

RIGEL PHARMACEUTICALS INC

Form 4

November 05, 2010

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Flynn James E

2. Issuer Name **and** Ticker or Trading  
Symbol  
RIGEL PHARMACEUTICALS INC  
[RIGL]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
780 THIRD AVENUE, 37TH  
FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/03/2010

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title \_\_\_\_X\_\_\_\_ Other (specify  
below) below)  
Possible Members of 10% Group

(Street)  
NEW YORK, NY 10017

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

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

(City) (State) (Zip)

**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. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (A) or (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)
Common Stock <sup>(1)</sup>	11/03/2010		S	516	D \$ 7.55	423,901	I Through Deerfield Special Situations Fund, L.P. <sup>(2)</sup>
Common Stock <sup>(1)</sup>	11/03/2010		S	900	D \$ 7.55	689,900	I Through Deerfield Special Situations Fund International

Common Stock <sup>(1)</sup>	11/03/2010	S	2,605	D	\$ 7.55	2,050,745	I	Limited <sup>(3)</sup> Through Deerfield Partners, L.P. <sup>(2)</sup>
Common Stock <sup>(1)</sup>	11/03/2010	S	3,690	D	\$ 7.55	2,902,743	I	Through Deerfield International Limited <sup>(3)</sup>
Common Stock <sup>(1)</sup>						25,000	D	

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Flynn James E 780 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017	X Possible Members of 10% Group
DEERFIELD CAPITAL LP 780 THIRD AVENUE 37TH FLOOR	X Possible Members of 10% Group

NEW YORK, NY 10017

DEERFIELD PARTNERS, LP

780 THIRD AVENUE

37TH FLOOR

NEW YORK, NY 10017

X

Possible Members of 10% Group

DEERFIELD MANAGEMENT CO /NY

780 THIRD AVENUE, 37TH FLOOR

NEW YORK, NY 10017

X

Possible Members of 10% Group

DEERFIELD INTERNATIONAL LTD

C/O CITI FUND SERVICES (BVI) LTD

BISON COURT, PO BOX 3460, ROAD TOWN

TORTOLA, D8 --

X

Possible Members of 10% Group

Deerfield Special Situations Fund, L.P.

780 3RD AVENUE

37TH FLOOR

NEW YORK, NY 10017

X

Possible Members of 10% Group

Deerfield Special Situations Fund International

LTD

C/O CITI HEDGE FUND SERVICES (BVI) LTD

BISON COURT, P.O. BOX 3460

ROAD TOWN, TORTOLA, D8 -

X

Possible Members of 10% Group

## Signatures

/s/ Darren

Levine

11/05/2010

\*\*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).

(1) This Form 3 is being filed by the undersigned as well as the entities listed on the Joint Filer Information Statement attached as an exhibit hereto (the "Reporting Persons").

(2) Deerfield Capital, L.P. is the general partner of Deerfield Partners, L.P. and Deerfield Special Situations Fund, L.P. (collectively, the "Domestic Funds"). James E. Flynn is the managing member of the general partner of Deerfield Capital, L.P. In accordance with Instruction 5 (b)(iv) to Form 3, the entire amount of the Issuer's securities held by the Domestic Funds is reported herein. For purposes of Section 16 of the Securities Exchange Act of 1934, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its indirect pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.

(3) Deerfield Management Company, L.P. is the investment manager of Deerfield International Limited and Deerfield Special Situations Fund International Limited (the "Offshore Funds"). James E. Flynn is the managing member of the general partner of Deerfield Management Company, L.P. In accordance with Instruction 5(b)(iv) to Form 3, the entire amount of the Issuer's securities held by the Offshore Funds is reported herein. For purposes of Section 16 of the Securities Exchange Act of 1934, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its indirect pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.

### Remarks:

Darren Levine, Attorney-In-Fact which is incorporated by reference to Exhibit 24 of the Form 3 filed by the Reporting Person

## Edgar Filing: RIGEL PHARMACEUTICALS INC - Form 4

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.