

RIGEL PHARMACEUTICALS INC  
Form S-3MEF  
May 25, 2011

As filed with the Securities and Exchange Commission on May 25, 2011

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-3**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**RIGEL PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

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

**94-3248524**  
(I.R.S. Employer Identification No.)

**1180 Veterans Boulevard**  
**South San Francisco, CA 94080**  
**(650) 624-1100**

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(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**James M. Gower**

**Chairman of the Board and Chief Executive Officer**

**Rigel Pharmaceuticals, Inc.**

**1180 Veterans Boulevard**

**South San Francisco, CA 94080**

**(650) 624-1100**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**Copies to:**

**Suzanne Sawochka Hooper**

Cooley LLP

3175 Hanover Street

Palo Alto, CA 94304-1130

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**Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.**

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  **333-171159**

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If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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### CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities To Be Registered(1) | Proposed Maximum Aggregate Offering Price(2) | Amount of Registration Fee(3) |
|---|--|-------------------------------|
| Common Stock, par value \$0.001 per share             | \$ 25,000,000                                | \$ 2,902.50                   |

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(1) There are being registered hereunder such indeterminate number of shares of Common Stock as shall have an aggregate initial offering price not to exceed \$25,000,000.

(2) The proposed maximum aggregate offering price per share will be determined by the Registrant in connection with the issuance by the Registrant of the shares of Common Stock registered hereunder.

(3) Calculated pursuant to Rule 457(o) under the Securities Act.

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**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act of 1933.**



**EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This Registration Statement is being filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, and General Instruction IV(A) to Form S-3 to register an additional \$25,000,000 of the Registrant's common stock, par value \$0.001 per share. In accordance with Rule 462(b), this Registration Statement incorporates by reference the contents of the Registrant's Registration Statement on Form S-3 (File No. 333-171159), filed with the Securities and Exchange Commission on December 14, 2010 and declared effective by the Securities and Exchange Commission on January 7, 2011, including all exhibits thereto and all information incorporated by reference therein, other than the exhibits included herein.

The required opinions and consents are listed on the Exhibit Index attached to and filed with this registration statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-3 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 the 25th day of May, 2011.

**RIGEL PHARMACEUTICALS, INC.**

By: /s/ JAMES M. GOWER  
**Name:** **James M. Gower**  
**Title:** *Chairman of the Board  
and Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on the date set forth opposite their name.

| Signatures                             | Title  | Date         |
|--|--|--------------|
| /s/ JAMES M. GOWER<br>James M. Gower   | Chairman of the Board, Chief Executive Officer and Director<br><i>(Principal Executive Officer)</i>          | May 25, 2011 |
| /s/ RYAN D. MAYNARD<br>Ryan D. Maynard | Executive Vice President and Chief Financial Officer <i>(Principal<br/>Financial and Accounting Officer)</i> | May 25, 2011 |
| *<br>Donald G. Payan                   | Executive Vice President, President of Discovery and Research,<br>and Director                               | May 25, 2011 |
| *<br>Bradford S. Goodwin               | Director   | May 25, 2011 |
| *<br>Gary A. Lyons                     | Director   | May 25, 2011 |
| *<br>Walter H. Moos                    | Director   | May 25, 2011 |
| *<br>Hollings C. Renton                | Director   | May 25, 2011 |
| *<br>Peter S. Ringrose                 | Director   | May 25, 2011 |
| *<br>Stephen A. Sherwin                | Director   | May 25, 2011 |

\*By: /s/ JAMES M. GOWER  
**James M. Gower**  
**Attorney-in-Fact**



**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description of the Document</b>                       |
|---------------------------|--|
| 5.1                       | Opinion of Cooley LLP                                    |
| 23.1                      | Consent of Independent Registered Public Accounting Firm |
| 23.2                      | Consent of Cooley LLP (included in Exhibit 5.1)          |
| 24.1                      | Power of Attorney (1)                                    |

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(1) Previously filed on the signature page to the Registrant's Registration Statement on Form S-3 (File No. 333-171159), filed with the Securities and Exchange Commission on December 14, 2010, and incorporated by reference herein.