

RIGEL PHARMACEUTICALS INC  
Form 8-K  
May 20, 2011

**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): **May 19, 2011**

**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)

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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))
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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The Annual Meeting of Stockholders (the Annual Meeting) of Rigel Pharmaceuticals, Inc. (the Company) was held on May 19, 2011. The following is a brief description of each matter voted upon at the Annual Meeting, as well as the number of votes cast for or against each matter and the number of abstentions and broker non-votes with respect to each matter. A more complete description of each matter is set forth in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 4, 2011.

- Each of the three directors proposed by the Company for re-election was elected by the following votes to serve until the Company's 2014 Annual Meeting of Stockholders or until his respective successor have been elected and qualified. The tabulation of votes on this matter was as follows:

Nominee	Shares Voted For	Shares Withheld
Walter H. Moos, Ph.D.	37,063,506	5,449,866
Hollings C. Renton	42,278,115	235,257
Stephen A. Sherwin, M.D.	42,192,305	321,067

There were 5,460,902 broker non-votes for this matter.

- The Company's stockholders approved amendments to the Company's 2000 Equity Incentive Plan.

The tabulation of votes on this matter was as follows: shares voted for: 28,245,173; shares voted against: 13,198,229; shares abstaining: 1,069,970; and broker non-votes: 5,460,902.

- The Company's stockholders approved the Company's 2011 Equity Incentive Plan.

The tabulation of votes on this matter was as follows: shares voted for: 28,236,504; shares voted against: 13,216,201; shares abstaining: 1,060,667; and broker non-votes: 5,460,902.

- The Company's stockholders approved amendments to the Company's 2000 Non-Employee Directors' Stock Option Plan.

The tabulation of votes on this matter was as follows: shares voted for: 30,976,622; shares voted against: 10,471,218; shares abstaining: 1,065,532; and broker non-votes: 5,460,902.

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- The Company's stockholders approved, on an advisory basis, the compensation of the Company's named executive officers.

The tabulation of votes on this matter was as follows: shares voted for: 22,510,035; shares voted against: 18,934,833; shares abstaining: 1,068,504; and broker non-votes: 5,460,902.

- The Company's stockholders indicated, on an advisory basis, a preferred frequency of advisory stockholder votes on the compensation of the Company's named executive officers of every year.

The tabulation of votes on this matter was as follows: shares voted for every year: 25,762,686; shares voted for every two years: 705,286; shares voted for every three years: 14,736,235; shares abstaining: 1,309,165; and broker non-votes: 5,460,902.

Based on the voting results for this proposal, the Company determined that an advisory vote to approve the compensation of the named executive officers of the Company will be conducted on an annual basis, until the next advisory vote on this matter is held.

- The Company's stockholders ratified the selection of Ernst & Young LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2011. The tabulation of votes on this matter was as follows: shares voted for: 45,909,470; shares voted against: 2,059,386; and shares abstaining: 5,418.

**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: May 20, 2011

**RIGEL PHARMACEUTICALS, INC.**

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