

RIGEL PHARMACEUTICALS INC

Form 4

April 21, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Maynard Ryan D

(Last) (First) (Middle)

RIGEL PHARMACEUTICALS,
INC., 1180 VETERANS BLVD.

(Street)

SOUTH SAN
FRANCISCO, CA 94080

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

RIGEL PHARMACEUTICALS INC
[RIGL]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

3. Date of Earliest Transaction
(Month/Day/Year)

04/19/2017

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

EVP & CFO

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Code (Instr. 8)	4. Securities Transaction Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 3.59	04/19/2017		A		62,500		<u>(1)</u>	02/27/2024	Common Stock	62,500
Employee Stock Option (Right to Buy)	\$ 2.74	04/19/2017		A		150,000		<u>(2)</u>	01/26/2026	Common Stock	150,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Maynard Ryan D RIGEL PHARMACEUTICALS, INC. 1180 VETERANS BLVD. SOUTH SAN FRANCISCO, CA 94080	EVP & CFO

Signatures

/s/ Dolly Vance
(Attorney-in-Fact) 04/21/2017

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On February 27, 2014 the reporting person was granted an option to purchase 125,000 shares of common stock. The option vested based on the Compensation Committee's determination that one or more pre-established performance conditions had been achieved. As
(1) previously reported on April 4, 2016, the Compensation Committee determined that the performance condition had been achieved with respect to 62,500 shares of common stock. On April 19, 2017, the Compensation Committee determined that the performance conditions had been achieved with respect to the remaining 62,500 shares of common stock, resulting in full vesting of the option.

On January 26, 2016 the reporting person was granted an option to purchase 150,000 shares of common stock. The option vested based on the Compensation Committee's determination that one or more pre-established performance conditions had been achieved. On April
(2) 19, 2017, the Compensation Committee determined that the performance conditions had been achieved, resulting in full vesting of the option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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