

RIGEL PHARMACEUTICALS INC  
Form S-8  
November 04, 2008

As filed with the Securities and Exchange Commission on November 4, 2008

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

Washington, D.C. 20549

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**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**RIGEL PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

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

**1180 Veterans Boulevard**  
**South San Francisco, California 94080**

**(650) 624-1100**

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(Address of principal executive offices)

**2000 Equity Incentive Plan**

**2000 Non-Employee Directors Stock Option Plan**

(Full title of the plans)

**James M. Gower**

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

**Rigel Pharmaceuticals, Inc.**

**1180 Veterans Boulevard**

**South San Francisco, California 94080**

**(650) 624-1100**

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

**Copy to:**

**Suzanne Sawochka Hooper, Esq.**

**Cooley Godward Kronish LLP**

Five Palo Alto Square

3000 El Camino Real

Palo Alto, CA 94306

(650) 843-5000

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. (Check one):

Large accelerated filer

Accelerated filer

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

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share(2)</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee</b>
Common Stock (par value \$0.001)	3,450,000 shares	\$ 7.15	\$ 24,667,500	\$ 969.43

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement shall cover any additional shares of common stock which become issuable under the plans covered hereby by reason of any stock dividend, stock split, recapitalization or any other similar transaction without receipt of consideration which results in an increase in the number of shares of the Registrant's outstanding common stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) under the Securities Act. The offering price per share and aggregate offering price are based upon the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq Global Market on October 28, 2008. The following chart illustrates the calculation of the registration fee.

<b>Title of Shares to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>
Shares issuable pursuant to the 2000 Equity Incentive Plan	3,350,000	\$ 7.15	\$ 23,952,500
Shares issuable pursuant to the 2000 Non-Employee Directors' Stock Option Plan	100,000	\$ 7.15	\$ 715,000
Proposed Maximum Aggregate Offering Price	3,450,000	\$ 7.15	\$ 24,667,500

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

**Part II**

**Explanatory Note**

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional (a) 3,350,000 shares of the Registrant's common stock to be issued pursuant to the Registrant's 2000 Equity Incentive Plan, and (b) 100,000 shares of the Registrant's common stock to be issued pursuant to the Registrant's 2000 Non-Employee Directors' Stock Option Plan.

**INCORPORATION BY REFERENCE OF CONTENTS OF  
REGISTRATION STATEMENTS ON FORM S-8**

The contents of the Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission on December 18, 2007 (File No. 333-148132), December 20, 2006 (File No. 333-139516), June 1, 2006 (File No. 333-134622), June 17, 2005 (File No. 333-125895), January 8, 2004 (File No. 333-111782), July 15, 2003 (File No. 333-107062), June 26, 2003 (File No. 333-106532), October 30, 2001 (File No. 333-72492) and December 4, 2000 (File No. 333-51184) are incorporated by reference herein.

**EXHIBITS**

**Exhibit  
Number**

- 4.1 (1) Amended and Restated Certificate of Incorporation of the Registrant.
- 4.2 (2) Amended and Restated Bylaws of the Registrant.
- 4.3 (1) Specimen Common Stock Certificate.
- 5.1 Opinion of Cooley Godward Kronish LLP.
- 15.1 (5) Letter regarding unaudited interim financial information.
- 23.1 Consent of Independent Registered Public Accounting Firm.
- 23.2 Consent of Cooley Godward Kronish LLP. Reference is made to Exhibit 5.1.
- 24.1 Power of Attorney is contained on the signature pages to this Registration Statement.
- 99.1 (4) 2000 Non-Employee Directors Stock Option Plan, as amended and restated.
- 99.2 (3) 2000 Equity Incentive Plan, as amended and restated.

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(1) Documents incorporated by reference to the Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 24, 2003.

(2) Document incorporated by reference to the Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on February 2, 2007.

(3) Document incorporated by reference to the Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on May 30, 2008.

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(4) Document incorporated by reference to the Registrant's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 5, 2008.

(5) Document incorporated by reference to the Registrant's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 4, 2008.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 November 3, 2008.

**RIGEL PHARMACEUTICALS, INC.**

By: */s/ RYAN D. MAYNARD*  
Ryan D. Maynard  
Vice President and Chief Financial Officer

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints James M. Gower and Ryan D. Maynard, and each of them, as true and lawful attorneys-in-fact and agents, with full powers of substitution and resubstitution, for them and in their 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 other documents in connection therewith, with the Securities and Exchange Commission (the SEC), and generally to do all such things in their names and behalf in their capacities as officers and directors to enable the Registrant to comply with the provisions of the Securities Act and all requirements of the SEC, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<i>/s/ James M. Gower</i> James M. Gower	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	November 3, 2008
<i>/s/ Ryan D. Maynard</i> Ryan D. Maynard	Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	November 3, 2008

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/s/ Donald G. Payan Donald G. Payan	Executive Vice President, Chief Scientific Officer and Director	November 3, 2008
/s/ Jean Deleage Jean Deleage	Director	November 3, 2008
/s/ Bradford S. Goodwin Bradford S. Goodwin	Director	November 3, 2008
/s/ Gary A. Lyons Gary A. Lyons	Director	November 3, 2008
/s/ Walter H. Moos Walter H. Moos	Director	November 3, 2008
/s/ Hollings C. Renton Hollings C. Renton	Director	November 3, 2008
/s/ Peter S. Ringrose Peter S. Ringrose	Director	November 3, 2008
/s/ Stephen A. Sherwin Stephen A. Sherwin	Director	November 3, 2008



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