

RIGEL PHARMACEUTICALS INC

Form 424B3

August 20, 2004

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**Filed Pursuant to
Rule 424(b)(3) and (c)
File No. 333-106942**

**Prospectus Supplement No. 7
Dated August 20, 2004
To Prospectus Dated July 23, 2003**

**Rigel Pharmaceuticals, Inc.
9,583,331 Shares
Common Stock**

This prospectus supplement supplements the prospectus, dated July 23, 2003, of Rigel Pharmaceuticals, Inc. relating to the offering and sale by selling stockholders of Rigel (or by donees, pledgees, transferees and other successors in interest that receive such shares as a gift, pledge, partnership distribution or other non-sale transfer) of 9,583,331 shares of our common stock. This prospectus supplement should be read in conjunction with the prospectus, and is qualified by reference to the prospectus, except to the extent that the information presented herein supercedes the information contained in the prospectus. The term "Selling Stockholders" as used in the prospectus shall be deemed to include the selling stockholders identified in the table below. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus, including any amendments or supplements thereto.

Investing in our securities involves a high degree of risk. See "Risk Factors" beginning on page 1 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

This prospectus supplement is being filed in connection with the distribution of shares held by Alta California Partners, L.P., Alta Embarcadero Partners, LLC, Alta BioPharma Partners II, L.P. and Alta Embarcadero BioPharma Partners II, LLC (collectively, the "Alta Funds"), each identified in the prospectus as a selling stockholder, to their partners and members. No additional shares of Rigel common stock are being offered for resale hereunder. Except with respect to directors and officers of Rigel, the Alta Funds and entities that have filed reports pursuant to Section 13(f) of the Securities Exchange Act of 1934, as amended (the "Act"), and statements of beneficial ownership filed pursuant to Sections 13(d) and 13(g) of the Act, the ownership indicated in the table below is based solely on shares owned by the indicated selling stockholders as a result of distributions of shares by the Alta Funds. The table appearing on pages 16 and 17 of the prospectus under the caption "Selling

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Stockholders" is supplemented and amended to include the following stockholders in addition to those identified in the prospectus:

| Name and Address of Owner*** | Ownership Before Offering | | Shares Offered | Ownership After Offering | |
|---|------------------------------|----------|-------------------|-----------------------------|----------|
| | Shares | Percent* | | Shares | Percent* |
| Alta California Partners, L.P.(1) One Embarcadero Center, Suite 4050 San Francisco, CA 94111 | 33,947 | ** | 33,947 | 0 | ** |
| Alta Embarcadero Partners, LLC(1) One Embarcadero Center, Suite 4050 San Francisco, CA 94111 | 776 | ** | 776 | 0 | ** |
| Alta BioPharma Partners II, L.P.(1) One Embarcadero Center, Suite 4050 San Francisco, CA 94111 | 1,025,470 | 5.6% | 1,025,470 | 0 | ** |
| Alta Embarcadero BioPharma Partners II, LLC(1) One Embarcadero Center, Suite 4050 San Francisco, CA 94111 | 37,723 | ** | 37,723 | 0 | ** |
| 1999 Farah Hyder Champsai Trust | 1,998 | ** | 1,388 | 610 | ** |
| Anne Davis Living Trust Dtd 1/22/04 | 7,359 | ** | 1,871 | 5,488 | ** |
| A. Rachel Leheny | 380 | ** | 264 | 116 | ** |
| Alison de Bord | 492 | ** | 342 | 150 | ** |
| Andreas Bremer | 286 | ** | 198 | 88 | ** |
| Arnold T Hagler Separate Property Trust dtd 9/17/97 | 142 | ** | 99 | 43 | ** |
| Arun K. Aggarwal | 47 | ** | 33 | 14 | ** |
| ASF Montparnasse Limited | 10,938 | ** | 2,782 | 8,156 | ** |
| B.A. Ventures, Inc. | 572 | ** | 278 | 294 | ** |
| Bank of America Capital Corporation | 14,250 | ** | 9,902 | 4,348 | ** |
| Bear Stearns Securities (Custodians) for Douglas I. Lovison | 219 | ** | 56 | 163 | ** |
| Blackboard Ventures, Inc. | 38,000 | ** | 26,405 | 11,595 | ** |
| Boatmen's Trust F/B/O Laura Hoblitzelle | 437 | ** | 111 | 326 | ** |
| Brian E. Cobb | 510 | ** | 234 | 276 | ** |
| Brian W. McNeill | 296 | ** | 117 | 179 | ** |
| BSD & T of CA As Agent For 1051-0032-006 | 437 | ** | 111 | 326 | ** |
| BSD & T of CA As Trustee For 1051-0005-002 | 437 | ** | 111 | 326 | ** |

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| | Ownership Before Offering | | Ownership After Offering | | |
|---|------------------------------|------|-----------------------------|------------|------|
| Burr Family Investment Company, LLC | 3,680 | ** | 936 | 2,744 | ** |
| California Public Employees' Retirement System | 397,785(2) | 1.9% | 141,433 | 256,352(2) | 1.4% |
| Chase Capital Partners Private Equity Fund of Funds | 19,000 | ** | 13,202 | 5,798 | ** |
| Christopher Walsh | 95 | ** | 66 | 29 | ** |
| CINQ-M Participations | 475 | ** | 330 | 145 | ** |

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|--|--------|----|--------|-------|----|
| Claudio Engel | 380 | ** | 264 | 116 | ** |
| Comerica Capital Advisors | 950 | ** | 660 | 290 | ** |
| Continental Investments Corporation, LLC | 2,044 | ** | 938 | 1,106 | ** |
| Craig L. Burr 1985 Children's Trust | 1,146 | ** | 501 | 645 | ** |
| Craig L. Burr Revocable Trust | 671 | ** | 171 | 500 | ** |
| Daniel Fred Goodman | 190 | ** | 132 | 58 | ** |
| Daniel H. Case Separate Property Non-Exempt Marital Trust | 475 | ** | 330 | 145 | ** |
| Daniel Janney and Noelle Montgomery Family Trust | 4,084 | ** | 1,217 | 2,867 | ** |
| Daniel Richner | 190 | ** | 132 | 58 | ** |
| Daniel V. Santi | 95 | ** | 66 | 29 | ** |
| David E. Retick Trust | 27 | ** | 7 | 20 | ** |
| Deleage Children's Trust FBO Andre Deleage | 2,329 | ** | 660 | 1,669 | ** |
| Deleage Children's Trust FBO Emmanuel Deleage | 2,329 | ** | 660 | 1,669 | ** |
| Deleage Children's Trust FBO Michel Deleage | 2,329 | ** | 660 | 1,669 | ** |
| Deleage Children's Trust FBO Phillippe Deleage | 2,329 | ** | 660 | 1,669 | ** |
| Des femmes Foundation, Inc. | 475 | ** | 330 | 145 | ** |
| Dolly Champsi | 475 | ** | 330 | 145 | ** |
| Edward E. Penhoet | 3,181 | ** | 2,210 | 971 | ** |
| Edward Hurwitz | 76 | ** | 53 | 23 | ** |
| Eileen McCarthy | 1,947 | ** | 513 | 1,434 | ** |
| Elliot B. & Pascale V. Evers Revocable Trust | 832 | ** | 337 | 495 | ** |
| Eric W. Roberts | 475 | ** | 330 | 145 | ** |
| Eugene G. Chen | 47 | ** | 33 | 14 | ** |
| Eurazeo | 28,500 | ** | 19,804 | 8,696 | ** |
| Finedix, B.V. | 4,750 | ** | 3,301 | 1,449 | ** |
| Fleet National Bank & Edith N.K. Meyer Trustees U/I C.P. Knight, Jr. Residuary Trust DTD 12/19/61 as Amended | 547 | ** | 139 | 408 | ** |
| Francois A. L'Eplattenier | 190 | ** | 132 | 58 | ** |
| Fred S. Endsley, as Trustee of General Fund c/u/a Dtd August 10, 1987 | 437 | ** | 111 | 326 | ** |
| Garden Bay Investors | 190 | ** | 132 | 58 | ** |

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|--------------------|--------|----|-------|--------|----|
| Garrett P. Gruener | 15,865 | ** | 4,421 | 11,444 | ** |
| GC&H Investments | 1,306 | ** | 499 | 807 | ** |
| Geoffrey R. Hoguet | 201 | ** | 51 | 150 | ** |

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| | | | | | |
|---|---------|----|--------|---------|----|
| Guy Paul Nohra and Linda Nohra, Nohra Living Trust | 11,442 | ** | 3,087 | 8,355 | ** |
| H. Michael Cohen | 95 | ** | 66 | 29 | ** |
| Hans Tjian | 95 | ** | 66 | 29 | ** |
| Harris Barton | 475 | ** | 330 | 145 | ** |
| Health Partners Holdings Limited | 1,900 | ** | 1,320 | 580 | ** |
| Hilary Strain | 202 | ** | 140 | 62 | ** |
| Hoblitzelle FBO Christopher Augur | 146 | ** | 37 | 109 | ** |
| Hoblitzelle FBO Harrison H. Augur | 145 | ** | 37 | 108 | ** |
| Hoblitzelle FBO Newell A. Augur Jr. | 146 | ** | 37 | 109 | ** |
| Howard Hughes Medical Institute | 28,500 | ** | 19,804 | 8,696 | ** |
| James Cervantes | 95 | ** | 66 | 29 | ** |
| James M. Gower(3) | 125,628 | ** | 264 | 125,364 | ** |
| Jean Deleage(4) | 9,593 | ** | 2,832 | 6,761 | ** |
| Jean-Philippe Tripe | 190 | ** | 132 | 58 | ** |
| John Clawson | 95 | ** | 66 | 29 | ** |
| JP Morgan Chase Bank as Trustee of the Corning Inc. Retirement Master Trust | 9,500 | ** | 6,601 | 2,899 | ** |
| Kenneth E. Williams | 95 | ** | 66 | 29 | ** |
| Khaled Nasr | 101 | ** | 70 | 31 | ** |
| Kingsley Profit Sharing Trust | 67 | ** | 17 | 50 | ** |
| KJM Florida Trust | 475 | ** | 330 | 145 | ** |
| Le Serre | 173 | ** | 76 | 97 | ** |
| Len R. Small | 285 | ** | 198 | 87 | ** |
| Lip-Bu Tan & Ysa Loo, TTES FBO Lip-Bu Tan & Ysa Loo Trust UTD 2/3/92 | 285 | ** | 198 | 87 | ** |
| Lockard/Marduel Revocable Trust | 1,903 | ** | 1,322 | 581 | ** |
| Lotus BioScience Investment Holdings Ltd | 19,000 | ** | 13,202 | 5,798 | ** |
| Lushtak Family Living Trust DTD 8/9/99 | 475 | ** | 330 | 145 | ** |
| Mahendra G. Shah | 95 | ** | 66 | 29 | ** |
| Marc L. Abramowitz | 475 | ** | 330 | 145 | ** |
| Marina Bozilenko | 475 | ** | 330 | 145 | ** |

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|--|-----|----|-----|-----|----|
| Mario M. Rosati, Trustee of the Mario M. Rosati Trust U/D/T 1/5/90 | 142 | ** | 99 | 43 | ** |
| Mark J. and Becky R. Levin | 475 | ** | 330 | 145 | ** |
| Mellon Bank As Agent For 1026-032245-8 | 547 | ** | 139 | 408 | ** |
| Mellon Bank As Agent For 1026-032279-7 | 547 | ** | 139 | 408 | ** |

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|--|--------|----|--------|--------|----|
| Mellon Bank As Agent For 1083-671500-0 | 437 | ** | 111 | 326 | ** |
| Mellon Bank As Agent For 1083-67D200-7 | 437 | ** | 111 | 326 | ** |
| Mellon Bank As Agent For 1083-67I600-0 | 874 | ** | 222 | 652 | ** |
| Mellon Bank As Agent For 1084-28YW01-6 | 219 | ** | 56 | 163 | ** |
| Mellon Bank As Agent For 1084-316H01-4 | 547 | ** | 139 | 408 | ** |
| Mellon Bank As Agent For 1084-33VX00-0 | 437 | ** | 111 | 326 | ** |
| Mellon Bank As Trustee For 1026-018408-0 | 1,094 | ** | 278 | 816 | ** |
| Mellon Bank As Trustee For 1026-019556-5 | 1,094 | ** | 278 | 816 | ** |
| Mellon Bank As Trustee For 1026-460574-2 | 437 | ** | 111 | 326 | ** |
| Mellon Bank As Trustee For 1026-460581-7 | 437 | ** | 111 | 326 | ** |
| Mellon Bank As Trustee For 1026-540503-5 | 656 | ** | 167 | 489 | ** |
| Mellon Bank As Trustee For 1084-09FN42-1 | 2,187 | ** | 556 | 1,631 | ** |
| Mellon Bank As Trustee For 1084-09FN46-0 | 547 | ** | 139 | 408 | ** |
| Mellon Bank As Trustee For 1051-067700-0 | 437 | ** | 111 | 326 | ** |
| Mellon Bank NA As Agent For Account 1026-020287-0 | 2,187 | ** | 556 | 1,631 | ** |
| Mellon Bank NA As Agent For Account 1026-402383-0 | 2,187 | ** | 556 | 1,631 | ** |
| Mellon Bank NA As Agent For Account 1026-047161-0 | 19,000 | ** | 13,202 | 5,798 | ** |
| Mellon Bank NA As Custodian For Account 1026-071459-0 | 437 | ** | 111 | 326 | ** |
| Michael G. Dovey Individual Account | 95 | ** | 66 | 29 | ** |
| Mitchell H. Gage | 190 | ** | 132 | 58 | ** |
| Mumtaz H. Champsi | 380 | ** | 264 | 116 | ** |
| Needham & Company, Inc. | 1,094 | ** | 278 | 816 | ** |
| Niel H. Sherman | 76 | ** | 53 | 23 | ** |
| North Star Venture Mgmt Inc. Pst F/B/O Terrance Mcguire | 134 | ** | 34 | 100 | ** |
| Northern Trust Bank of Florida A/C F22316700, Fred Endsley Insurance Trust dtd 6/27/78, Fred Endsley Trustee | 437 | ** | 111 | 326 | ** |
| Nottingham Trust | 107 | ** | 27 | 80 | ** |
| Old Westbury Venture Capital Fund, L.L.C. | 26,195 | ** | 6,661 | 19,534 | ** |

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|-----------------------|-------|----|-------|-------|----|
| Peter S. Handy | 656 | ** | 167 | 489 | ** |
| Peter Seeburg | 3,800 | ** | 2,641 | 1,159 | ** |
| PH Investments, LLC | 547 | ** | 139 | 408 | ** |
| PharmaBio Development | 9,500 | ** | 6,601 | 2,899 | ** |

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|--|--------|----|--------|--------|----|
| R. Scott Greer | 950 | ** | 660 | 290 | ** |
| Raijacur, N.V. | 5,700 | ** | 3,961 | 1,739 | ** |
| Rainicur, N.V. | 5,700 | ** | 3,961 | 1,739 | ** |
| Revocable Trust of Gerald M. Rubin | 475 | ** | 330 | 145 | ** |
| Robert Simon | 101 | ** | 70 | 31 | ** |
| RockPoint Capital II | 9,500 | ** | 6,601 | 2,899 | ** |
| Sanford Robertson & Jeanne Robertson, Trustees of the Robertson Revocable Trust dated 11/27/02 | 475 | ** | 330 | 145 | ** |
| Scaler Foundation | 1,425 | ** | 990 | 435 | ** |
| Scott C. Sollers | 152 | ** | 106 | 46 | ** |
| Silicon Valley Bancshares | 547 | ** | 139 | 408 | ** |
| Soparexo | 5,700 | ** | 3,961 | 1,739 | ** |
| Stephanie Lovison Trust dtd 10/3/01, Stephanie Lovison Trustee | 219 | ** | 56 | 163 | ** |
| Sutro Investment Partners VI, LLC | 950 | ** | 660 | 290 | ** |
| Swan Ventures, L.P. | 1,900 | ** | 1,320 | 580 | ** |
| Taha Tippu Hyder Champsi | 190 | ** | 132 | 58 | ** |
| Tandon Family Trust | 2,187 | ** | 556 | 1,631 | ** |
| Teachers Insurance and Annuity Association of America | 38,000 | ** | 26,405 | 11,595 | ** |
| The Clarence Westbury Foundation | 570 | ** | 396 | 174 | ** |
| The McGuire Family Irrevocable Trust | 190 | ** | 132 | 58 | ** |
| The Nohra 1996 Credit Trust U/A/D 12/2/96 | 3,680 | ** | 936 | 2,744 | ** |
| The Sutro Group | 1,094 | ** | 278 | 816 | ** |
| Theodore A. Bosler Trust U/A 4/21/93 | 328 | ** | 83 | 245 | ** |
| Thomas B. King | 190 | ** | 132 | 58 | ** |
| Thomas J. Dietz | 190 | ** | 132 | 58 | ** |
| Thuban Partners L.P. | 142 | ** | 99 | 43 | ** |
| Timothy L. Dibble | 80 | ** | 20 | 60 | ** |
| Timothy P. Neher | 547 | ** | 139 | 408 | ** |
| Virginia M. Turezyn | 190 | ** | 132 | 58 | ** |
| Waldemar Jantz | 475 | ** | 330 | 145 | ** |

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|--|-------|----|-------|-------|----|
| Warren E. Miller and Britt Marie E. Ljung Living Trust dtd 6/20 | 95 | ** | 66 | 29 | ** |
| Wells Fargo Bank Minnesota NA & Frank Polestra Co-Executors for Marino Polestra Estate | 7,417 | ** | 1,897 | 5,520 | ** |

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|--|------------------|--------------|------------------|----------------|-------------|
| William J. Steding | 219 | ** | 56 | 163 | ** |
| William P. Egan | 671 | ** | 171 | 500 | ** |
| William P. Egan 1985 Childrens Trust F/B/O Gregory J. Egan | 287 | ** | 126 | 161 | ** |
| William P. Egan 1985 Childrens Trust F/B/O Kristen E. Reed | 287 | ** | 126 | 161 | ** |
| William P. Egan 1985 Childrens Trust F/B/O Mark P. Egan | 287 | ** | 126 | 161 | ** |
| William P. Egan 1985 Childrens Trust F/B/O William P. Egan III | 287 | ** | 126 | 161 | ** |
| William Thomas Lockard, Trustee and Alix Marduel, Trustee Lockard/Marduel Revocable Trust | 475 | ** | 330 | 145 | ** |
| WS Investment Company 96A | 201 | ** | 51 | 150 | ** |
| WS Investment Company, LLC (2000) | 142 | ** | 99 | 43 | ** |
| WS Investment Company, LLC (2000B) | 190 | ** | 132 | 58 | ** |
| Total | 1,877,149 | 10.5% | 1,480,549 | 396,600 | 2.5% |

*

Percentage calculations based on 18,454,166 shares of our common stock that were issued and outstanding as of August 17, 2004.

**

Less than 1%

Addresses that are not listed are c/o Alta Partners, One Embarcadero Center, Suite 4050, San Francisco, CA 94111.

(1)

Includes 33,947 shares of common stock that are subject to purchase by Alta California Partners, L.P., 776 shares of common stock that are subject to purchase by Alta Embarcadero Partners, LLC, 217,686 shares of common stock that are subject to purchase by Alta BioPharma Partners II, L.P. and 8,008 shares of common stock that are subject to purchase by Alta Embarcadero BioPharma Partners II, LLC under warrants that are currently exercisable. Jean Deleage, PhD, a director of Rigel since 1997, is a principal of Alta Partners and a general partner, managing director, manager or member of the foregoing funds. As a general partner, managing director, manager or member of the foregoing funds, Dr. Deleage may be deemed to share voting and investment powers for the shares held by the foregoing funds. Dr. Deleage disclaims beneficial ownership of the shares held by funds affiliated with Alta Partners except to the extent of his proportionate pecuniary interest therein.

(2)

Includes 55,545 shares of common stock as disclosed on a Form 13F for the quarter ended June 30, 2004.

(3)

Includes 125,248 shares of common stock previously owned by Mr. Gower. Mr. Gower is the Chairman of the Board and Chief Executive Officer of Rigel.

(4)

Dr. Deleage is a director of Rigel.

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