

**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.)

**611 Gateway Boulevard, Suite 900
South San Francisco, California 94080**
(Address of principal executive offices, including zip code)

**Rigel Pharmaceuticals, Inc. Inducement Plan, as Amended
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.
611 Gateway Boulevard, Suite 900
South San Francisco, California 94080
(650) 624-1100
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Carlton Fleming
Sidley Austin LLP
555 California Street, Suite 2000
San Francisco, California 94104
(415) 772-1207

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	..	Accelerated filer	x
Non-accelerated filer	..	Smaller reporting company	..
		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 7(a)(2)(B) of the Securities Act."

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering: (i) an additional 356,000 shares of common stock, par value \$0.001 per share (the “Common Stock”), of Rigel Pharmaceuticals, Inc., a Delaware corporation (the “Company” or the “Registrant”), to be issued pursuant to the Rigel Pharmaceuticals, Inc. Inducement Plan, as amended (the “Inducement Plan”), which shares of Common Stock are in addition to the shares of Common Stock registered on the Registrant’s Form S-8s filed with the Securities and Exchange Commission (the “Commission”) on [March 7, 2023 \(File No. 333-270329\)](#), [August 3, 2022 \(File No. 333-266501\)](#), [March 1, 2022 \(File No. 333-263187\)](#), [August 8, 2018 \(File No. 333-226700\)](#), [November 7, 2017 \(File No. 333-221400\)](#), [March 7, 2017 \(File No. 333-216516\)](#), and [November 1, 2016 \(File No. 333-214370\)](#); and (ii) an additional 4,000,000 shares of Common Stock to be issued pursuant to the Rigel Pharmaceuticals, Inc. 2018 Equity Incentive Plan, as amended (the “2018 Plan,” and the Inducement Plan and the 2018 Plan, together, the “Plans”), which shares of Common Stock are in addition to the shares of Common Stock registered on the Registrant’s Form S-8s filed with the Commission on [August 3, 2022 \(File No. 333-266501\)](#), [June 21, 2021 \(File No. 333-257226\)](#), [August 4, 2020 \(File No. 333-240371\)](#), [August 7, 2019 \(File No. 333-233064\)](#), and [August 8, 2018 \(File No. 333-226700\)](#). The Registrant’s prior Form S-8s which are referenced in the preceding sentence are collectively referred to as 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 applicable Plan, are incorporated herein by reference and made part of this Registration Statement on Form S-8, except as amended hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents have been filed by the Registrant with the Commission and are incorporated herein by reference:

- [The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2022, filed with the Commission on March 7, 2023;](#)
 - The Registrant’s Quarterly Reports on Form 10-Q for the quarterly periods ended [March 31, 2023](#) and [June 30, 2023](#);
 - The Registrant’s Current Reports on Form 8-K filed with the Commission on [January 9, 2023](#), [February 3, 2023](#), and [May 30, 2023](#); and
 - [The description of the Common Stock contained in the Registrant’s Registration Statement on Form 8-A, filed with the Commission on October 3, 2000, including any amendments or reports filed for the purpose of updating such description.](#)
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All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), other than current reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all of the shares of Common Stock offered have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents.

For purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Exhibit Number

4.1(1)	Amended and Restated Certificate of Incorporation of the Company.
4.2(2)	Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Company.
4.3(3)	Certificate of Amendment of Certificate of Incorporation of the Company.
4.4(4)	Amended and Restated Bylaws of the Company.
4.5(1)	Specimen Common Stock Certificate of the Company.
5.1*	Opinion of Sidley Austin LLP.
23.1*	Consent of Independent Registered Public Accounting Firm.
23.2*	Consent of Sidley Austin LLP is contained in Exhibit 5.1 to this Registration Statement.
24.1*	Power of Attorney is contained on the signature pages to this Registration Statement.
99.1(5)	Rigel Pharmaceuticals, Inc. Inducement Plan, as amended.
99.2(6)	Rigel Pharmaceuticals, Inc. 2018 Equity Incentive Plan, as amended.
107*	Calculation of Filing Fee Table.

- (1) Document incorporated by reference to the Company's Current Report on Form 8-K (No. 000-29889), filed with the 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 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 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 Commission on November 3, 2022.
- (5) Document incorporated by reference to the Company's Form 10-K (No. 000-29889), filed with the Commission on March 7, 2023.
- (6) Document incorporated by reference to the Company's Definitive Proxy Statement, filed with the Commission on April 14, 2023.

* Filed herewith.

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 1, 2023.

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 1, 2023
<u>/s/ Dean Schorno</u> Dean Schorno	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	August 1, 2023
<u>/s/ Gregg A. Lapointe</u> Gregg A. Lapointe	Chairman of the Board of Directors	August 1, 2023
<u>/s/ Kamil Ali-Jackson</u> Kamil Ali-Jackson	Director	August 1, 2023
<u>/s/ Alison L. Hannah</u> Alison L. Hannah	Director	August 1, 2023
<u>/s/ Brian L. Kotzin</u> Brian L. Kotzin	Director	August 1, 2023
<u>/s/ Gary A. Lyons</u> Gary A. Lyons	Director	August 1, 2023
<u>/s/ Walter H. Moos</u> Walter H. Moos	Director	August 1, 2023
<u>/s/ Jane Wasman</u> Jane Wasman	Director	August 1, 2023

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AMERICA • ASIA PACIFIC • EUROPE

August 1, 2023

Rigel Pharmaceuticals, Inc.
611 Gateway Boulevard, Suite 900
South San Francisco, California 94080Re: 4,356,000 Shares of Common Stock, \$0.001 par value per share ("Common Stock")

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") being filed by Rigel Pharmaceuticals, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of (i) 356,000 shares of Common Stock which may be issued under the Rigel Pharmaceuticals, Inc. Inducement Plan, as amended (the "Inducement Plan") and (ii) 4,000,000 shares of Common Stock which may be issued under the Rigel Pharmaceuticals, Inc. 2018 Equity Incentive Plan, as amended (the "2018 Plan") and, together with the Inducement Plan, the "Plans," and the aggregate shares of Common Stock to be registered under the Registration Statement, the "Registered Shares").

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined the Registration Statement, the Company's amended and restated certificate of incorporation, as amended, the Plans, the resolutions adopted by the board of directors of the Company relating to the Registration Statement and the Plans and the proposal adopted by the stockholders of the Company relating to the 2018 Plan at the Company's 2023 Annual Meeting of Stockholders. We have also examined originals, or copies of originals certified to our satisfaction, of such agreements, documents, certificates and statements of the Company and other corporate documents and instruments, and have examined such questions of law, as we have considered relevant and necessary as a basis for this opinion letter. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all persons and the conformity with the original documents of any copies thereof submitted to us for examination. As to facts relevant to the opinions expressed herein, we have relied without independent investigation or verification upon, and assumed the accuracy and completeness of, certificates, letters and oral and written statements and representations of public officials and officers and other representatives of the Company.

SIDLEY

Rigel Pharmaceuticals, Inc.
August 1, 2023
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Based on the foregoing, we are of the opinion that each Registered Share that is newly issued pursuant to each Plan will be validly issued, fully paid and non-assessable when: (i) the Registration Statement, as finally amended, shall have become effective under the Securities Act; (ii) such Registered Share shall have been duly issued and delivered in accordance with the applicable Plan; and (iii) certificates representing such Registered Share shall have been duly executed, countersigned and registered and duly delivered to the person entitled thereto against payment of the agreed consideration therefor in an amount not less than the par value thereof or, if any Registered Share is to be issued in uncertificated form, the Company's books shall reflect the issuance of such Registered Share to the person entitled thereto against payment of the agreed consideration therefor in an amount not less than the par value thereof, all in accordance with the applicable Plan.

This opinion letter is limited to the General Corporation Law of the State of Delaware. We express no opinion as to the laws, rules or regulations of any other jurisdiction, including, without limitation, the federal laws of the United States of America or any state securities or blue sky laws.

We hereby consent to the filing of this opinion letter as an Exhibit to the Registration Statement and to all references to our Firm included in or made a part of the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Sidley Austin LLP

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. Inducement Plan, as Amended and Rigel Pharmaceuticals, Inc. 2018 Equity Incentive Plan, as Amended of our reports dated March 7, 2023, 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, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
San Francisco, California
August 1, 2023

Calculation of Filing Fee Table

FORM S-8
(Form Type)Rigel Pharmaceuticals, Inc.
(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee(2)
Fees to Be Paid	Equity(3)	Common Stock, \$0.001 par value per share	Rules 457(c) and 457(h)	356,000	\$ 1.26	\$ 448,560.00	.00011020	\$ 49.43
	Equity(4)	Common Stock, \$0.001 par value per share	Rules 457(c) and 457(h)	4,000,000	1.26	5,040,000.00	.00011020	555.41
Total Offering Amounts								\$ --
Total Fee Offsets								\$ --
Net Fee Due								\$ 604.84

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended, or the Securities Act, this Registration Statement shall also cover any additional shares of Registrant's Common Stock that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Registrant's Common Stock, as applicable.
- (2) Estimated in accordance with Rules 457(c) and 457(h) solely for the purpose of calculating the registration fee on the basis of \$1.26 per share, the average of the high and low prices of the Registrant's Common Stock on July 25, 2023 as reported on the Nasdaq Global Select Market.
- (3) Represents shares of the Registrant's Common Stock that were added to the Rigel Pharmaceuticals, Inc. Inducement Plan, as amended, pursuant to share reserve increases approved by the Registrant's Board of Directors.
- (4) Represents shares of the Registrant's Common Stock that were added to the Rigel Pharmaceuticals, Inc. 2018 Equity Incentive Plan, as amended, pursuant to a share reserve increase approved by the Registrant's Board of Directors and the Registrant's stockholders.