

RIGEL PHARMACEUTICALS INC  
Form 10-Q/A  
November 08, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 10-Q/A**

(Amendment No. 1)

ý **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2005.**

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**FOR THE TRANSITION PERIOD FROM                      TO                      .**

**Commission File Number 0-29889**

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**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 Blvd.**

**South San Francisco, CA**

(Address of principal executive offices)

**94080**

(Zip Code)

**(650) 624-1100**

(Registrant's telephone number, including area code)

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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of October 27, 2005, there were 24,162,531 shares of the registrant's common stock outstanding.

**EXPLANATORY NOTE**

This Amendment No. 1 to our quarterly report on Form 10-Q for the period ended September 30, 2005 is an exhibit-only filing solely to include Exhibit 10.14. In addition, the Company is also including Exhibits 31.1 and 31.2, as required by the filing of this amendment. No revisions have been made to our financial statements or any other disclosure contained in the quarterly report on Form 10-Q.

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**PART II OTHER INFORMATION**

**Item 6. Exhibits**

a) Exhibits:

The exhibits listed on the accompanying index to exhibits are filed or incorporated by reference (as stated therein) as part of this Quarterly Report on Form 10-Q.

| Exhibit Number | Description of Document  |
|----------------|--|
| 3.1            | Amended and Restated Certificate of Incorporation.(1)  |
| 3.2            | Amended and Restated Bylaws.(2)  |
| 4.1            | Specimen Common Stock Certificate.(1)  |
| 4.2            | Amended and Restated Investor Rights Agreement, between Rigel and holders of Rigel s Series B, Series C, Series D and Series E preferred stock, dated February 3, 2000.(2) |
| 4.3            | Form of warrant to purchase shares of common stock.(2)   |
| 4.7            | Amended and Restated Warrant issued to Kwacker Limited for the purchase of shares of common stock.(3)  |
| 4.8            | Warrant issued to TBCC Funding Trust II for the purchase of shares of common stock.(4)   |
| 4.10           | Warrant issued to Kwacker Limited for the purchase of shares of common stock.(3)   |
| 4.23           | Second Investor Rights Agreement between Rigel and certain investors, dated June 26, 2003.(5)  |
| 4.24           | Common Stock Purchase Agreement by and between Rigel and Pfizer Inc., dated March 10, 2005(6)  |
| 10.14          | License and Research Agreement (Amended and Restated) between Rigel and Cell Genesys, Inc., dated September 2, 1999, as amended and restated on March 26, 2001.(7)         |
| 15.1*          | Letter re: unaudited interim financial information.  |
| 31.1           | Certification required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act.  |
| 31.2           | Certification required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act.  |
| 32.1*          | Certification required by Rule 13a-14(b) or Rule 15d-14(b) of the Exchange Act and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350).      |

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\* Previously Filed.

- (1) Filed as an exhibit to Rigel s Current Report on Form 8-K on June 24, 2003 and incorporated herein by reference.
- (2) Filed as an exhibit to Rigel s Registration Statement on Form S-1, as amended, and incorporated herein by reference.
- (3) Filed as an exhibit to Rigel s Annual Report on Form 10-K for the fiscal year ended December 31, 2002 and incorporated herein by reference.
- (4) Filed as an exhibit to Rigel s Quarterly Report on Form 10-Q for the quarter ended March 31, 2002 and incorporated herein by reference.
- (5) Filed as an exhibit to Rigel s Annual Report on Form 10-K for the fiscal year ended December 31, 2003 and incorporated herein by reference.
- (6) Filed as Exhibit B to the Collaborative Research and License Agreement by and between Rigel and Pfizer Inc., dated January 18, 2005, filed as an exhibit to Rigel s Quarterly Report on Form 10-Q for the quarter ended March 31, 2005 and incorporated herein by reference.

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- (7) Confidential treatment requested as to specific portions, which portions are omitted and filed separately with the Securities and Exchange Commission.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

RIGEL PHARMACEUTICALS, INC.

By: /s/ JAMES M. GOWER  
James M. Gower  
Chief Executive Officer

Date: November 8, 2005

By: /s/ JAMES H. WELCH  
James H. Welch  
Vice President, Chief Financial Officer and  
Corporate  
Secretary  
(Principal Financial and Accounting Officer)

Date: November 8, 2005

INDEX TO EXHIBITS

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