

**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): **November 20, 2014**

**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)

**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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b), (e)

On November 20, 2014, James M. Gower provided notice of his resignation from his position as Chief Executive Officer and a member of the Board of Directors (the "Board") of Rigel Pharmaceuticals, Inc. (the "Company"), effective as of such date. Mr. Gower's resignation was not the result of any disagreement with the Company on any matter relating to the Company's operations, policies or practices. Mr. Gower is expected to remain an employee of the Company until December 31, 2014, during which time he will continue to receive his regular salary and remain eligible for the Company's standard benefits available generally to other employees of the Company, and, thereafter, provide consulting services to the Company, providing advice on strategy, business development and other matters. The Company will also pay Mr. Gower, as severance, an amount in cash equivalent to 18 months of his current base salary, as well as an amount equal to 18 months of premium payments to extend his health insurance under COBRA. In addition, Mr. Gower will receive acceleration of vesting of options to purchase 466,669 shares of common stock of the Company under his previous awards.

(c), (d)

In connection with Mr. Gower's resignation, on November 21, 2014, the Board appointed Raul R. Rodriguez, age 53, to the position of Chief Executive Officer, effective immediately. Mr. Rodriguez has served as the Company's Chief Operating Officer since June 2004 and as President since March 2010. He joined the Company as Vice President, Business Development in April 2000, became Senior Vice President, Business Development and Commercial Operations in December 2002 and became Executive Vice President and Chief Operating Officer in June 2004. From 1997 to March 2000, he served as Senior Vice President, Business Development and Operations for Ontogeny, Inc., a biotechnology company. From 1994 to 1997, he served as the Executive Director, Business Development and Market Planning for Scios, Inc., a pharmaceutical company. From 1989 to 1994, Mr. Rodriguez held various positions at G.D. Searle & Company, a pharmaceutical company. After earning his Bachelor's degree from Harvard College, Mr. Rodriguez went on to earn his Masters of Public Health at the University of Illinois and subsequently received his M.B.A. at the Stanford Graduate School of Business.

Effectively immediately, Mr. Rodriguez was elected to serve as a member of the Board. Mr. Rodriguez will serve as a director on the Board until the Company's 2015 Annual Meeting of Stockholders and until his successor has been duly elected and qualified, or until his earlier death, resignation or removal.

There are no arrangements or understandings between Mr. Rodriguez and any other persons pursuant to which he was elected as a director of the Company. There are no family relationships between Mr. Rodriguez and any director, executive officer, or any person nominated or chosen by the Company to become a director or executive officer. Mr. Rodriguez is not a party to any current or proposed transaction with the Company for which disclosure is required under Item 404(a) of Regulation S-K. The

Company has also entered into its standard form of indemnification agreement with Mr. Rodriguez.

A copy of the press release announcing Mr. Rodriguez's election to the Board is attached as Exhibit 99.1 to this current report on Form 8-K and is incorporated by reference herein.

**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 continuation of Mr. Gower as an employee and future consultant of the Company. Such forward-looking statements involve known and unknown risks, uncertainties and other factors. More information about the risks the Company faces is included under the headings "Risk Factors" in the Company's most recently filed documents with the Securities and Exchange Commission. 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.**

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release, dated November 24, 2014, titled "Rigel Announces Executive Management Changes."

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**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: November 24, 2014

**RIGEL PHARMACEUTICALS, INC.**

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

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**EXHIBIT INDEX**

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### Rigel Announces Executive Management Changes

#### James M. Gower Retires, Raul Rodriguez Named CEO and Appointed to the Board, Gary Lyons Named Chairman

SOUTH SAN FRANCISCO, Calif., November 24, 2014 — Rigel Pharmaceuticals, Inc. (Nasdaq:RIGL) today announced James M. Gower is retiring from the board of directors and from his positions as chairman and chief executive officer, and Raul Rodriguez, most recently serving as the company's president and chief operating officer, will assume the position of chief executive officer and join the board of directors. Gary Lyons, a member of Rigel's Board of Directors since 2005, will become chairman. Mr. Gower is expected to remain an employee until the end of the year and, thereafter will be a consultant to the company providing advice on strategy, business development and other matters.

"We are grateful to Jim for his many years of commitment to Rigel and his role in fostering the company's growth," said Gary Lyons, chairman of Rigel's board of directors. Mr. Lyons noted that Mr. Gower and Mr. Rodriguez have been working together towards this transition. "We are confident in Raul's capabilities and readiness to lead Rigel into the next phase of growth," added Mr. Lyons.

Mr. Gower joined Rigel as president and chief executive officer in January 1997. He was named chairman of the board in October 2001. Under his guidance, Rigel grew from a small startup to a significant developer of small molecule therapeutics for a range of immune and metabolic disorders. Mr. Gower is a widely respected and well known leader in the biotech community, having previously served as president and chief executive officer of Tularik, Inc. (later acquired by Amgen), and as senior vice president at Genentech Inc. prior to its merger with Roche.

Mr. Rodriguez joined Rigel in April 2000 as vice president of business development. He was named executive vice president and chief operating officer in June 2004, and has been president and chief operating officer since May 2010. In addition to overseeing the day-to-day operations of Rigel, Mr. Rodriguez has been pivotal in developing relationships with biopharmaceutical industry leaders and observers, speaking on behalf of the company and the industry at major events. Prior to joining Rigel, Mr. Rodriguez held senior management, business development and operations roles at Ontogeny, Inc. and Scios, Inc. He began his career at G.D. Searle & Company. He holds an A.B. from Harvard College, a Masters of Public Health from the University of Illinois, and an M.B.A. from the Stanford Graduate School of Business.

Mr. Lyons became a member of the board of directors of Rigel in October 2005. He serves on the board of directors of Neurocrine Bioscience, Inc., after having been the founding President and Chief Executive Officer from 1993 to 2008. Mr Lyons also serves as a member of the board of directors and as a strategic advisor to a number of public and private biotechnology companies.

#### [About Rigel \(www.rigel.com\)](http://www.rigel.com)

Rigel Pharmaceuticals, Inc. is a clinical-stage drug development company that discovers and develops novel, small-molecule drugs for the treatment of inflammatory and autoimmune diseases, as well as muscle disorders. Rigel's pioneering research focuses on intracellular signaling pathways and related targets that are critical to disease mechanisms. Rigel currently has the following product candidates in development: fostamatinib, an oral SYK inhibitor, which is in Phase 3 clinical trials for ITP and is expected to enter a Phase 2 clinical trial for IgAN in the second half of 2014; R348, a topical JAK/SYK inhibitor, in a Phase 2 clinical trial for dry eye in GvHD; and two oncology product candidates in Phase 1 development with partners BerGenBio AS and Daiichi Sankyo.

*This release contains forward-looking statements relating to, among other things, the continuation of Mr. Gower as an employee and future consultant of Rigel. Any statements contained in this press release that are not statements of historical fact may be deemed to be forward-looking statements. Words such as "planned," "will," "may," "expect," and similar expressions are intended to identify these forward-looking statements. These forward-looking statements are based on Rigel's current expectations and inherently involve significant risks and uncertainties. Actual results and the timing of events could differ materially from those anticipated in such forward looking statements as a result of these risks and uncertainties, which include, without limitation, the availability of resources to develop Rigel's product candidates, Rigel's need for additional capital in the future to sufficiently fund Rigel's operations and research, the uncertain timing of completion of and the success of clinical trials, market competition, risks associated with and Rigel's dependence on Rigel's corporate partnerships, as well as other risks detailed from time to time in Rigel's reports filed with the Securities and Exchange Commission, including its Quarterly Report on Form 10-Q for the quarter ended September 30, 2014. Rigel does not undertake any obligation to update forward-looking statements and expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein.*

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