

RIGEL PHARMACEUTICALS INC  
Form 10-Q/A  
November 09, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 10-Q/A**

(Amendment No. 1)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR  
15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2006.**

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR  
15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**FOR THE TRANSITION PERIOD FROM            TO            .**

Commission File Number 0-29889

**Rigel Pharmaceuticals, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**94-3248524**

(I.R.S. Employer Identification No.)

**1180 Veterans Blvd.**

**South San Francisco, CA**

(Address of principal executive offices)

**94080**

(Zip Code)

**(650) 624-1100**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act) (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of November 2, 2006, there were 25,091,811 shares of the registrant's common stock outstanding.

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**EXPLANATORY NOTE**

This Amendment No. 1 to our quarterly report on Form 10-Q for the period ended September 30, 2006 is an exhibit-only filing solely to include a revised Exhibit 4.6. In addition, the Company is also including Exhibits 31.1 and 31.2, as required by the filing of this amendment. No revisions have been made to our financial statements or any other disclosure contained in the quarterly report on Form 10-Q.

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**Item 6. Exhibits**

The exhibits listed on the accompanying index to exhibits are filed or incorporated by reference (as stated therein) as part of this Quarterly Report on Form 10-Q/A.

| <b>Exhibit Number</b> | <b>Description of Document</b>  |
|-----------------------|---|
| 3.1                   | Amended and Restated Certificate of Incorporation.(1)   |
| 3.2                   | Amended and Restated Bylaws.(2)   |
| 4.6                   | Warrant issued to Kwacker Limited for the purchase of shares of common stock  |
| 15.1*                 | Letter re: unaudited interim financial information.   |
| 31.1                  | Certification required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act.   |
| 31.2                  | Certification required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act.   |
| 32.1*                 | Certification required by Rule 13a-14(b) or Rule 15d-14(b) of the Exchange Act and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350). |

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\* Previously filed.

(1) Filed as an exhibit to Rigel's Current Report on Form 8-K on June 24, 2003 and incorporated herein by reference.

(2) Filed as an exhibit to Rigel's Registration Statement on Form S-1, as amended, and incorporated herein by reference.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

RIGEL PHARMACEUTICALS, INC.

By: */s/ James M. Gower*  
James M. Gower  
Chief Executive Officer

Date: November 9, 2006

By: */s/ Ryan D. Maynard*  
Ryan D. Maynard  
Vice President of Finance and Acting Chief Financial  
Officer  
(Principal Financial and Accounting Officer)

Date: November 9, 2006

**INDEX TO EXHIBITS**

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