

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8

**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, California**
(Address of principal executive offices)

Rigel Pharmaceuticals, Inc. 2018 Equity Incentive Plan, as Amended
(Full title of the plan)

Raul R. Rodriguez
President and Chief Executive Officer
Rigel Pharmaceuticals, Inc.
1180 Veterans Boulevard
South San Francisco, California 94080
(650) 624-1100

(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Copies to:

David Peinsipp
Carlton Fleming
Cooley LLP
101 California Street, 5th Floor
San Francisco, California 94111-5800
(415) 693-2000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act

Large accelerated filer
Non-accelerated filer
Emerging growth company

Accelerated filer
Smaller reporting 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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock (par value \$0.001 per share)				
Rigel Pharmaceuticals, Inc. 2018 Equity Incentive Plan, as amended	2,800,000	\$ 2.35	\$ 6,580,000	\$ 854.10

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall cover any additional shares of common stock (the "Common Stock") of Rigel Pharmaceuticals, Inc. (the "Registrant"), which become issuable under the plan covered hereby by reason of any stock split, stock dividend, recapitalization or any other similar transaction without receipt of consideration which results in an increase in the number of shares of the Registrant's outstanding Common Stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) under the Securities Act. The offering price per share and aggregate offering price are based upon the average of the high and low prices of the Registrant's Common Stock as reported on The Nasdaq Global Select Market on July 31, 2020.



EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 2,800,000 shares of the Registrant's Common Stock to be issued pursuant to the Rigel Pharmaceuticals, Inc. 2018 Equity Incentive Plan, as amended (the "2018 Plan"). The shares of the Registrant's Common Stock previously reserved for issuance under the 2018 Plan were registered on the Registrant's Registration Statements on Form S-8 (File Nos. [333-226700](#) and [333-233064](#)) filed with the Securities and Exchange Commission on August 8, 2018 and August 7, 2019, respectively (the "Prior Form S-8s").

This Registration Statement on Form S-8 relates to securities of the same class as that to which the Prior Form S-8s relate, and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Form S-8s, to the extent relating to the registration of Common Stock issuable under the 2018 Plan, are incorporated herein by reference and made part of this Registration Statement on Form S-8, except as amended hereby.

Item 8. Exhibits.

**Exhibit
Number**

4.1(1)	<u>Amended and Restated Certificate of Incorporation of the Company.</u>
4.2(2)	<u>Certificate of Amendment of the Amended and Restated Certificate of Incorporation of the Company.</u>
4.3(3)	<u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company.</u>
4.4(4)	<u>Amended and Restated Bylaws of the Company.</u>
4.5(5)	<u>Specimen Common Stock Certificate of the Company.</u>
5.1	<u>Opinion of Cooley LLP.</u>
23.1	<u>Consent of Independent Registered Public Accounting Firm.</u>
23.2	<u>Consent of Cooley LLP (contained in Exhibit 5.1 to this Registration Statement).</u>
24.1	<u>Power of Attorney (contained on the signature pages to this Registration Statement).</u>
99.1(6)	<u>Rigel Pharmaceuticals, Inc. 2018 Equity Incentive Plan, as amended.</u>

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- (1) Document incorporated by reference to the Company's Current Report on Form 8-K (No. 000-29889), filed with the Securities and Exchange Commission on June 24, 2003.
 - (2) Document incorporated by reference to the Company's Current Report on Form 8-K (No. 000-29889), filed with the Securities and Exchange Commission on May 29, 2012.
 - (3) Document incorporated by reference to the Company's Current Report on Form 8-K (No. 000-29889), filed with the Securities and Exchange Commission on May 18, 2018.
 - (4) Document incorporated by reference to the Company's Current Report on Form 8-K (No. 000-29889), filed with the Securities and Exchange Commission on February 2, 2007.
 - (5) Document incorporated by reference to the Company's Current Report on Form 8-K (No. 000-29889), filed with the Securities and Exchange Commission on June 24, 2003.
 - (6) Document incorporated by reference to the Company's Form 10-Q (No. 000-29889), filed with the Securities and Exchange Commission on August 4, 2020.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this 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 August 4, 2020.

RIGEL PHARMACEUTICALS, INC

By: /s/ Raul R. Rodriguez
Raul R. Rodriguez
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Raul R. Rodriguez and Dean Schorno, and each or any one of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission (the "SEC"), and generally to do all such things in their names and behalf in their capacities as officers and directors to enable the registrant to comply with the provisions of the Securities Act and all requirements of the SEC, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Raul R. Rodriguez</u> RAUL R. RODRIGUEZ	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	August 4, 2020
<u>/s/ Dean Schorno</u> DEAN SCHORNO	Chief Financial Officer <i>(Principal Financial Officer)</i>	August 4, 2020
<u>/s/ Gary A. Lyons</u> GARY A. LYONS	Chairman of the Board of Directors	August 4, 2020
<u>/s/ Bradford S. Goodwin</u> BRADFORD S. GOODWIN	Director	August 4, 2020
<u>/s/ Walter H. Moos</u> WALTER H. MOOS	Director	August 4, 2020
<u>/s/ Keith A. Katkin</u> KEITH A. KATKIN	Director	August 4, 2020
<u>/s/ Jane Wasman</u> JANE WASMAN	Director	August 4, 2020
<u>/s/ Brian L. Kotzin</u> BRIAN L. KOTZIN	Director	August 4, 2020
<u>/s/ Gregg A. Lapointe</u> GREGG A. LAPOINTE	Director	August 4, 2020



Carlton Fleming
+1 650 843 5865
cfleming@cooley.com

August 4, 2020

Rigel Pharmaceuticals, Inc.
1180 Veterans Blvd.
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 filing of a Registration Statement on Form S-8 (the “*Registration Statement*”) with the Securities and Exchange Commission covering the offering of up to 2,800,000 shares (the “*Shares*”) of the Company’s Common Stock, \$0.001 par value (“*Common Stock*”), pursuant to the Company’s 2018 Equity Incentive Plan, as amended (the “*Plan*”).

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectus, (b) the Plan, (c) the Company’s Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, and (d) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, 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 execution and delivery of all documents by all persons other than the Company where due execution and delivery are a prerequisites to the effectiveness thereof. . As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, and the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

COOLEY LLP

By: /s/ Carlton Fleming
Carlton Fleming, Partner

COOLEY LLP 3175 HANOVER STREET PALO ALTO, CA 94304-1130
T: (650) 843-5000 F: (650) 849-7400 COOLEY.COM

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Rigel Pharmaceuticals, Inc. 2018 Equity Incentive Plan, as amended of our reports dated February 27, 2020, with respect to the financial statements of Rigel Pharmaceuticals, Inc. and the effectiveness of internal control over financial reporting of Rigel Pharmaceuticals, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2019, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Redwood City, California
August 4, 2020
