

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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): **May 16, 2018**

RIGEL PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

0-29889

(Commission File No.)

94-3248524

(IRS Employer Identification No.)

**1180 Veterans Boulevard
South San Francisco, CA 94080**
(Address of principal executive offices)

94080
(Zip Code)

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

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Approval of 2018 Plan

On May 16, 2018, at the Company's 2018 Annual Meeting of Stockholders (the "Annual Meeting"), the Company's stockholders approved the adoption of the Company's 2018 Equity Incentive Plan (the "2018 Plan").

The 2018 Plan previously had been approved, subject to stockholder approval, by the Board of Directors of the Company (the "Board"). The 2018 Plan became effective immediately upon stockholder approval at the Annual Meeting.

A more detailed summary of the material features of the 2018 Plan is set forth in the Company's definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on April 4, 2018 (the "Proxy Statement"). That summary and the foregoing description are qualified in their entirety by reference to the text of the 2018 Plan, which is attached as *Appendix A* to the Proxy Statement.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Approval of Charter Amendment

On May 18, 2018, the Company amended its Certificate of Incorporation (the "Charter Amendment") to increase the number of authorized shares of common stock from 200,000,000 to 400,000,000 shares. As described in Item 5.07 below, the Company's stockholders approved the Charter Amendment at the Annual Meeting. The Charter Amendment became effective upon the filing with the Secretary of State of the State of Delaware on May 18, 2018.

A more detailed summary of the material features of the Charter Amendment is set forth in the Proxy Statement. The foregoing description is qualified in its entirety by

reference to the full text of the Charter Amendment, a copy of which is attached as Exhibit 3.1 hereto and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The following is a brief description of each matter voted upon at the Annual Meeting, as well as the number of votes cast for or against each matter and the number of abstentions and broker non-votes with respect to each matter. A more complete description of each matter is set forth in the Proxy Statement.

- Each of the three nominees for director, to serve until the Company's 2021 Annual Meeting of Stockholders or until his respective successor has been elected and qualified, was elected as follows:

<u>Nominee</u>	<u>Shares Voted For</u>	<u>Shares Withheld</u>
Gregg A. Lapointe	114,131,840	788,519
Brian L. Kotzin, M.D.	114,047,704	872,655
Gary A. Lyons	78,916,488	36,003,871

There were 15,393,081 broker non-votes for this matter.

- The Company's stockholders approved the 2018 Plan.

The tabulation of votes on this matter was as follows: shares voted for: 77,396,829; shares voted against: 37,500,745; shares abstaining: 22,785; and broker non-votes: 15,393,081.

- The Company's stockholders approved, on an advisory basis, the compensation of the Company's named executive officers.

The tabulation of votes on this matter was as follows: shares voted for: 112,859,934; shares voted against: 1,998,441; shares abstaining: 61,984; and broker non-votes: 15,393,081.

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- The Company's stockholders ratified the selection of Ernst & Young LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2018.

The tabulation of votes on this matter was as follows: shares voted for: 124,691,520; shares voted against: 5,602,959; and shares abstaining: 18,961.

- The Company's stockholders approved the Charter Amendment.

The tabulation of votes on this matter was as follows: shares voted for: 119,259,154; shares voted against: 10,542,535; shares abstaining: 511,751.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit</u>	<u>Description</u>
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company.

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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 hereunto duly authorized.

Dated: May 18, 2018

RIGEL PHARMACEUTICALS, INC.

By:

/s/ Dolly A. Vance
Dolly A. Vance

Executive Vice President, General Counsel and Corporate Secretary

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**CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF
RIGEL PHARMACEUTICALS, INC.**

RIGEL PHARMACEUTICALS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "**Corporation**"), hereby certifies that:

FIRST: The name of the Corporation is Rigel Pharmaceuticals, Inc.

SECOND: The date on which the Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware was June 14, 1996.

THIRD: The Board of Directors of the Corporation, acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions amending the Amended and Restated Certificate of Incorporation of the Corporation to increase the number of authorized shares of Common Stock to 400,000,000. Specifically, Section A of Article IV is hereby amended and restated in its entirety as follows:

"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 four hundred ten million (410,000,000) shares. Four hundred million (400,000,000) shares shall be Common Stock, par value of one-tenth of one cent (\$0.001) per share (the "Common Stock"), and ten million (10,000,000) shares shall be Preferred Stock, par value of one-tenth of one cent (\$0.001) per share (the "Preferred Stock")."

FOURTH: This Certificate of Amendment was duly adopted by the stockholders of the Corporation in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President and Chief Executive Officer this 18th day of May, 2018.

RIGEL PHARMACEUTICALS, INC.

By: /s/ Raul R. Rodriguez
RAUL R. RODRIGUEZ
President and Chief Executive Officer
