

RIGEL PHARMACEUTICALS INC  
Form 8-K  
January 31, 2017

**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): **January 30, 2017**

**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)

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**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))
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**Item 8.01. Other Events.**

On January 30, 2017, Rigel Pharmaceuticals, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Jefferies LLC and Piper Jaffray & Co., as representatives of the several underwriters named therein (collectively, the Underwriters), relating to the public offering, issuance and sale of 20,000,000 shares of the Company's common stock, par value \$0.001 per share (the Common Stock). The price to the public in this offering is \$2.00 per share, and the Underwriters have agreed to purchase the shares from the Company pursuant to the Underwriting Agreement at a price of \$1.88 per share. The gross proceeds to the Company from this offering are expected to be approximately \$40.0 million, before deducting underwriting discounts and commissions and other estimated offering expenses payable by the Company, assuming no exercise by the Underwriters of the 30-day option to purchase additional shares, which the Company has granted the Underwriters under the terms of the Underwriting Agreement to purchase up to an additional 3,000,000 shares of Common Stock. The offering is expected to close on or about February 3, 2017, subject to customary closing conditions.

The offering is being made pursuant to the Company's effective registration statement on Form S-3 and an accompanying prospectus (Registration Statement No. 333-203956) previously filed with the Securities and Exchange Commission and a preliminary and final prospectus supplement thereunder. The Underwriting Agreement is filed as Exhibit 1.1 to this report, and the description of the material terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit. A copy of the opinion of Cooley LLP relating to the legality of the issuance and sale of the shares in the offering is attached as Exhibit 5.1 hereto.

The Underwriting Agreement contains customary representations, warranties and agreements by the Company, customary conditions to closing, indemnification obligations of the Company and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement, and may be subject to limitations agreed upon by the contracting parties, including being qualified by confidential disclosures exchanged between the parties in connection with the execution of the Underwriting Agreement.

**Forward-Looking Statements**

Statements in this report that are not strictly historical in nature constitute forward-looking statements. Such statements include, but are not limited to the Company's issuance of securities, the amount of net proceeds from the offering and the closing of the offering. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause actual results to be materially different from any results expressed or implied by such forward-looking statements. For example, there are risks associated with the underwriters fulfilling their obligations to purchase the securities and the Company's ability to satisfy its conditions to close the offering. These and other risks and uncertainties are described more fully under the headings Risk Factors in the Company's most recently filed documents with the Securities and Exchange Commission, as well as in the preliminary and final prospectus supplement related to the public offering filed with the Securities and Exchange Commission. All forward-looking statements are qualified in their entirety by this cautionary statement. The Company is providing this information as of this date and does not undertake any obligation to update any forward-looking statements contained in this report as a result of new information, future events or otherwise.

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

**(d) Exhibits**

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<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated as of January 30, 2017, by and among the Company and the Underwriters.
5.1	Opinion of Cooley LLP.
23.1	Consent of Cooley LLP (contained in Exhibit 5.1).

**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: January 31, 2017

**RIGEL PHARMACEUTICALS, INC.**

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

**EXHIBIT INDEX**

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