
**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 13, 2021**

RIGEL PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

0-29889
(Commission File No.)

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

94-3248524
(IRS Employer Identification No.)

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))

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

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.

On May 13, 2021, Alison L. Hannah was appointed to serve on our board of directors until her successor is elected and has qualified, or sooner in the event of her death, resignation or removal. Ms. Hannah joins the class of directors whose term expires at the 2023 annual stockholders' meeting.

As a non-employee director of Rigel, Ms. Hannah will receive a yearly retainer of \$50,000.

In addition to the cash compensation referenced in the preceding paragraph, Ms. Hannah will receive stock option grants under our 2018 Equity Incentive Plan, as amended, or the Plan. Option grants under the Plan are non-discretionary. Upon the date of her appointment, Ms. Hannah received an initial option grant to purchase 80,000 shares of common stock on the terms and conditions set forth in the Plan. In addition, on the day following each annual meeting of stockholders, Ms. Hannah will automatically receive an annual option to purchase 30,000 shares of common stock and 25,000 restricted stock units, provided that she continues to serve as a non-employee member of our board of directors. Rigel has also entered into its standard form of indemnification agreement with Ms. Hannah.

There are no arrangements or understandings between Ms. Hannah and any other persons pursuant to which she was elected as a member of our board of directors. There are no family relationships between Ms. Hannah and any director, executive officer, or any person nominated or chosen by us to become a director or executive officer. Ms. Hannah is not a party to any current or proposed transaction with us for which disclosure is required under Item 404(a) of Regulation S-K.

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 14, 2021

RIGEL PHARMACEUTICALS, INC.

By: /s/ Dolly A. Vance

Dolly A. Vance

Executive Vice President, General Counsel and Corporate Secretary
