

**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)

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

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

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

**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)

**Copies to:**

**Suzanne Sawochka Hooper, Esq.  
Cooley Godward LLP  
Five Palo Alto Square  
3000 El Camino Real  
Palo Alto, CA 94306-2155  
(650) 843-5000**

**Approximate date of proposed sale to the public:** From time to time 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.  333-111777

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 delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

**CALCULATION OF REGISTRATION FEE**

<b>Title of Class of Securities to be Registered(1)</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee(3)</b>
Common Stock, par value \$.001 per share	—	—
Preferred Stock, par value \$.001 per share	—	—
Warrants	—	—
Debt Securities	—	—
<b>Total</b>	<b>\$15,000,000</b>	<b>\$1,901</b>

- (1) There are being registered hereunder such indeterminate number of shares of common stock and preferred stock, such indeterminate number of warrants to purchase common stock, preferred stock or debt securities, and such indeterminate principal amount of debt securities as shall have an aggregate initial offering price not to exceed \$15,000,000. If any debt securities are issued at an original issued discount, then the offering price of such debt securities shall be in such greater principal amount as shall result in an aggregate initial offering price not to exceed \$15,000,000, less the aggregate dollar amount of all securities previously issued hereunder. Any securities registered hereunder may be sold separately or as units with other securities registered hereunder. The securities registered also include such indeterminate amounts and numbers of common stock, preferred stock and debt securities as may be issued upon conversion of or exchange for preferred stock or debt securities that provide for conversion or exchange, upon exercise of warrants or pursuant to the antidilution provisions of any such securities.
- (2) The proposed maximum aggregate offering price per class of security will be determined from time to time by the registrant in connection with the issuance by the registrant of the securities registered hereunder and is not specified as to each class of security pursuant to General Instruction II.D. of Form S-3 under the Securities Act.
- (3) Calculated pursuant to Rule 457(o) under the Securities Act.

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**EXPLANATORY NOTE**

This registration statement relates to the Registration Statement on Form S-3, Securities and Exchange Commission File No. 333-111777 (the "Prior Registration Statement") and is filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, solely to increase the dollar amount of securities registered under the Prior Registration Statement by \$15,000,000. The contents of the Prior Registration Statement are hereby incorporated by reference.

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**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 of the requirements for filing on Form S-3 and has duly caused this Form S-3 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 February 12, 2004.

**Rigel Pharmaceuticals, Inc.**

By: \_\_\_\_\_ /s/ JAMES M. GOWER

**James M. Gower**  
*Chairman of the Board and Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ JAMES M. GOWER <hr/> <b>James M. Gower</b>	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	February 12, 2004
/s/ JAMES H. WELCH <hr/> <b>James H. Welch</b>	Vice President, Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	February 12, 2004
* <hr/> <b>Donald G. Payan</b>	Executive Vice President, Chief Scientific Officer and Director	February 12, 2004
* <hr/> <b>Jean Deleage</b>	Director	February 12, 2004
* <hr/> <b>Alan D. Frazier</b>	Director	February 12, 2004
* <hr/> <b>Dennis J. Henner</b>	Director	February 12, 2004
* <hr/> <b>Walter H. Moos</b>	Director	February 12, 2004
* <hr/> <b>Stephen A. Sherwin</b>	Director	February 12, 2004
* <hr/> <b>Nicholas J. Simon, III</b>	Director	February 12, 2004
* <hr/> <b>Hollings C. Renton</b>	Director	February 12, 2004

\* James M. Gower, by signing his name hereto, does hereby sign this Registration Statement on behalf of the directors of the registrant above whose typed names asterisks appear, pursuant to powers of attorney duly executed by such directors and filed with the Securities and Exchange Commission.

/s/ JAMES M. GOWER

**James M. Gower**  
February 12, 2004

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<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Cooley Godward LLP.
15.1	Letter regarding unaudited interim financial information.
23.1	Consent of Ernst & Young LLP, Independent Auditors.
23.2	Consent of Cooley Godward LLP. Reference is made to Exhibit 5.1.
24.1*	Power of Attorney for officers and directors of Rigel.

\* Incorporated by reference from the Registration Statement on Form S-3 of the Registrant, File No. 333-111777.

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[Cooley Godward LLP Letterhead]

February 12, 2004

Rigel Pharmaceuticals, Inc.  
1180 Veterans Boulevard  
South San Francisco, CA 94080

Ladies and Gentlemen:

We have acted as counsel to Rigel Pharmaceuticals, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-3 being filed pursuant to Rule 462(b) (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), relating to:

- shares of common stock, par value \$0.001 per share, of the Company (the "Common Stock");
- shares of preferred stock, par value \$0.001 per share, of the Company (the "Preferred Stock");
- senior debt securities, in one or more series (the "Senior Debt Securities" and, together with the Subordinated Debt Securities (as defined below), the "Debt Securities"), which may be issued under the Indenture (the "Senior Indenture") to be dated on or about the date of the first issuance of Senior Debt Securities thereunder, between the Company and Wells Fargo Bank, N.A., as trustee (the "Trustee"), filed as Exhibit 4.3 to the Prior Registration Statement (as defined below);
- subordinated debt securities, in one or more series (the "Subordinated Debt Securities"), which may be issued under the Indenture (the "Subordinated Indenture") to be dated on or about the date of the first issuance of Subordinated Debt Securities thereunder, between the Company and the Trustee, filed as Exhibit 4.4 to the Prior Registration Statement; and
- warrants to purchase Common Stock, Preferred Stock, Senior Debt Securities and/or Subordinated Debt Securities (the "Warrants"), which may be issued pursuant to warrant agreements to be dated on or about the date of the first issuance of the Warrants thereunder (the "Warrant Agreements"), between the Company and a bank or trust company as warrant agent (the "Warrant Agent"), filed as Exhibits 4.7, 4.8 and 4.9 to the Prior Registration Statement.

The Common Stock, the Preferred Stock, the Subordinated Debt Securities, the Senior Debt Securities and the Warrants are collectively referred to herein as the "Securities." The Securities are being registered for offering and sale from time to time pursuant to Rule 415 under the Securities Act. The aggregate public offering price of the Securities being registered is \$15,000,000. The Registration Statement incorporates by reference the Registration Statement on Form S-3 (No. 333-111777) filed with the Securities and Exchange Commission on January 8, 2004 (the "Prior Registration Statement").

In connection with this opinion, we have examined and relied upon the originals, or copies certified to our satisfaction, of such records, documents, certificates, opinions, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. As to certain factual matters, we have relied upon certificates of the officers of the Company and have not sought to independently verify such matters.

In rendering this opinion, we have assumed the genuineness and authenticity of all signatures on original documents; the authenticity of all documents submitted to us as originals; the conformity to originals of all documents submitted to us as copies; the accuracy, completeness and authenticity of certificates of public officials; and the due authorization, execution and delivery of all documents where authorization, execution and delivery are prerequisites to the effectiveness of such documents. With

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respect to our opinion as to the Common Stock, we have assumed that, at the time of issuance and sale, a sufficient number of shares of Common Stock is authorized and available for issuance and that the consideration for the issuance and sale of such shares of Common Stock (or Preferred Stock or Debt Securities convertible into Common Stock) is not less than the par value of the Common Stock. With respect to our opinion as to the Preferred Stock, we have assumed that, at the time of issuance and sale, a sufficient number of shares of Preferred Stock is authorized, designated and available for issuance and that the consideration for the issuance and sale of such shares of Preferred Stock (or Debt Securities convertible into Preferred Stock) is not less than the par value of the Preferred Stock.

Our opinion herein is expressed solely with respect to the federal laws of the United States, the Delaware General Corporation Law and, as to the Debt Securities and Warrants constituting valid and legally binding obligations of the Company, the laws of the State of New York. We express no opinion as to whether the laws of any jurisdiction are applicable to the subject matter hereof. We are not rendering any opinion as to compliance with any federal or state law, rule or regulation relating to securities, or to the sale or issuance thereof.

On the basis of the foregoing and in reliance thereon, and subject to the qualifications herein stated, we are of the opinion that:

1. With respect to the Common Stock offered under the Registration Statement, provided that (i) the issuance of the Common Stock has been duly authorized by all necessary corporate action on the part of the Company; (ii) the issuance and sale of the Common Stock does not violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company and complies with any requirement imposed by any court or governmental body having jurisdiction over the Company; and (iii) the certificates for the Common Stock have been duly executed by the Company, countersigned by the transfer agent therefor and duly delivered to the purchasers thereof against payment therefor, then the shares of Common Stock, when issued and sold in accordance with a duly authorized, executed and delivered purchase, underwriting or similar agreement or upon conversion of any convertible Preferred Stock or convertible Debt Securities under the Senior Indenture or the Subordinated Indenture, as applicable, or upon exercise of any Warrants under the Warrant Agreements, will be duly authorized, validly issued, fully paid and nonassessable.
2. With respect to the Preferred Stock offered under the Registration Statement, provided that (i) the issuance of the Preferred Stock has been duly authorized by all necessary corporate action on the part of the Company; (ii) the issuance and sale of the Preferred Stock does not violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company and complies with any requirement imposed by any court or governmental body having jurisdiction over the Company; and (iii) the certificates for the Preferred Stock have been duly executed by the Company, countersigned by the transfer agent therefor and duly delivered to the purchasers thereof against payment therefor, then the shares of Preferred Stock, when issued and sold in accordance with a duly authorized, executed and delivered purchase, underwriting or similar agreement or upon conversion of any convertible Debt Securities under the Senior Indenture or the Subordinated Indenture, as applicable, or upon exercise of any Warrants under the Warrant Agreements, will be duly authorized, validly issued, fully paid and nonassessable.
3. With respect to any series of the Debt Securities issued under the Subordinated Indenture or the Senior Indenture, as applicable, and offered under the Registration Statement, provided that (i) the Subordinated Indenture or Senior Indenture, as applicable, has been duly authorized by the Company and the Trustee by all necessary corporate action; (ii) the Subordinated Indenture or the Senior Indenture, as applicable, in substantially the form filed as an exhibit to the Registration Statement, has been duly executed and delivered by the Company and the Trustee; (iii) the issuance and terms of the Debt Securities have been duly authorized by the Company by all necessary corporate action;

(iv) the terms of the Debt Securities and of their issuance and sale have been duly established in conformity with the Subordinated Indenture or Senior Indenture, as applicable, so as not to violate any applicable law, the certificate of incorporation or bylaws of the Company, or result in a default under or breach of any agreement or instrument binding upon the Company, and so as to comply with any requirement or

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restriction imposed by any court or governmental body having jurisdiction over the Company; and (v) the Debt Securities have been duly executed and delivered by the Company and authenticated by the Trustee pursuant to the Subordinated Indenture or Senior Indenture, as applicable, and delivered against payment therefor, then the Debt Securities, when issued and sold in accordance with the Subordinated Indenture and Senior Indenture, as applicable, and a duly authorized, executed and delivered purchase, underwriting or similar agreement, or upon exercise of any Warrants under the Warrant Agreements, will be valid and legally binding obligations of the Company, enforceable against the Company in accordance with their terms, except as enforcement thereof may be limited by bankruptcy, insolvency, reorganization, moratorium or other similar laws relating to or affecting creditors' rights generally and by general equitable principles (regardless of whether such enforceability is considered in a proceeding at law or in equity).

4. With respect to the Warrants issued under the Warrant Agreements and offered under the Registration Statement, provided that (i) the Warrant Agreements have been duly authorized by the Company and the Warrant Agent by all necessary corporate action; (ii) the Warrant Agreements have been duly executed and delivered by the Company and the Warrant Agent; (iii) the issuance and terms of the Warrants have been duly authorized by the Company by all necessary corporate action; (iv) the terms of the Warrants and of their issuance and sale have been duly established in conformity with the Warrant Agreements so as not to violate any applicable law, the certificate of incorporation or bylaws of the Company, or result in a default under or breach of any agreement or instrument binding upon the Company, and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company; and (v) the Warrants have been duly executed and delivered by the Company and authenticated by the Warrant Agent pursuant to the Warrant Agreements and delivered against payment therefor, then the Warrants, when issued and sold in accordance with the Warrant Agreements and a duly authorized, executed and delivered purchase, underwriting or similar agreement, will be valid and legally binding obligations of the Company, enforceable against the Company in accordance with their terms, except as enforcement thereof may be limited by bankruptcy, insolvency, reorganization, moratorium or other similar laws relating to or affecting creditors' rights generally and by general equitable principles (regardless of whether such enforceability is considered in a proceeding at law or in equity).

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm under the caption "Legal Matters" in the prospectus included in the Registration Statement.

**COOLEY GODWARD LLP**

By:

/s/ SUZANNE SAWOCHKA HOOPER

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Suzanne Sawochka Hooper, Partner

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February 11, 2004

The Board of Directors and Stockholders of Rigel Pharmaceuticals, Inc.

We are aware of the incorporation by reference in the Registration Statement (Form S-3) of Rigel Pharmaceuticals, Inc. for the registration of up to \$15,000,000 of its common stock, preferred stock, warrants or debt securities of our reports dated April 21, 2003, August 13, 2003 and November 13, 2003 relating to the unaudited condensed interim financial statements of Rigel Pharmaceuticals, Inc. that are included in its Forms 10-Q for the quarters ended March 31, 2003, June 30, 2003 and September 30, 2003, respectively.

Very truly yours,

/s/ ERNST & YOUNG LLP

Palo Alto, California  
February 11, 2004

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**Exhibit 23.1**

**CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS**

We consent to the reference to our firm under the caption "Experts" in the Registration Statement (Form S-3 No. 333-111777) and related Prospectus of Rigel Pharmaceuticals, Inc. which is incorporated by reference in this Registration Statement (Form S-3) and related Prospectus of Rigel Pharmaceuticals, Inc. for the registration of up to \$15,000,000 of its common stock, preferred stock, warrants or debt securities and to the incorporation by reference therein of our report dated January 24, 2003, except for Note 9 as to which the date is January 31, 2003, with respect to the financial statements of Rigel Pharmaceuticals, Inc. included in its Annual Report on Form 10-K, as amended, for the year ended December 31, 2002, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Palo Alto, California  
February 11, 2004

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[CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS](#)