

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D. C. 20549

FORM 8-K/A

(Amendment No. 1)

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **September 17, 2009**

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 94080**

(Address of principal executive offices and 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))

EXPLANATORY NOTE

Rigel Pharmaceuticals, Inc. is filing this Amendment No. 1 to its Current Report on Form 8-K, originally filed with the Securities and Exchange Commission on September 17, 2009 (the "Original 8-K"), solely to re-file the opinion of Cooley Godward Kronish LLP (the "Opinion") filed as Exhibit 5.1 to the Original 8-K to correct a clerical error. The corrected Opinion is filed as Exhibit 5.1 hereto and supersedes and replaces in its entirety the Opinion filed as Exhibit 5.1 to the Original 8-K.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Cooley Godward Kronish LLP.
23.1	Consent of Cooley Godward Kronish 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.

RIGEL PHARMACEUTICALS, INC.

Dated: September 17, 2009

By: /s/ Dolly A. Vance
Dolly A. Vance

EXHIBIT INDEX

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September 17, 2009

Rigel Pharmaceuticals, Inc.
1180 Veterans Boulevard
South San Francisco, California 94080

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the sale by Rigel Pharmaceuticals, Inc. (the "Company"), of up to 14,950,000 shares of the Company's common stock, par value \$0.001 per share (the "Shares") (including up to 1,950,000 shares that may be sold pursuant to the exercise of an over-allotment option), pursuant to the Registration Statement on Form S-3 (File No. 333-148838), originally filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), on January 24, 2008, as amended by Post-Effective Amendment No. 1 to Form S-3, filed with the Commission on February 26, 2009, and Post-Effective Amendment No. 2 to Form S-3, filed with the Commission on February 27, 2009 and declared effective by the Commission on April 30, 2009 (the "Initial Registration Statement"), as further amended and supplemented by subsequent filings, including the Registration Statement on Form S-3 filed with the Commission pursuant to Rule 462(b) of the Act (File No. 333-161960) (together with the Initial Registration Statement, the "Registration Statements"), and the related Prospectus and Prospectus Supplement to be filed with the Commission pursuant to Rule 424 under the Act. All of the Shares are to be sold by the Company as described in the Registration Statements and the related Prospectus and Prospectus Supplement.

In connection with this opinion, we have examined and relied upon the Registration Statements and the related Prospectus and Prospectus Supplement, the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, as currently in effect, and the originals or copies certified to our satisfaction of such other documents, records, certificates, memoranda and other instruments as we deem necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Registration Statements and the related Prospectus and Prospectus Supplement, will be validly issued, fully paid and non-assessable.

We consent to the reference to our firm under the caption "Legal Matters" in the Prospectus Supplement and the Prospectus included in the Registration Statements and to the filing of this opinion as an exhibit to a Current Report of the Company on Form 8-K.

Very truly yours,

Cooley Godward Kronish LLP

/s/ Chadwick L. Mills
Chadwick L. Mills
