



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

April 11, 2012

Via E-mail

James M. Gower  
Chief Executive Officer  
Rigel Pharmaceuticals, Inc.  
1180 Veterans Boulevard  
South San Francisco, California 94080

**Re: Rigel Pharmaceuticals, Inc.  
Preliminary Proxy Statement on Schedule 14A  
Filed on March 30, 2012  
File No. 000-29889**

Dear Mr. Gower:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Jeffrey Riedler

Jeffrey Riedler  
Assistant Director

cc: David G. Peinsipp  
Cooley LLP  
101 California Street, 5<sup>th</sup> Floor  
San Francisco, CA 94111