

RIGEL PHARMACEUTICALS INC

Form 8-K

January 30, 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

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South San Francisco, CA, **94080**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(650) 624-1100**

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 2.02 Results of Operations and Financial Condition

On January 30, 2017, Rigel Pharmaceuticals, Inc. (the Company or Rigel) filed a preliminary prospectus supplement pursuant to Rule 424(b)(5) in which it disclosed that, although it has not finalized its financial statements for the year ended December 31, 2016, it expects to report that it had approximately \$74.8 million of cash, cash equivalents and short-term investments as of December 31, 2016. This amount is preliminary, has not been audited and is subject to change upon the completion of the audit of the Company's financial statements as of and for the year ended December 31, 2016. Additional information and disclosures would be required for a more complete understanding of the Company's financial position and results of operations as of December 31, 2016.

Forward-Looking Statements

This Item 2.02 of this report contains forward-looking statements, including, without limitation, statements relating to Rigel's cash position as of December 31, 2016. These forward-looking statements are based upon Rigel's current expectations. Actual results could differ materially from these forward-looking statements as a result of certain factors, including, without limitation, risks related to changes in estimated cash position based on the completion of the Company's financial statement closing procedures and the audit of Rigel's financial statements, and other risks detailed in Rigel's filings with the U.S. Securities and Exchange Commission (the SEC). You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. Rigel does not undertake any obligation to update any forward-looking statements as a result of new information, future events, changed assumptions or otherwise.

The information in Item 2.02 of this report shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information contained herein shall not be incorporated by reference into any filing with the SEC made by Rigel, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 8.01 Other Events.

The Company is supplementing and updating certain aspects of the description of its business from that described under the heading, "Item 1. Business" in the Company's Annual Report on Form 10-K for the year ended December 31, 2015, filed with the SEC on March 8, 2016. The updated Company disclosure is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit	Description
99.1	Updated Company Disclosure.

SIGNATURE

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.

RIGEL PHARMACEUTICALS, INC.

Dated: January 30, 2017

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

EXHIBIT INDEX

Exhibit	Description
99.1	Updated Company Disclosure.

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