

**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): **November 5, 2019**

**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**

(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.

Securities pursuant to Section 12 (b) of the Act:

| <u>Title of Each Class</u>                       | <u>Trading Symbol(s)</u> | <u>Name of Each Exchange on Which Registered</u> |
|--|--------------------------|--|
| <b>Common Stock, par value \$0.001 per share</b> | <b>RIGL</b>              | <b>The Nasdaq Stock Market LLC</b>               |

**Item 2.02. Results of Operations and Financial Condition.**

On November 5, 2019, Rigel Pharmaceuticals, Inc. (“Rigel”) announced certain financial results for its third quarter ended September 30, 2019. A copy of Rigel’s press release, titled “Rigel Announces Third Quarter 2019 Financial Results,” is furnished pursuant to Item 2.02 as Exhibit 99.1 hereto.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

| <b>Exhibit</b> | <b>Description</b>  |
|----------------|---|
| 99.1           | <a href="#">Press Release, dated November 5, 2019, titled “Rigel Announces Third Quarter 2019 Financial Results.”</a> |

The information in this report, including the exhibit hereto, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information contained herein and in the accompanying exhibit shall not be incorporated by reference into any filing with the U.S. Securities and Exchange Commission made by Rigel Pharmaceuticals, Inc., whether made before or after the date hereof, regardless of any general incorporation language in such filing.

**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: November 5, 2019

**RIGEL PHARMACEUTICALS, INC.**

By: /s/ Dolly A. Vance  
Dolly A. Vance  
*Executive Vice President, General Counsel and Corporate Secretary*



### **Rigel Announces Third Quarter 2019 Financial Results**

*Net sales of TAVALISSE® increased 15% quarter over quarter to \$11.7 million  
Advances development pipeline with new RIP1 inhibitor program initiating a Phase 1 study and  
positive in-human data from IRAK1/4 inhibitor program  
Conference call and webcast today at 4:30pm Eastern Time*

SOUTH SAN FRANCISCO, Calif., November 5, 2019 /PRNewswire/ — Rigel Pharmaceuticals, Inc. (Nasdaq: RIGL) today reported financial results for the third quarter ended September 30, 2019, including sales of TAVALISSE® (fostamatinib disodium hexahydrate) tablets, for the treatment of adults with chronic immune thrombocytopenia (ITP) who have had an insufficient response to a previous treatment.

“We continue to demonstrate progress in all of the key value drivers for Rigel,” said Raul Rodriguez, Rigel’s president and CEO. “Our commercial business continues to expand with U.S. sales increasing 15% quarter over quarter. We are moving forward with regulatory and collaborative efforts in Europe, Japan, and Canada to potentially make fostamatinib available to ITP patients globally; our Phase 3 trial for fostamatinib in warm autoimmune hemolytic anemia is enrolling; and we have strengthened our pipeline with progress in our IRAK1/4 and RIP1 programs. All of these achievements create valuable opportunities for Rigel both in the near and long term.”

#### **Financial Update**

For the third quarter of 2019, Rigel reported a net loss of \$11.5 million, or \$0.07 per share, compared to a net loss of \$23.8 million, or \$0.14 per share, in the same period of 2018.

For the third quarter of 2019, Rigel reported net product sales from TAVALISSE of \$11.7 million, compared to \$4.9 million in the same period of 2018. The increase in net product sales reflects the continued expansion of TAVALISSE use since its commercial launch in May 2018.

Contract revenues from collaborations were \$9.1 million for the three months ended September 30, 2019, of which \$4.0 million related to a development milestone from Aclaris Therapeutics, Inc., \$3.8 million related to a commercial launch milestone from Impact Biomedicines, Inc., which was subsequently acquired by Celgene Corp., and \$1.3 million from its collaboration agreements with Grifols, S.A. and Kissei Pharmaceutical Co., Ltd. related to performance of certain research and development services. There were no contract revenues from collaborations during the three months ended September 30, 2018.

Rigel reported total costs and expenses of \$32.9 million in the third quarter of 2019, compared to \$29.2 million for the same period in 2018. The increase in costs and expenses was primarily due to increased research and development costs related to its ongoing Phase 3 study in warm autoimmune hemolytic anemia (AIHA).

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For the nine months ended September 30, 2019, Rigel reported a net loss of \$49.7 million, or \$0.30 per share, compared to a net loss of \$73.7 million, or \$0.47 per share, for the same period of 2018.

Rigel reported total revenues of \$43.9 million for the nine months ended September 30, 2019, compared to \$6.7 million for the same period in 2018. Total revenues for the nine months ended September 30, 2019, consisted of \$29.9 million in net product sales and \$14.0 million in revenues related to Rigel's collaboration agreements with Grifols, S.A., Kissei Pharmaceutical Co., Ltd., Aclaris Therapeutics, Inc., and Impact Biomedicines, Inc. Total revenues for the nine months ended September 30, 2018 consisted of \$6.7 million in net product sales.

Total costs and expenses for the nine months ended September 30, 2019, were \$95.6 million, compared to \$81.9 million, for the same period of 2018. The increase in total costs and expenses was primarily related to the increase in personnel costs for Rigel's customer-facing team, as well as third party costs related to Rigel's ongoing commercialization of TAVALISSE in adult chronic ITP, and research and development costs related to its ongoing Phase 3 study in warm AIHA.

As of September 30, 2019, Rigel had cash, cash equivalents and short-term investments of \$107.5 million, compared to \$128.5 million as of December 31, 2018.

### **Business Update**

- Increased net product sales by 15% to \$11.7 million from \$10.2 million in the second quarter of 2019.
  - Received positive trend vote from the Committee for Medicinal Products for Human Use (CHMP) of the European Medicines Agency (EMA) on the Marketing Authorization Application (MAA) for fostamatinib indicated for the treatment of chronic immune thrombocytopenia in adult patients who are refractory to other treatments.
  - Entered into exclusive license agreements with Medison Pharma to commercialize fostamatinib in Canada and Israel. Rigel received an upfront payment of \$5 million, which included an advanced royalty payment, with the potential for approximately \$35 million in regulatory and commercial milestones. In addition, Rigel will receive royalty payments beginning at 30% of net sales after credit for the advanced royalty payment is fulfilled.
  - Began enrollment of a Phase 3 clinical trial of TAVALISSE in patients with warm antibody AIHA. Enrollment is expected to complete in mid-2020 with topline results in mid-2021.
  - Completed a Phase 1 clinical trial of its IRAK1/4 inhibitor, R835, which showed inhibition of cytokine production in a proof-of-mechanism study done in humans. R835 showed tolerability and a positive PK profile, supporting continued development of the molecule.
  - Initiated a Phase 1 clinical trial of R552, a receptor-interacting protein kinase (RIP1) inhibitor. RIP1 is a key driver of necroptosis, a form of cell death that is implicated in a broad range of inflammatory processes.
  - Appointed Wolfgang Dummer, MD, PhD to the role of Chief Medical Officer. Dr. Dummer has more than 20 years of clinical and drug development experience with companies such as Genentech, Inc., Biomarin Pharmaceuticals, Inc., and Ardis Pharmaceuticals, Inc., as well as an extensive academic history.
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### **About ITP**

In patients with ITP (immune thrombocytopenia), the immune system attacks and destroys the body's own blood platelets, which play an active role in blood clotting and healing. Common symptoms of ITP are excessive bruising and bleeding. People suffering with chronic ITP may live with an increased risk of severe bleeding events that can result in serious medical complications or even death. Current therapies for ITP include steroids, blood platelet production boosters (TPO-RAs) and splenectomy. However, not all patients respond to existing therapies. As a result, there remains a significant medical need for additional treatment options for patients with ITP.

### **About AIHA**

AIHA is a rare, serious blood disorder in which the immune system produces antibodies that result in the destruction of the body's own red blood cells. AIHA affects approximately 40,000 adult patients in the U.S. and can be a severe, debilitating disease. To date, there are no disease-targeted therapies approved for AIHA, despite the unmet medical need that exists for these patients.

### **About R835<sup>1</sup>**

The investigational candidate, R835, is an orally available, potent and selective inhibitor of IRAK1 and IRAK4 that has been shown preclinically to block inflammatory cytokine production in response to toll-like receptor (TLR) and the interleukin-1 receptor (IL-1R) family signaling. TLRs and IL-1Rs play a critical role in the innate immune response and dysregulation of these pathways can lead to a variety of inflammatory conditions. R835 is active in multiple rodent models of inflammatory disease including psoriasis, arthritis, lupus, multiple sclerosis and gout. The safety and efficacy of R835 has not been established by the FDA or any healthcare authority.

### **About R552<sup>1</sup>**

The investigational candidate, R552, is an orally available, potent and selective inhibitor of receptor-interacting protein kinase (RIP1). RIP1 is believed to play a critical role in necroptosis. Necroptosis is a form of regulated cell death where the rupturing of cells leads to the dispersion of their inner contents, which induces immune responses and enhances inflammation. In preclinical studies, R552 prevented joint and skin inflammation in a RIP1-mediated murine model of inflammation and tissue damage. The safety and efficacy of R552 has not been established by the FDA or any healthcare authority.

### **Conference Call and Webcast with Slides Today at 4:30pm Eastern Time**

Rigel will hold a live conference call and webcast today at 4:30pm Eastern Time (1:30pm Pacific Time).

Participants can access the live conference call by dialing (877) 407-3088 (domestic) or (201) 389-0927 (international). The conference call and accompanying slides will also be webcast live and can be accessed from Rigel's website at [www.rigel.com](http://www.rigel.com). The webcast will be archived and available for replay after the call via the Rigel website.

### **About TAVALISSE**

#### **Indication**

TAVALISSE® (fostamatinib disodium hexahydrate) tablets is indicated for the treatment of thrombocytopenia in adult patients with chronic immune thrombocytopenia (ITP) who have had an insufficient response to a previous treatment.

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## Important Safety Information

### Warnings and Precautions

- Hypertension can occur with TAVALISSE treatment. Patients with pre-existing hypertension may be more susceptible to the hypertensive effects. Monitor blood pressure every 2 weeks until stable, then monthly, and adjust or initiate antihypertensive therapy for blood pressure control maintenance during therapy. If increased blood pressure persists, TAVALISSE interruption, reduction, or discontinuation may be required.
- Elevated liver function tests (LFTs), mainly ALT and AST, can occur with TAVALISSE. Monitor LFTs monthly during treatment. If ALT or AST increase to >3 x upper limit of normal, manage hepatotoxicity using TAVALISSE interruption, reduction, or discontinuation.
- Diarrhea occurred in 31% of patients and severe diarrhea occurred in 1% of patients treated with TAVALISSE. Monitor patients for the development of diarrhea and manage using supportive care measures early after the onset of symptoms. If diarrhea becomes severe ( $\geq$ Grade 3), interrupt, reduce dose or discontinue TAVALISSE.
- Neutropenia occurred in 6% of patients treated with TAVALISSE; febrile neutropenia occurred in 1% of patients. Monitor the ANC monthly and for infection during treatment. Manage toxicity with TAVALISSE interruption, reduction, or discontinuation.
- TAVALISSE can cause fetal harm when administered to pregnant women. Advise pregnant women the potential risk to a fetus. Advise females of reproductive potential to use effective contraception during treatment and for at least 1 month after the last dose. Verify pregnancy status prior to initiating TAVALISSE. It is unknown if TAVALISSE or its metabolite is present in human milk. Because of the potential for serious adverse reactions in a breastfed child, advise a lactating woman not to breastfeed during TAVALISSE treatment and for at least 1 month after the last dose.

### Drug Interactions

- Concomitant use of TAVALISSE with strong CYP3A4 inhibitors increases exposure to the major active metabolite of TAVALISSE (R406), which may increase the risk of adverse reactions. Monitor for toxicities that may require a reduction in TAVALISSE dose.
- It is not recommended to use TAVALISSE with strong CYP3A4 inducers, as concomitant use reduces exposure to R406.
- Concomitant use of TAVALISSE may increase concentrations of some CYP3A4 substrate drugs and may require a dose reduction of the CYP3A4 substrate drug.
- Concomitant use of TAVALISSE may increase concentrations of BCRP substrate drugs (eg, rosuvastatin) and P-Glycoprotein (P-gp) substrate drugs (eg, digoxin), which may require a dose reduction of the BCRP and P-gp substrate drug.

### Adverse Reactions

- Serious adverse drug reactions in the ITP double-blind studies were febrile neutropenia, diarrhea, pneumonia, and hypertensive crisis, which occurred in 1% of TAVALISSE patients. In addition, severe adverse reactions occurred including dyspnea and hypertension (both 2%), neutropenia, arthralgia, chest pain, diarrhea, dizziness, nephrolithiasis, pain in extremity, toothache, syncope, and hypoxia (all 1%).
- Common adverse reactions ( $\geq$ 5% and more common than placebo) from FIT-1 and FIT-2 included: diarrhea, hypertension, nausea, dizziness, ALT and AST increased, respiratory infection, rash, abdominal pain, fatigue, chest pain, and neutropenia.

Please see [www.TAVALISSE.com](http://www.TAVALISSE.com) for full Prescribing Information.

To report side effects of prescription drugs to the FDA, visit [www.fda.gov/medwatch](http://www.fda.gov/medwatch) or call 1-800-FDA-1088 (800-332-1088).

TAVALISSE is a trademark of Rigel Pharmaceuticals, Inc.

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## **About Rigel (www.rigel.com)**

Rigel Pharmaceuticals, Inc., is a biotechnology company dedicated to discovering, developing and providing novel small molecule drugs that significantly improve the lives of patients with immune and hematologic disorders, cancer and rare diseases. Rigel's pioneering research focuses on signaling pathways that are critical to disease mechanisms. The company's first FDA approved product is TAVALISSE® (fostamatinib disodium hexahydrate), the only oral spleen tyrosine kinase (SYK) inhibitor, for the treatment of adult patients with chronic immune thrombocytopenia who have had an insufficient response to a previous treatment. Rigel's current clinical programs include a Phase 3 study of fostamatinib in autoimmune hemolytic anemia (AIHA); a recently completed Phase 1 study of R835, a proprietary molecule from its interleukin receptor associated kinase (IRAK) program; and an ongoing Phase 1 study of R552, a proprietary molecule from its receptor-interacting protein kinase (RIP1) inhibitor program. In addition, Rigel has product candidates in clinical development with partners Aclaris Therapeutics, AstraZeneca, BerGenBio ASA, and Daiichi Sankyo.

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<sup>1</sup>The product for this use or indication is investigational and has not been proven safe or effective by any regulatory authority.

## **Forward Looking Statements**

*This release contains forward-looking statements relating to, among other things, the commercial success of TAVALISSE in the U.S.; Rigel's ability to broaden its pipeline of assets targeting immune-mediated diseases; Rigel's regulatory and collaborative efforts in Europe, Japan, and Canada to make fostamatinib available to ITP patients globally; the utility of fostamatinib in other indications, including warm autoimmune hemolytic anemia and other indications; Rigel's ability to achieve development and commercial milestones; the sufficiency of Rigel's cash, cash equivalents and short-term investments and the timing of its current cash runway; and the design, timing and results of Rigel's clinical trials. 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 "planned", "will", "may", "expects", "anticipates", "estimates", "hopes", "believes" and similar expressions are intended to identify these forward-looking statements. These forward-looking statements are based on Rigel's current expectations and inherently involve significant risks and uncertainties. Actual results and the timing of events could differ materially from those anticipated in such forward looking statements as a result of these risks and uncertainties, which include, without limitation, risks and uncertainties associated with the commercialization and marketing of TAVALISSE; risks that the FDA, EMA or other regulatory authorities may make adverse decisions regarding fostamatinib; risks that TAVALISSE clinical trials may not be predictive of real-world results or of results in subsequent clinical trials; risks that TAVALISSE may have unintended side effects, adverse reactions or incidents of misuses; the availability of resources to develop Rigel's product candidates; market competition; as well as other risks detailed from time to time in Rigel's reports filed with the Securities and Exchange Commission, including its Quarterly Report on Form 10-Q for the period ended June 30, 2019. Rigel does not undertake any obligation to update forward-looking statements and expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein.*

IR Contact: David Burke  
Phone: 650.624.1232  
Email: [dburke@rigel.com](mailto:dburke@rigel.com)

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**RIGEL PHARMACEUTICALS, INC.**  
**STATEMENTS OF OPERATIONS**  
(in thousands, except per share amounts)

|   | Three Months Ended September 30, |                    | Nine Months Ended September 30, |                    |
|---|----------------------------------|--------------------|---------------------------------|--------------------|
|   | 2019                             | 2018               | 2019                            | 2018               |
|   | (unaudited)                      |                    |                                 |                    |
| <b>Revenues:</b>  |                                  |                    |                                 |                    |
| Product sales, net  | \$ 11,716                        | \$ 4,865           | \$ 29,943                       | \$ 6,652           |
| Contract revenues from collaborations   | 9,141                            | —                  | 13,945                          | —                  |
| Total revenues  | <u>20,857</u>                    | <u>4,865</u>       | <u>43,888</u>                   | <u>6,652</u>       |
| <b>Costs and expenses:</b>  |                                  |                    |                                 |                    |
| Cost of product sales   | 310                              | 69                 | 728                             | 99                 |
| Research and development (see Note A)   | 14,463                           | 11,097             | 38,638                          | 33,136             |
| Selling, general and administrative (see Note A)                                | 18,121                           | 18,069             | 56,276                          | 48,632             |
| Total costs and expenses  | <u>32,894</u>                    | <u>29,235</u>      | <u>95,642</u>                   | <u>81,867</u>      |
| Loss from operations  | (12,037)                         | (24,370)           | (51,754)                        | (75,215)           |
| Interest income   | 555                              | 604                | 2,068                           | 1,507              |
| Interest expense  | (8)                              | —                  | (8)                             | —                  |
| Net loss  | <u>\$ (11,490)</u>               | <u>\$ (23,766)</u> | <u>\$ (49,694)</u>              | <u>\$ (73,708)</u> |
| Net loss per share, basic and diluted   | <u>\$ (0.07)</u>                 | <u>\$ (0.14)</u>   | <u>\$ (0.30)</u>                | <u>\$ (0.47)</u>   |
| Weighted-average shares used in computing net loss per share, basic and diluted | <u>167,609</u>                   | <u>166,464</u>     | <u>167,326</u>                  | <u>158,456</u>     |

**Note A**

Stock-based compensation expense included in:

|                                     |                |                |                |                |
|-------------------------------------|----------------|----------------|----------------|----------------|
| Selling, general and administrative | \$1,611        | \$2,194        | \$5,519        | \$3,913        |
| Research and development            | 487            | 801            | 2,185          | 1,734          |
|                                     | <u>\$2,098</u> | <u>\$2,995</u> | <u>\$7,704</u> | <u>\$5,647</u> |

**SUMMARY BALANCE SHEET DATA**  
(in thousands)

|   | September 30, | December 31,        |
|---|---------------|---------------------|
|   | 2019          | 2018 <sup>(1)</sup> |
|   | (unaudited)   |                     |
| Cash, cash equivalents and short-term investments | \$ 107,480    | \$ 128,537          |
| Total assets                                      | 156,061       | 139,109             |
| Stockholders' equity                              | 68,911        | 109,877             |

(1) Derived from audited financial statements