taken and proposed to be taken by the Company in connection with the authorization, issuance and sale of the Shares. In addition, we have made such legal and factual examinations and inquiries, including an examination of originals and copies certified or otherwise identified to our satisfaction of such documents, corporate records and instruments, as we have deemed necessary or appropriate for purposes of this opinion.

In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to authentic original documents of all documents submitted to us as copies.

We are opining herein as to the effect on the subject transaction only of the General Corporation Law of the State of Delaware, and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction or any other laws, or as to any matters of municipal law or the laws of any local agencies within any state.

Subject to the foregoing and the other matters set forth herein, it is our opinion that as of the date hereof, the Shares are validly issued, fully

paid and nonassessable.

We consent to your filing this opinion with a Current Report on Form 8-K and to the reference to our firm under the caption "Legal Matters" in the Prospectus.

Very truly yours,

/s/ Latham & Watkins