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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 8-K

### CURRENT REPORT Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): **June 24, 2003**

Date of Filing: **June 24, 2003**

## RIGEL PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of jurisdiction)

**0-29889**  
(Commission File No.)

**94-3248524**  
(IRS Employer Identification No.)

**1180 Veterans Blvd., South San Francisco, CA 94080**  
(Address of principal executive offices and zip code)

**(650) 624-1100**  
Registrant's telephone number, including area code:

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#### Item 5. Other Events

On June 24, 2003, Rigel Pharmaceuticals, Inc., or Rigel, effected a 1-for-9 reverse stock split of its outstanding common stock, after its stockholders approved the proposal for a reverse split at Rigel's annual meeting of stockholders held on June 20, 2003.

Rigel's common stock will begin trading on Nasdaq on a reverse split basis as of the opening of trading on June 25, 2003. For a period of 20 trading days, shares of Rigel's common stock will trade under the ticker symbol "RIGLD." After 20 trading days, trading will resume under the ticker "RIGL."

To effect the split, Rigel amended and restated its certificate of incorporation and filed it with the Secretary of State of the State of Delaware on June 24, 2003. A copy of the amended and restated certificate of incorporation is attached as Exhibit 3.1.

The shares of common stock issued as a result of the reverse stock split will possess a new CUSIP number. A copy of the form of the new specimen common stock certificate is attached as Exhibit 4.1.

On June 24, 2003, Rigel issued a press release with respect to the reverse stock split. A copy of the press release is attached as Exhibit 99.1.

The press release contains "forward-looking" statements, including statements related to Rigel's business model, drug development programs and clinical trial plans. Any statements contained in the press release that are not statements of historical fact may be deemed to be forward-looking statements. Words such as "plans," "intends" and similar expressions are intended to identify these forward-looking statements. There are a number of important factors that could cause Rigel's results to differ materially from those indicated by these forward-looking statements, including risks associated with the timing and success of clinical trials as well as the risks detailed from time to time in Rigel's SEC reports, including its Quarterly Report on Form 10-Q for the quarter ended March 31, 2003 and Annual Report on Form 10-K, as amended, for the year ended December 31, 2002. Rigel does not undertake any obligation to update forward-looking statements.

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#### Item 7. Financial Statements and Exhibits

##### (c) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
3.1	Amended and Restated Certificate of Incorporation of Rigel.
4.1	Specimen Common Stock Certificate.
99.1	Press release entitled "Rigel Announces 1 - for - 9 Reverse Stock Split," dated June 24, 2003.

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#### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**RIGEL PHARMACEUTICALS, INC.**

Dated: June 24, 2003

By: /s/ James H. Welch  
James H. Welch  
*Vice President, Chief Financial Officer and  
Secretary*

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**EXHIBIT INDEX**

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## II.

The address of the registered office of the corporation in the State of Delaware is 15 East North Street, City of Dover, County of Kent, and the name of the registered agent of the corporation in the State of Delaware at such address is the Incorporating Services, Ltd.

## III.

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

## IV.

**A.** This corporation is authorized to issue two classes of stock to be designated, respectively, "Preferred Stock" and "Common Stock." The total number of shares that the corporation is authorized to issue is one hundred ten million (110,000,000) shares. One hundred million (100,000,000) shares shall be Common Stock, par value of one-tenth of one cent (\$.001) per share (the "Common Stock"), and ten million (10,000,000) shares shall be Preferred Stock, par value of one-tenth of one cent (\$.001) per share (the "Preferred Stock"). Effective as of 5:00 p.m., Eastern time, on the date this Amended and Restated Certificate of Incorporation is filed with the Secretary of State of the State of Delaware, each nine (9) shares of the corporation's Common Stock, par value of one-tenth of one cent (\$.001) per share, issued and outstanding shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock, par value of one-tenth of one cent (\$.001) per share, of the corporation. No fractional shares shall be issued, and, in lieu thereof, any holder of less than one share of Common Stock shall be entitled to receive cash for such holder's fractional share based upon the closing sales price of the corporation's Common Stock as reported on The Nasdaq National Market as of the date this Amended and Restated Certificate of Incorporation is filed with the Secretary of State of the State of Delaware.

**B.** The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, by filing a certificate (a "Preferred Stock Designation") pursuant to the Delaware General Corporation Law ("DGCL"), to fix or alter from time to time the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions of any wholly unissued series of Preferred Stock, and to establish from time to time the number of shares constituting any such series or any of them; and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be decreased in accordance with the

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foregoing sentence, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

**C.** Each outstanding share of Common Stock shall entitle the holder thereof to one vote on each matter properly submitted to the stockholders of the corporation for their vote; *provided, however*, that, except as otherwise required by law, holders of Common Stock shall not be entitled to vote on any amendment to this Amended and Restated Certificate of Incorporation (including any certificate of designation filed with respect to any series of Preferred Stock) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together as a class with the holders of one or more other such series, to vote thereon by law or pursuant to this Amended and Restated Certificate of Incorporation (including any certificate of designation filed with respect to any series of Preferred Stock).

## V.

For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation and regulation of the powers of the corporation, of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

### A. Number and Classification of Directors

**1.** The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors that shall constitute the whole Board of Directors shall be fixed exclusively by one or more resolutions adopted by a majority of the authorized number of directors constituting the Board of Directors.

**2.** Subject to the rights of the holders of any series of Preferred Stock to elect additional directors under specified circumstances, the directors shall be divided into three classes designated as Class I, Class II and Class III, respectively. At the first annual meeting of stockholders following the initial classification of the Board of Directors, the term of office of the Class I directors shall expire and Class I directors shall be elected for a full term of three years. At the second annual meeting of stockholders following such initial classification, the term of office of the Class II directors shall expire and Class II directors shall be elected for a full term of three years. At the third annual meeting of stockholders following such initial classification, the term of office of the Class III directors shall expire and Class III directors shall be elected for a full term of three years. At each succeeding annual meeting of stockholders, directors shall be elected for a full term of three years to succeed the directors of the class whose terms expire at such annual meeting.

Notwithstanding the foregoing provisions of this section, each director shall serve until his successor is duly elected and qualified or until his death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

### 3. Removal of Directors

**a.** Neither the Board of Directors nor any individual director may be removed without cause.

**b.** Subject to any limitation imposed by law, any individual director or directors may be removed with cause by the holders of a majority of the voting power of the corporation entitled to vote at an election of directors.

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### 4. Vacancies

**a.** Subject to the rights of the holders of any series of Preferred Stock, any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other causes and any newly created directorships resulting from any increase in the number of directors, shall, unless the Board of Directors determines by resolution that any such vacancies or newly created directorships shall be filled by the stockholders, except as otherwise provided by law, be filled only by the affirmative vote of a majority of the directors then in office, even though less than a quorum of the Board of Directors, and not by the stockholders. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the director for which the vacancy was created or occurred and until such director's successor shall have been elected and qualified.

**b.** If at the time of filling any vacancy or any newly created directorship, the directors then in office shall constitute less than a majority of the whole board (as constituted immediately prior to any such increase), the Delaware Court of Chancery may, upon application of any stockholder or stockholders holding at

least ten percent (10%) of the total number of the shares at the time outstanding having the right to vote for such directors, summarily order an election to be held to fill any such vacancies or newly created directorships, or to replace the directors chosen by the directors then in offices as aforesaid, which election shall be governed by Section 211 of the DGCL.

**B. Bylaws and Stockholder Actions**

1. Subject to paragraph (h) of Section 43 of the Bylaws, the Bylaws may be altered or amended or new Bylaws adopted by the affirmative vote of at least sixty-six and two-thirds percent (66-2/3%) of the voting power of all of the then-outstanding shares of the voting stock of the corporation entitled to vote. The Board of Directors shall also have the power to adopt, amend or repeal Bylaws.

2. The directors of the corporation need not be elected by written ballot unless the Bylaws so provide.

3. No action shall be taken by the stockholders of the corporation except at an annual or special meeting of stockholders called in accordance with the Bylaws, and no action shall be taken by the stockholders by written consent.

4. Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the corporation shall be given in the manner provided in the Bylaws of the corporation.

**VI.**

A. The liability of the directors for monetary damages shall be eliminated to the fullest extent under applicable law. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated to the fullest extent permitted by the DGCL, as so amended.

B. Any repeal or modification of this Article VI shall be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

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**VII.**

A. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, except as provided in paragraph B. of this Article VII, and all rights conferred upon the stockholders herein are granted subject to this reservation.

B. Notwithstanding any other provisions of this Amended and Restated Certificate of Incorporation or any provision of law that might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of the holders of any particular class or series of the voting stock required by law, this Amended and Restated Certificate of Incorporation or any Preferred Stock Designation, the affirmative vote of the holders of at least sixty-six and two-thirds percent (66-2/3%) of the voting power of all of the then-outstanding shares of the voting stock, voting together as a single class, shall be required to alter, amend or repeal Articles V, VI and VII.

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COMMON SHARES

RGL  
RIGEL PHARMACEUTICALS, INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE  
CUSIP 766559 60 3

SEE REVERSE FOR CERTAIN DEFINITIONS

This Certifies that is the record holder of

FULLY PAID AND NON-ASSESSABLE SHARES OF THE COMMON STOCK,  
PAR VALUE \$0.001 PER SHARE, OF  
RIGEL PHARMACEUTICALS, INC.

Transferable only on the books of the Corporation by the holder hereof in person or by duly authorized Attorney upon surrender of this Certificate properly endorsed. This Certificate is not valid unless countersigned and registered by the Transfer Agent and Registrar.

In Witness Whereof, the Corporation has caused this Certificate to be executed and attested to by the manual or facsimile signatures of its duly authorized officers, under a facsimile of its corporate seal to be affixed hereto.

Dated:

VICE PRESIDENT,  
CHIEF FINANCIAL OFFICER AND SECRETARY  
CHAIRMAN OF THE BOARD AND  
CHIEF EXECUTIVE OFFICER

Countersigned and Registered:  
Wells Fargo Bank Minnesota, N.A.,  
Transfer Agent  
and Registrar

By:  
Authorized Officer

RIGEL PHARMACEUTICALS, INC.

Upon request the Corporation will furnish any holder of shares of Common Stock of the Corporation, without charge, with a full statement of the powers, designations, preferences, and relative, participating, optional or other special rights of any class or series of capital stock of the Corporation, and the qualifications, limitations or restrictions of such preferences and/or rights.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full

according to applicable laws or regulations:

TEN COM	N	as tenants in common	
TEN ENT	N	as tenants by the entireties	
JT TEN	N	as joint tenants with right of survivorship and not as tenants in common	
UNIF GIFT MIN ACT	N	(Cust) under Uniform Gifts to Minors Act	Custodian (Minor)
		(State)	

Additional abbreviations may also be used though not in the above list.  
For value received, hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER  
IDENTIFYING NUMBER OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE OF ASSIGNEE)

Shares of Common Stock represented by the within Certificate, and do hereby irrevocably constitute and appoint to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Attorney

Dated

In presence of  
X  
X

NOTICE  
THE SIGNATURE(S) TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN  
UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR  
ENLARGEMENT OR ANY CHANGE WHATEVER.

Signature(s) Guaranteed

By  
THE SIGNATURE(S) MUST BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN  
ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM), PURSUANT TO SEC  
RULE 17Ad-15.

Contact: Jim Welch  
Phone: 650.624.1176  
Email: invrel@rigel.com

### **Rigel Announces 1 – for – 9 Reverse Stock Split**

**SOUTH SAN FRANCISCO, Calif.**, June 24, 2003 - Rigel Pharmaceuticals, Inc. (Nasdaq: RIGL) today effected a 1-for-9 reverse stock split of its outstanding common stock, after its stockholders approved the proposal for a reverse split at the Company's annual meeting of stockholders held on June 20, 2003.

Rigel's common stock will begin trading on Nasdaq on a reverse split basis as of the opening of trading on June 25, 2003. For a period of 20 trading days, shares of Rigel's common stock will trade under the ticker "RIGLD." After 20 trading days, trading will resume under the ticker "RIGL."

Holders of Rigel's common stock will receive instructions by mail regarding the method of exchanging pre-split stock certificates for post-split certificates and they will be entitled to receive one newly-issued share of common stock for each nine shares held as of June 24, 2003. Stockholders need not do anything with their share certificates until they receive such instructions. Wells Fargo Shareowner Services of St. Paul, Minnesota is Rigel's transfer agent and will act as the exchange agent for the purpose of implementing the exchange of stock certificates in relation to the reverse stock split.

#### **About Rigel** ([www.rigel.com](http://www.rigel.com))

Rigel's mission is to become a source of novel, small-molecule drugs to meet large, unmet medical needs. Rigel has identified three lead product development programs: mast cell inhibition to treat immunologic diseases such as asthma/allergy and autoimmune disorders, antiviral agents to treat hepatitis C, and ligases, a new class of cancer drug targets. Rigel has begun clinical testing of its first product candidate, for allergic rhinitis, and plans to begin clinical trials of two additional drug candidates for the treatment of hepatitis C and rheumatoid arthritis within the next twelve months. The company's business model is to develop a portfolio of drug candidates and to take these through phase II clinical trials, after which Rigel intends to seek partners for completion of clinical evaluation, regulatory approval and marketing. Rigel's approach to drug discovery is based on advanced, proprietary functional genomics techniques that allow the company to identify targets with a demonstrable role in a disease pathway and to efficiently screen for those that are likely to be amenable to drug modulation.

This press release contains "forward-looking" statements, including statements related to Rigel's business model, drug development programs and clinical trial plans. Any statements contained in this press release that are not statements of historical fact may be deemed to be forward-looking statements. Words such as "plans" "intends" and similar expressions are intended to identify these forward-looking statements. There are a number of important factors that could cause Rigel's results to differ materially from those indicated by these forward-looking statements, including risks associated with the timing and success of clinical trials as well as the risks detailed from time to time in Rigel's SEC reports, including its Quarterly Report on Form 10-Q for the quarter ended March 31, 2003 and Annual Report on Form 10-K, as amended, for the year ended December 31, 2002. Rigel does not undertake any obligation to update forward-looking statements.

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