

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Rigel Pharmaceuticals, Inc.

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(Exact Name of Registrant as Specified in its Charter)

Delaware

94-3248524

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(State of Incorporation or Organization) (I.R.S. Employer Identification No.)

240 East Grand Avenue, S. San Francisco, CA

94080

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(Address of principal executive offices) (Zip code)

If this form relates to the registration of a class of securities pursuant to  
Section 12(b) of the Exchange Act and is effective pursuant to General  
Instruction A.(c), please check the following box. / /

If this form relates to the registration of a class of securities pursuant to  
Section 12(g) of the Exchange Act and is effective pursuant to General  
Instruction A.(d), check the following. /x/

Securities Act registration statement number to which this form relates:  
333-96127

1.

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

A description of the Common Stock to be registered hereunder is contained  
in the section entitled "Description of securities," commencing at page 64 of  
the Prospectus included in the Registrant's Form S-1 Registration Statement, as  
amended (No 333-96127), initially filed with the Securities and Exchange  
Commission (the "Commission") on February 4, 2000 (the "Registration Statement")  
and incorporated herein by reference.

ITEM 2. EXHIBITS.

<TABLE>  
<CAPTION>

EXHIBIT NUMBER	DESCRIPTION
<S>	<C>
3.1	Amended and Restated Certificate of Incorporation of Registrant (1)
3.2	Amended and Restated Bylaws of Registrant (1)
4.1	Specimen Stock Certificate (2)

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(1) Filed as an exhibit to the Registration Statement and incorporated herein  
by reference.

(2) To be filed be amendment.

2.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act  
of 1934, the Registrant has caused this registration statement to be signed on  
its behalf by the undersigned, thereunto duly authorized.

Rigel Pharmaceuticals, Inc.  
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(Registrant)

Date: March 8, 2000

By: /s/ Brian C. Cunningham

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Brian C. Cunningham

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