

RIGEL PHARMACEUTICALS INC  
Form 8-K  
May 12, 2016

**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 10, 2016**

**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 2016 Annual Meeting of Stockholders (the Annual Meeting ) of Rigel Pharmaceuticals, Inc. (the Company ) was held on May 10, 2016. 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 for the Annual Meeting filed with the Securities and Exchange Commission (the SEC ) on March 28, 2016 and the Company's supplement to proxy statement filed with the SEC on May 3, 2016.

- Each of the three nominees for director, to serve until the Company's 2019 Annual Meeting of Stockholders or until his respective successor has been elected and qualified, was elected as follows:

Nominee	Shares Voted For	Shares Withheld
Peter S. Ringrose, Ph.D.	61,496,500	731,689
Bradford S. Goodwin	61,402,512	825,677
Keith A Katkin	61,407,599	820,590

There were 17,736,557 broker non-votes for this matter.

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

The tabulation of votes on this matter was as follows: shares voted for: 56,675,097; shares voted against: 5,480,745; shares abstaining: 72,347; and broker non-votes: 17,736,557.

- The Company's stockholders approved the Company's 2000 Non-Employee Directors' Stock Option Plan, as amended.

The tabulation of votes on this matter was as follows: shares voted for: 47,554,882; shares voted against: 14,609,427; shares abstaining: 63,880; and broker non-votes: 17,736,557.

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

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The tabulation of votes on this matter was as follows: shares voted for: 43,686,874; shares voted against: 18,486,245; shares abstaining: 55,070; and broker non-votes: 17,736,557.

- 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, 2016.

The tabulation of votes on this matter was as follows: shares voted for: 74,772,665; shares voted against: 5,037,609; shares abstaining: 154,472.

**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 12, 2016

**RIGEL PHARMACEUTICALS, INC.**

By:

/s/ Dolly A. Vance  
Dolly A. Vance

*Executive Vice President, General Counsel and  
Corporate Secretary*