

RIGEL PHARMACEUTICALS INC
Form S-3MEF
October 04, 2017

As filed with the U.S. Securities and Exchange Commission on October 4, 2017

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Rigel Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

2834
(Primary Standard Industrial Classification
Code Number)

68-0454536
(I.R.S. Employer Identification No.)

1180 Veterans Blvd.

South San Francisco, California 94080

(650) 624-1100

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

Raul R. Rodriguez

Chief Executive Officer

1180 Veterans Blvd.

South San Francisco, California 94080

(650) 624-1100

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

Copies to:

David Peinsipp

Carlton Fleming

Cooley LLP

101 California Street, 5th Floor

San Francisco, California 94111-5800

(415) 693-2000

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective.

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 of the same offering. 333-203956

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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, 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 | <input type="checkbox"/> | Accelerated filer | <input checked="" type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |
| Emerging growth company | <input type="checkbox"/> | | |

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.

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Proposed Maximum Aggregate Offering Price(1) | Amount of Registration Fee(2) |
|-------------------------------------------|----------------------------------------------------|----------------------------------|
| Common Stock, \$0.001 par value per share | \$ 1,627,997 | \$ 203 |

(1) The registrant previously registered securities at an aggregate offering price not to exceed \$150,000,000 on a Registration Statement on Form S-3 (File No. 333-203956), which was filed by the registrant on May 7, 2015 and declared effective on July 13, 2015 (the Prior Registration Statement). In accordance with Rule 462(b) under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of \$1,627,997 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares, representing no more than 20% of the maximum aggregate offering price of unsold securities under the Prior Registration Statement. In no event will the maximum aggregate offering price of all securities issued pursuant to this Registration Statement and the Prior Registration Statement exceed that registered under such Registration Statements.

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

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

**EXPLANATORY NOTE AND
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement is being filed with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement incorporates by reference the contents of, including any and all prospectus supplements and all amendments and exhibits thereto and all information incorporated by reference therein, the Registration Statement on Form S-3 (File No. 333-203956), which was filed by the registrant on May 7, 2015 and declared effective on July 13, 2015, and is being filed solely for the purpose of registering an additional \$1,627,997 of the Company's securities.

The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 5.1 | <u>Opinion of Cooley LLP.</u> |
| 23.1 | <u>Consent of Cooley LLP (included in Exhibit 5.1).</u> |
| 23.2 | <u>Consent of Independent Registered Public Accounting Firm.</u> |
| 24.1 | <u>Powers of Attorney (included in registrant's Registration Statement on Form S-3 (File No. 333-203956) filed with the Securities and Exchange Commission on May 7, 2015 and incorporated herein by reference).</u> |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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, California, on October 4, 2017.

RIGEL PHARMACEUTICALS, INC.

By: /s/ Raul R. Rodriguez
 Raul R. Rodriguez
 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 and on the dates indicated.

| Signature | Title | Date |
|--------------------------------------------|-------------------------------------------------------------------------------------------------------------|-----------------|
| /s/ Raul R. Rodriguez Raul R. Rodriguez | President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i> | October 4, 2017 |
| * Ryan D. Maynard | Executive Vice President and Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i> | October 4, 2017 |
| * Gary A. Lyons | Chairman of the Board of Directors | October 4, 2017 |
| * Bradford S. Goodwin | Director | October 4, 2017 |
| Keith A. Katkin | Director | |
| Brian L. Kotzin | Director | |
| * Walter H. Moos | Director | October 4, 2017 |
| * Peter S. Ringrose | Director | October 4, 2017 |

*By: /s/ Raul R. Rodriguez
 Raul R. Rodriguez

Attorney-in-fact